

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

Name of Investment Adviser:
Millennium Investment Services

Address: (Number and Street) (City) (State) (Zip Code) (Area Code) Telephone Number
16217 Kittridge Street Van Nuys CA 91406 (818) 902-5544

OMB APPROVAL	
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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.

Table of Contents

Item Number	Item	Page
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required	Schedule G

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

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

Part II - Page 2

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

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

Applicant:

- | | | | | |
|-------------------------------------|-----|---|----|---|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 99 | % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | .5 | % |
| <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) | Provides a timing service | | % |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | | % |

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

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes No
☒ ☐

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

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

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

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

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

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

FORM ADV
Part II - Page 3

Applicant
Millennium Investment Services

SEC File Number
57394

Date:
12/31/2009

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

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

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

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

- (1) ☒ Charting
- (2) ☒ Fundamental
- (3) ☒ Technical
- (4) ☒ Cyclical
- (5) ☒ Other (explain on Schedule F)

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

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

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

- (1) ☒ Long term purchases (securities held at least a year)
- (2) ☒ Short term purchases (securities sold within a year)
- (3) ☒ Trading (securities sold within 30 days)
- (4) ☒ Short sales
- (5) ☒ Margin transactions
- (6) ☒ Option writing, including covered options, uncovered options, or spreading strategies
- (7) ☐ Other (explain on Schedule F)

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

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 type="checkbox"/> (1) broker-dealer | <input checked="" type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input checked="" 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.)

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 these transactions.)

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

10. Conditions for Managing Accounts. Does the applicant provide investment 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.

Securities in clients' accounts will be reviewed continuously. All accounts will be reviewed at least quarterly. All accounts will be reviewed by either the President or Vice-President. More frequent reviews may be triggered by material market, economic or political events, or by a change in the client's individual circumstances.

Financial Planning and Consulting client reviews will be provided as contracted for at the inception of the advisory relationship.

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

A performance report will be provided at least quarterly.

Financial Planning and Consulting client reports will be provided as contracted for at the inception of the advisory relationship.

FORM ADV
Part II - Page 6

Applicant:
Millennium Investment Services

SEC File Number:
801-57394

Date:
12/31/2009

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

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

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

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

13. Additional Compensation.

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

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? Yes ☒ No ☐
- B. directly or indirectly compensates any person for client referrals? Yes ☐ No ☒

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

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

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? Yes ☐ No ☒

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

FORM ADV Schedule A

Millennium Investment Services

Your Name:

Date: 12/31/2009

SEC File No.: 801- 57394

CRD No.: 108744

Direct Owners and Executive Officers

1. Complete Schedule A only if you are submitting an initial application. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.

2. Direct Owners and Executive Officers. List below the names of

(a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required and cannot be more than one individual), director, and any other individuals with similar status or functions;

(b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

(c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;

(d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and

(e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

3. Do you have any indirect owners to be reported on Schedule B? ☐ Yes ☒ No

4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.

5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

7. (a) In the *Control Person* column, enter "Yes" if the person has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.

(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired		Own- ership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
			MM	YYYY			PR	
Reed, Anthony Michael	I	President	02	2001	D	Yes		2532355
Walker, James Scott	I	Director	02	2001	B	Yes		4376757
Weiss, Mitchell Roy	I	CFO	02	2001	B	Yes		4376758
Weiss, Scott Joel	I	Secretary	02	2001	B	Yes		4376759
Masry, Louis Edward	I	Vice-Pres	02	2001	NA	No		1886117

FORM ADV
Schedule D
Page 1 of 5

Your Name: Millennium Investment Services

SEC File No.: 801- 57394

Date: 12/31/2009

CRD No. 108744

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☐ AMENDED Schedule D Page 1.

SECTION 1.B. Other Business Names

List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D for each business name.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Name

Jurisdictions

SECTION 1.F. Other Offices

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of employees).

Check only one box: ☐ Add ☐ Delete

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

(area code)

(telephone number)

(area code)

(facsimile number)

SECTION 1.I. World Wide Web Site Addresses

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

Check only one box: ☒ Add ☐ Delete

World Wide Web Site Address: www.minvs.com

SECTION 1.K. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Name of entity where books and records are kept:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

(area code)

(telephone number)

(area code)

(facsimile number)

This is (check one):
☐ one of your branch offices or affiliates.
☐ a third-party unaffiliated recordkeeper.
☐ other.

Briefly describe the books and records kept at this location.

FORM ADV Schedule D Page 2 of 5	Your Name: <u>Millennium Investment Services</u>	SEC File No : 801- <u>57394</u>
	Date: <u>12/31/2009</u>	CRD No : <u>108744</u>

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☐ AMENDED Schedule D Page 2.

SECTION 1.L Registration with Foreign Financial Regulatory Authorities

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

Check only one box: ☐ Add ☐ Delete

English Name of *Foreign Financial Regulatory Authority* _____

Name of Country _____

SECTION 2.A(7) Affiliated Adviser

If you are relying on the exemption in rule 203A-2(c) from the prohibition on registration because you *control*, are *controlled* by, or are under common *control* with an investment adviser that is registered with the SEC and your *principal office and place of business* is the same as that of the registered adviser, provide the following information:

Name of Registered Investment Adviser _____

CRD Number of Registered Investment Adviser (if any) _____

SEC Number of Registered Investment Adviser 801 - _____

SECTION 2.A(8) Newly Formed Adviser

If you are relying on rule 203A-2(d), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

☐ I am not registered or required to be registered with the SEC or a *state securities authority* and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.

☐ I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A(9) Multi-State Adviser

If you are relying on rule 203A-2(e), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

☐ I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.

☐ I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the securities authorities of those states.

If you are submitting your *annual updating amendment*, you must make this representation.

☐ Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 25 states to register as an investment adviser with the securities authorities in those states.

FORM ADV
Schedule D
Page 3 of 5

Your Name: Millennium Investment Services

SEC File No.: 801-57394

Date: 12/31/2009

CRD No.: 108744

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☐ AMENDED Schedule D Page 3.

SECTION 2.A(11) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number: 803- _____

Date of order: _____

(mm/dd/yyyy)

SECTION 4 Successions

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

Name of Acquired Firm: _____

Acquired Firm's SEC File No. (if any) 801- _____

Acquired Firm's CRD Number (if any) _____

SECTION 5.1(2) Wrap Fee Programs

If you are a portfolio manager for one or more wrap fee programs, list the name of each program and its sponsor. You must complete a separate Schedule D Page 3 for each wrap fee program for which you are a portfolio manager.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Name of Wrap Fee Program: _____

Name of Sponsor: _____

SECTION 6.B. Description of Primary Business

Describe your primary business (not your investment advisory business):

SECTION 7.A. Affiliated Investment Advisers and Broker-Dealers

You MUST complete the following information for each investment adviser with whom you are affiliated. You MAY complete the following information for each broker-dealer with whom you are affiliated. You must complete a separate Schedule D Page 3 for each listed affiliate.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Legal Name of Affiliate: _____

Primary Business Name of Affiliate: _____

Affiliate is (check only one box): ☐ Investment Adviser ☐ Broker-Dealer

☐ Dual (Investment Adviser and Broker-Dealer)

Affiliated Investment Adviser's SEC File Number (if any) 801- _____

Affiliate's CRD Number (if any): _____

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Serevices**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☒ AMENDED Schedule D Page 4.

SECTION 7.B Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **12700 INVESTMENTS, LTD.**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **12000000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address: (number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address: (number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☒ AMENDED Schedule D Page 4.

SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **14140 INVESTMENTS, LTD.**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **12500000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____

Business Address: _____ mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle) _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____

Business Address: _____ mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **801-57394**

Date: **12/31/2009**

CRD No: **108744**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information

This is an ☐ INITIAL or ☒ AMENDED Schedule D Page 4.

SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **ARKOMA BASIN INVESTMENTS, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(h)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **2** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **4500000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No. **57394**
801-

Date: **12/31/2009**

CRD No : **108744**

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SECTION 7.B Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **ARKOMA BASIN INVESTMENTS - 2, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **150000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV Schedule D Page 4 of 5	Your Name: <u>Millennium Investment Services</u> Date: <u>12/31/2009</u>	SEC File No.: <u>801-57394</u> CRD No.: <u>108744</u>
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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: BCA INVESTMENTS, LLC

Name of General Partner or Manager: SCOTT WEISS

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? 3 %

Minimum investment commitment required of a limited partner, member, or other investor: \$ 25000

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ 6000000

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name _____

CRD Number (if any) _____ Effective Date _____ mm/dd/yyyy Termination Date _____ mm/dd/yyyy

Business Address: _____

 (number and street)

_____ (city) _____ (state/country) _____ (zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle) _____

CRD Number (if any) _____ Effective Date _____ mm/dd/yyyy Termination Date _____ mm/dd/yyyy

Business Address: _____

 (number and street)

_____ (city) _____ (state/country) _____ (zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **801-57394**

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **BROOKLYN INVESTMENTS, L.P.**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **12000000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____

Business Address: _____ mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle) _____

CRD Number (if any) _____ Effective Date _____ Termination Date _____

Business Address: _____ mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **801-57394**

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **CANFIELD PERSONS INTERIORS, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **200000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name **Millennium Investment Services**

SEC File No.: **801-57394**

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **CAREPOINT INVESTORS SERIES IV, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **200000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **CAREPOINT INVESTORS SERIES V, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **7** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **2500000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: Millennium Investment Services

SEC File No.: 801-57394

Date: 12/31/2009

CRD No.: 108744

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: CAREPOINT INVESTOR SERIES VII, LLC

Name of General Partner or Manager: SCOTT WEISS

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? 0 %

Minimum investment commitment required of a limited partner, member, or other investor: \$ 25000

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ 950000

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the control:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **COLDMOOR PROPERTIES, L.P.**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund \$ **5750000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

mm/dd/yyyy

mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Serevices**

SEC File No.: **801-57394**

Date: **12/31/2009**

CRD No : **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **MOUNTAIN RX INVESTORS, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **5** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **750000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item I.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

Business Address: mm/dd/yyyy mm/dd/yyyy

(number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

Business Address: mm/dd/yyyy mm/dd/yyyy

(number and street)

(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

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Check only one box ☒ Add ☐ Delete ☐ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **PINNACARE II, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(h)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **450000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address: (number and street) (city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address: (number and street) (city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **PINNACARE INVESTORS, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **7** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **750000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date mm/dd/yyyy Termination Date mm/dd/yyyy

Business Address:

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

This is an ☐ INITIAL or ☒ AMENDED Schedule D Page 4.

SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☐ Add ☐ Delete ☒ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **PRECIOUS WINGS, LLC**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **100000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

Business Address: mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

Business Address: mm/dd/yyyy mm/dd/yyyy

(number and street)

(city)

(state/country)

(zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

FORM ADV
Schedule D
Page 4 of 5

Your Name: **Millennium Investment Services**

SEC File No.: **57394**
801-

Date: **12/31/2009**

CRD No.: **108744**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

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SECTION 7.B. Limited Partnership or Other Private Fund Participation

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Check only one box: ☒ Add ☐ Delete ☐ Amend

Name of Limited Partnership, Limited Liability Company, or other Private Fund: **VALLEY ACQUISITIONS**

Name of General Partner or Manager: **SCOTT WEISS**

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1? ☐ yes ☒ no

Are your *clients* solicited to invest in the limited partnership, limited liability company or other private fund? ☒ yes ☐ no

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund? **1** %

Minimum investment commitment required of a limited partner, member, or other investor: \$ **25000**

Current value of the total assets of the limited partnership, limited liability company, or other private fund: \$ **290000**

SECTION 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

Check only one box: ☐ Add ☐ Delete ☐ Amend

Firm or Organization Name

CRD Number (if any) Effective Date Termination Date

Business Address: mm/dd/yyyy mm/dd/yyyy

(number and street)
(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Individual Name (if applicable) (Last, First, Middle)

CRD Number (if any) Effective Date Termination Date

Business Address mm/dd/yyyy mm/dd/yyyy

(number and street)
(city) (state/country) (zip+4/postal code)

If this address is a private residence, check this box: ☐

Briefly describe the nature of the *control*:

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

Applicant:
Millennium Investment Services

SEC File Number
801- 57394

Date:
12/31/2009

(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.
Millennium Investment Services

IRS Empl. Ident. No.
95-3269459

Item of Form (identify)	Answer
1.C(6), 1.D	<p>SERVICES</p> <p>PORTFOLIO MANAGEMENT</p> <p>Millennium Investment Services, (hereinafter MIS) provides Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. MIS provides this service to individuals, pension and profit sharing plans, trusts, estates and charitable organizations, and corporations. MIS manages advisory accounts on a discretionary and non-discretionary basis. Portfolios are designed for each client based on the client's own needs, circumstances, expectations and tolerance of risk. An in-person or telephone interview is conducted with each client to determine the client's individual circumstances. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income). To achieve the client's stated investment goals and objectives, MIS will offer a mixture of equity and fixed income securities with varying risk tolerances to comprise a client's portfolio. Mutual funds, in either equities or fixed income securities, may also be utilized.</p> <p>For California Residents: Subsection (j) of Rule 260.238, California Code of Regulations requires that all investment advisors disclose to their advisory clients that lower fees for comparable services may be available from other sources.</p> <p>FINANCIAL PLANNING</p> <p>MIS also provides advice in the form of a Financial Plan. Clients purchasing this service will receive a written report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives.</p> <p>In general the financial plan will address any or all of the following areas of concern:</p> <ul style="list-style-type: none">- PERSONAL: Family records, budgeting, personal liability, estate information and financial goals.- TAX & CASH FLOW: Income tax and spending analysis and planning for past, current and future years. MIS will illustrate the impact of various investments on a client's current income tax and future tax liability.- DEATH & DISABILITY: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.- INVESTMENTS: Analysis of investment alternatives and their effect on a client's portfolio. <p>MIS gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared. Should a client choose to implement the recommendations contained in the plan, MIS suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.</p>

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

PAGE 1

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

Applicant
Millennium Investment Services

SEC File Number.
801- **57394**

Date:
12/31/2009

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Item of Form (Identify)	Answer
	<p>CONSULTING</p> <p>Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. MIS also provides specific consultation and administrative services regarding investment and financial concerns of the client. Additionally, MIS provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice.</p> <p>FEE SCHEDULE</p> <p>PORTFOLIO MANAGEMENT</p> <p>The annual fee charged for investment supervisory services is calculated as follows, based on the market value of the assets in the client account as of the last business day of the applicable calendar quarter:</p> <p>SHORT TERM / MONEY MARKET ACCOUNTS:</p> <p>Accounts less than \$1,000,000, the fee is 0.25%</p> <p>Accounts greater than \$1,000,000, the fee is 0.20%</p> <p>FIXED INCOME ACCOUNTS:</p> <p>Accounts less than \$500,000, the fee is 0.80%</p> <p>Accounts greater than \$500,000, the fee is 0.50%</p> <p>EQUITY ACCOUNTS:</p> <p>Accounts between \$250,000 and \$500,000, the fee is 1.25%</p> <p>Accounts between \$500,000 and \$1,000,000, the fee is 1.0%</p> <p>Accounts greater than \$1,000,000, the fee is 0.40% - 1.00%</p> <p>The above fees are subject to an overriding minimum of \$2,000 for any full calendar year. A minimum account of \$250,000 is required. In certain circumstances, however, this account minimum may be negotiable, which is when the applicable fee would apply.</p> <p>When charging advisory fees for accounts invested in more than one general asset class (i.e., equities and fixed income), MIS the fee schedule that corresponds with the asset class that has the biggest weighting in the client's portfolio to all of the client's assets under management.</p> <p>One or more of MIS' principal executive officers may act as investors in the general partner entities of limited investment partnerships or limited liability companies (LLC's). While these partnerships and LLC's are generally not recommended to advisory clients, MIS does not have a policy strictly prohibiting such recommendations. Please refer to the additional disclosure under item 7(C).</p>

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

Applicant:
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SEC File Number
801- 57394

Date:
12/31/2009

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Item of Form (identify)	Answer
	<p>MIS charges performance fees to portions of the portfolios of qualified clients. Through Schwab Institutional and Smith Barney Citigroup (via a Prime Brokerage relationship established solely for the purpose of the transactions described here), MIS participates in Initial Public Offerings (IPO's) and Secondary Public Offerings (SPO's). MIS does not impose a minimum investment requirement for IPO's, but does recommend a minimum investment of \$50,000 for participation in SPO's. This is because the objective of the SPO program is to make frequent small percentage gains on short-term trades. The commissions charged by the brokerage firms related to these trades, while small, would represent too large a portion of the potential returns garnered by such trades under \$50,000.</p> <p>MIS includes IPO's and SPO's in the portfolios of those clients that are interested in participating, and who meet the suitability requirements to enter into such transactions. MIS charges performance fees to those participating clients who also meet either the \$1.5 million in net worth, or the \$750,000 in assets under management criteria, as set forth in Rule 205-3 of the Investment Advisors Act of 1940. In doing so, MIS continues to offer participation in these offerings to its clients that do not meet such criteria, and allocates shares in each offering on a non-discriminatory basis between those subject to a performance fee and those who are not.</p> <p>Performance fees related to IPO/SPO trading are computed as follows:</p> <p>At the end of each calendar year, the total amount of net realized gain dollars attributable to IPO and SPO trading are computed for each applicable account. This amount is then multiplied by 20%. The resultant figure is then compared to the normal management fee charged by MIS for those assets during the same annual period. If the amount computed based upon the gains from such trading is greater than the normal management fee, the difference is charged to the client as a performance fee.</p> <p>The "normal management fee charged by MIS for those assets" is computed by taking the standard investment level by each client in this program and multiplying it by the client's own, specific management fee percentage. For instance, Client A typically invests \$100,000 in these offerings. How much anyone can invest in any specific offering, however, is a function of the amount of shares MIS is allocated by the brokerage firms in the offering process. So, when MIS receives a full allocation from, say, Schwab (meaning an allocation of 100% of the shares MIS had requested), Client A's investment would be approximately \$100,000. When the allocation to MIS is something less than 100%, Client A's investment in that offering will be less than \$100,000. Nevertheless, MIS will use the standard \$100,000 investment for that client to compute the "normal" annual fee. If the annual percentage fee for Client A were 1%, then the "normal management fee" would be \$100,000 x 1%, or \$1,000.</p> <p>To conclude the example, if Client A made \$20,000 that year in net realized gains from such trading, 20% of that would be \$4,000. Thus, the performance fee charged by MIS would be \$4,000 less \$1,000, or \$3,000.</p> <p>FINANCIAL PLANNING/CONSULTING</p> <p>Financial planning and consulting fees are charged on an hourly basis, ranging from \$100 - \$200 per hour, depending on the nature and complexity of each client's circumstances. An estimate for total hours may be determined at the start of the advisory relationship and a fixed fee may be quoted. Financial planning fees are due and payable upon completion of the plan. Consulting fees are due and payable as incurred. These fees may be negotiable under certain circumstances.</p>

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

Applicant:
Millennium Investment Services

SEC File Number:
801- 57394

Date:
12/31/2009

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

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Millennium Investment Services

IRS Empl. Ident. No.:
95-3269459

Item of Form (identify)	Answer
	<p>Typically, the financial plan will be presented to the client within 90 days of the contract date, provided that all information needed to prepare the financial plan has been promptly provided by the client.</p> <p>GENERAL INFORMATION ON FEES</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>A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any earned, unpaid fees will be due and payable.</p> <p>All fees paid to MIS for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses 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. A client could invest in a mutual fund directly, without the service of MIS. In that case the client would not receive the services provided by MIS 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 MIS to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p>
4.A.5	<p>METHODS OF ANALYSIS</p> <p>MIS uses Modern Portfolio Theory as part of its securities analysis methods.</p>
4.B.8	<p>SOURCES OF INFORMATION</p> <p>MIS' sources of information include mutual fund rating services.</p>
5	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>MIS requires that persons who provided advice on MIS' behalf possess minimally, the following: Two years accounting or other financial services experience, the NASD Series 2, 6, 7, 22, 24, or 65 examination or its equivalent, and a college degree, or a combination of any of the above stated qualifications.</p>
6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>Millennium Investment Services succeeded from Weiss Accountancy Corporation dba Millennium Investment Services in February, 2001. From a practical standpoint, however, nothing changed at that time as far as the operations of the business. The business began operating in an</p>

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

Applicant:
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SEC File Number:
801- 57394

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12/31/2009

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

IRS Empl. Ident. No.
95-3269459

Item of Form (identify)	Answer
	<p>investment advisory capacity in September, 1995, and a key ingredient of the recent succession has been the complete continuity of the entire management team.</p> <p>Anthony Michael Reed</p> <p>Born: 01/30/1964</p> <p>Education:</p> <ul style="list-style-type: none"> - N. Hollywood High School N. Hollywood, CA 1978 - 1981 Diploma - UCLA Westwood, CA 1981 - 1985 BA - Psychology (with Business Emphasis) <p>Business Background:</p> <ul style="list-style-type: none"> - Millennium Investment Services Van Nuys, CA President, CPA, CFP Investment Advisor 02/2001 - Present - Syndicated Capital Santa Monica, CA Registered Representative Broker Dealer 09/2003 - Present - Weiss Accountancy Corp. Van Nuys, CA Director, Investment Svcs., CPA, CFP Investment Advisor, Accounting 07/1983 - 02/2001 - Baraban Securities Los Angeles, CA Registered Representative Broker Dealer 11/1994 - 09/1995 <p>Scott Joel Weiss</p> <p>Born: 01/09/1956</p> <p>Education:</p> <ul style="list-style-type: none"> - Grant High School Van Nuys, CA 1971 - 1974 Diploma - California State U. - Northridge Northridge, CA

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

PAGE 5

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

Applicant:
Millennium Investment Services

SEC File Number:
801- **57394**

Date:
12/31/2009

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

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Millennium Investment Services

IRS Empl. Ident. No.:
95-3269459

Item of Form (Identify)	Answer
	<p>1974 - 1978 BA - Accounting</p> <p>- Golden State U. Los Angeles, CA 1986 - 1987 M.S. - Taxation</p> <p>Business Background:</p> <p>- Millennium Investment Services Van Nuys, CA Secretary Investment Advisor 02/2001 - Present</p> <p>- Weiss Accountancy Corporation Van Nuys, CA President, Director, CPA Investment Advisor, Accounting 07/1979 - Present</p> <p>Mitchell Roy Weiss</p> <p>Born: 05/01/1953</p> <p>Education:</p> <p>- Van Nuys High School Van Nuys, CA 1968 - 1971 Diploma</p> <p>- UCLA Westwood, CA 1971 - 1975 B.S. - Poli. Sci.</p> <p>- U. of Oregon Eugene, OR 1975 - 1976 M.S. - Indus. Labor Relations</p> <p>Business Background</p> <p>- Millennium Investment Services Van Nuys, CA CFO Investment Advisor 02/2001 - Present</p> <p>- Weiss Accountancy Corporation Van Nuys, CA Secy., Treas., Director, CPA Investment Advisor, Accounting 07/1979 - Present</p> <p>James Scott Walker</p> <p>Born: 08/08/1949</p> <p>Education:</p> <p>- Brown Deer High School Brown Deer, WI</p>

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

PAGE 6

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

Applicant
Millennium Investment Services

SEC File Number
801- **57394**

Date
12/31/2009

(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
Millennium Investment Services

IRS Empl. Ident. No.
95-3269459

Item of Form (identify)	Answer
	1964 - 1967 Diploma
	- Wisconsin State U. Oshkosh, WI 1967 - 1971 B.S. - Poli. Sci.
	- U. Wisconsin at Milwaukee Milwaukee, WI 1973 - 1975 BBA - Bus. Admin.
	Business Background
	- Millennium Investment Services Van Nuys, CA Director Investment Advisor 02/2001 - Present
	- Weiss Accountancy Corporation Van Nuys, CA CPA Partner Investment Advisor, Accounting 10/1987 - Present
	- Weil & Co. Santa Monica, CA CPA Partner Accounting 09/1979 - 09/1987
	Louis Edward Masry
	Born: 04/28/1966
	Education:
	- Los Angeles Valley College Los Angeles, CA 1986 - 1987
	- California State U. Northridge Northridge, CA 1984 - 1986
	Business Background:
	- Millennium Investment Services Van Nuys, CA Vice President Investment Advisor 02/2001 - Present
	- Sunrise Financial Services, Inc Westlake Village, CA President 06/1996 - 02/2001
	- Syndicated Capital Santa Monica, CA Registered Representative 09/2003 - Present

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

Applicant:
Millennium Investment Services

SEC File Number:
801- 57394

Date:
12/31/2009

(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. Millennium Investment Services		IRS Empl. Ident. No. 95-3269459
Item of Form (identify)	Answer	
	<ul style="list-style-type: none"> - GBS Financial Corp. Sherman Oaks, CA Registered Representative 08/1996 - 09/2003 - Prudential Securities, Inc. Los Angeles, CA Registered Representative 03/1995 - 08/1996 - Dean Witter Los Angeles, CA Registered Representative 02/1992 - 03/1995 - Masry & Vititoe Encino, CA Law Firm Clerk 11/1989 - 02/1992 	
	OTHER BUSINESS ACTIVITIES	
7.A	MIS has a division which operates under the dba TLR Insurance Services, and as such is registered as an insurance agency with the Department of Insurance in the State of California.	
7.B	In it's capacity as an insurance agency, MIS can sell insurance products or services to both investment and non-investment clients.	
7.C	<p>Some of the executive officers of MIS are CPA owners of Weiss Accountancy Corporation.</p> <p>The President of MIS spends all of his time providing investment advice. The other owners of MIS spend virtually all of their time on activities related to Weiss Accountancy Corporation.</p> <p>One or more of MIS' principal executive officers may act as investors in general partner entities of limited investment partnerships or limited liability companies (LLC's), investing in real estate and other commercial ventures. These activities are entirely separate from the activities of MIS. MIS does not manage or advise these entities in any way. In certain instances, however, investment management fees may be charged in connection with these limited partnership and LLC investments. As such, MIS is aware of the potential conflict of interest. Please refer to the disclosure under Item 1(D).</p> <p>MIS' related persons may also indirectly receive a portion of the management fees that clients pay to MIS' affiliated pooled investment vehicles, in addition to investment management fees that clients may pay directly to MIS on these assets.</p> <p>Some of the principals of MIS also have broker dealer affiliations, as described more fully in 9(B).</p> <p>MIS's officers and other associate persons may provide consulting services to Save The World Air, Inc., a publicly-traded firm. These individuals, acting for themselves and not on behalf of MIS, may suggest investments in Save The World Air, Inc. to various persons, including advisory clients of MIS. Any such suggestion is entirely separate and distinct from MIS's advisory recommendations. No client of MIS is in any way obligated to invest in Save The World Air, Inc. MIS will never use its discretionary authority to invest client assets in Save The World Air, Inc.</p>	

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

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801- 57394

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95-3269459

Item of Form (identify)	Answer
	<p>MIS will exclude any client investments in Save The World Air, Inc. from the calculation of MIS's advisory fee.</p> <p>MIS's officers may provide consulting services to Innofone.com, Inc., a publicly-traded firm. These individuals may suggest investments in Innofone.com, Inc. to various persons, including advisory clients of MIS. Any such suggestion is entirely separate and distinct from MIS's standard advisory recommendations. No client of MIS is in any way obligated to invest in Innofone.com, Inc. MIS will never use its discretionary authority to invest client assets in Innofone.com, Inc. MIS will exclude any client investments in Innofone.com, Inc. from the calculation of MIS's advisory fee.</p>
8.C.7	<p>OTHER FINANCIAL INDUSTRY AFFILIATIONS</p> <p>ACCOUNTING FIRM</p> <p>Weiss Accountancy Corporation (WAC) provides a full range of accounting services. WAC may be recommended to an advisory client in need of accounting services. Accounting services provided by WAC are separate and distinct from the advisory services provided by MIS, and are provided for separate and typical compensation. No MIS client is obligated to use WAC for any accounting services.</p>
8.C.12	<p>OTHER FINANCIAL INDUSTRY AFFILIATIONS</p> <p>ENTITY THAT CREATES LIMITED PARTNERSHIPS</p> <p>Please refer to Item 7(C) under this Schedule F disclosure.</p>
8.D	<p>Please refer to Item 7(C) under this Schedule F disclosure.</p>
9.B	<p>OTHER FINANCIAL INDUSTRY AFFILIATIONS</p> <p>BROKER DEALER</p> <p>Certain of MIS's officers and other related persons are registered representatives of Syndicated Capital, Inc. (SCI), an NASD-registered broker dealer. In all cases, no more than a small percentage of each person's time is spent acting in this capacity.</p> <p>As registered representatives, they are able to effect securities transactions and will receive separate, yet customary, compensation for effecting and securities transactions. They can recommend the use of SCI to clients in need of brokerage or custodial services. In a limited number of circumstances, commission compensation will be earned or credited to these representatives for advisory transactions that are placed at or through SCI on behalf of an MIS advisory client.</p>
9.D	<p>OTHER FINANCIAL INDUSTRY AFFILIATIONS</p> <p>BANKING OR THRIFT INSTITUTION</p> <p>MIS has a relationship with an unaffiliated pension administration firm, Pension/Financial</p>

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

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95-3269459

Item of Form (identify)	Answer
9.E	<p>Corporation (PFC). MIS is a "sponsor" in a PFC program offering high-yield money market accounts through Union Bank of California, as well as a Certificate of Deposit program offered through City National Bank. PFC and their sponsors can offer these accounts to their clients. PFC does all of the account administration, which serves to reduce the bank's costs. All deposits and withdrawals are done through PFC. As a sponsor in these programs, MIS receives a fee from PFC.</p> <p>MIS charges an annual fee ranging from 0.10% to 0.25% to its clients to maintain these accounts. Clients interested in such investments are encouraged to review the program with MIS who will, in turn, contact PFC with a client's specific questions or concerns.</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>It is the expressed policy of MIS that no person employed by MIS may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>MIS or individuals associated with MIS may buy or sell securities identical to those recommended to customers for their personal accounts. Additionally, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.</p> <p>As these situations represent a conflict of interest, MIS has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ol style="list-style-type: none"> 1) A director, officer, employee or affiliated person of MIS shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of MIS shall prefer his or her own interest to that of the advisory client. 2) MIS maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of MIS. 3) MIS emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where MIS is granted discretionary authority of the client's account. 4) MIS emphasizes the unrestricted right of the client to select and choose any broker or dealer (s)he wishes. 5) MIS requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. 6) Any individual not in observance of the above may be subject to termination.
10	<p>CONDITIONS FOR MANAGING AN ACCOUNT</p> <p>MIS requires a minimum account of \$250,000 for Investment Supervisory Services clients. In certain circumstances, however, this account minimum may be negotiable.</p>

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

Applicant:
Millennium Investment Services

SEC File Number:
801- 57394

Date:
12/31/2009

(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
Millennium Investment Services

IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
12.A.1	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>The following disclosure is in response to Items 12A(1) & 12A(2):</p> <p>For discretionary clients, MIS requests (but does not require) that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.</p> <p>From time-to-time Advisor may make an error in submitting a trade order on your behalf. When this occurs, Advisor may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Advisor will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.</p>
12.B	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>As MIS does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct MIS as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that MIS will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.</p> <p>MIS participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab & Company, Inc., an NASD-registered broker dealer, as well as a similar program offered by the Fidelity Investment Advisor Group (FIAG).</p> <p>Clients in need of brokerage and custodial services will have either Charles Schwab & Company or Fidelity Investments recommended to them. As part of these programs, MIS receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13A of this Schedule F narrative).</p> <p>Although MIS does not have the discretionary authority to negotiate commissions, it can obtain for its clients a commission rate at Schwab or Fidelity which may be more favorable than the rates these firms offer to individual clients. Clients who direct MIS to use a broker other than Schwab or Fidelity should understand that MIS may not be able to obtain similar discounts with another broker, that a disparity in commission charges may exist among MIS' clients, and that MIS may not be able to block trades or obtain best execution.</p> <p>By virtue of their positions as licensed, registered representatives, the President and Vice-</p>

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13.A	<p>President of MIS can also recommend Syndicated Capital as a broker dealer, provided the they can each meet his fiduciary obligation of best execution (please see Item 9(B) disclosure).</p> <p>MIS will block trade where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows MIS to execute equity trades in a more timely, equitable manner and to reduce overall commission charges to clients.</p> <p>Many clients, when undertaking an advisory relationship, already have a pre-established relationship with a broker and they will instruct MIS to execute all transactions through that broker. In the event that a client directs MIS to use a particular broker or dealer, it should be understood that under those circumstances MIS will not have authority to negotiate commissions, obtain volume discounts and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to other clients.</p> <p>FINANCIAL PLANNING</p> <p>MIS' financial planning practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Implementation of a financial plan is entirely at the client's discretion. When consistent with its fiduciary duty, MIS will recommend the use of Schwab or Fidelity. Financial planning clients may use any broker or dealer of their choice.</p> <p>ADDITIONAL COMPENSATION</p> <p>MIS' President and Vice-President are registered representatives with Syndicated Capital, an NASD-registered broker dealer. Through this status, they are licensed to receive incentive awards or other forms of compensation for the recommendation or introduction of investments to clients and they are licensed to receive 12b-1 distribution fees from investment companies in connection with the placement of client funds into investment companies.</p> <p>MIS, as an investment advisor, does not execute transactions for clients. The President and Vice-President, as a registered representatives, are licensed for this activity in their separate capacity. The purchase and sale of investments and mutual funds for commission compensation is not a regular advisory activity of MIS nor of its President or Vice-President for any advisory client.</p> <p>MIS participates in both Charles Schwab & Co.'s Schwab Institutional (SI) service program and the Fidelity Investment Advisor Group (FIAG) service program. While there is no direct linkage between the investment advice given and the participation in either of these programs, economic benefits are received which would not be received if MIS did not give investment advice to clients. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to trading desks serving SI and FIAG participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; discounts on certain research products; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors</p>

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Millennium Investment Serevices

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Item of Form (identify)	Answer
	<p>The benefits received through participation in the SI and FIAG programs do not depend upon the amount of transactions directed to either Charles Schwab & Co., Inc., or the Fidelity Investment Advisor Group.</p> <p>MIS may receive financial assistance in its marketing efforts from non-affiliated investment companies. While these companies provide assistance with the hope of having their securities introduced to MIS clients, MIS will only recommend those securities that MIS believes are in the clients' best interest.</p>

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

PAGE 13