

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

Name of Investment Adviser: APPLETON GROUP WEALTH MANAGEMENT , LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	100 W. LAWRENCE STREET	APPLETON	WI	54911	(920)	993-7727

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

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

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

Applicant:

APPLETON GROUP WEALTH MANAGEMENT, LLC

SEC File Number:

801- 62598

Date:

01/06/2010

- 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:

- ☒ (1) Provides investment supervisory services 90 %
- ☐ (2) Manages investment advisory accounts not involving investment supervisory services %
- ☒ (3) Furnishes investment advice through consultations not included in either service described above 10 %
- ☐ (4) Issues periodicals about securities by subscription %
- ☐ (5) Issues special reports about securities not included in any service described above %
- ☐ (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities %
- ☐ (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities %
- ☐ (8) Provides a timing service %
- ☐ (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)

- ☒ (1) A percentage of assets under management ☐ (4) Subscription fees
- ☐ (2) Hourly charges ☐ (5) Commissions
- ☐ (3) Fixed fees (not including subscription fees) ☐ (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)

- ☒ A. Individuals ☒ E. Trusts, estates, or charitable organizations
- ☐ B. Banks or thrift institutions ☒ F. Corporations or business entities other than those listed above
- ☒ C. Investment companies ☐ G. Other (describe on Schedule F)
- ☒ D. Pension and profit sharing plans

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

- A. Equity securities ☐ H. United States government securities
- ☒ (1) exchange-listed securities ☐ I. Options contracts on:
- ☐ (2) securities traded over-the-counter ☐ (1) securities
- ☐ (3) foreign issuers ☐ (2) commodities
- ☐ B. Warrants ☐ J. Futures contracts on:
- ☐ C. Corporate debt securities ☒ (1) tangibles
- (other than commercial paper) ☐ (2) intangibles
- ☐ 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
- 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 (4) ☐ Cyclical
- (2) ☒ Fundamental (5) ☐ Other (explain on Schedule F)
- (3) ☒ Technical

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

- (1) ☐ Financial newspapers and magazines (5) ☒ Timing services
- (2) ☐ Inspections of corporate activities (6) ☐ Annual reports, prospectuses, filings with the Securities and Exchange Commission
- (3) ☐ Research materials prepared by others (7) ☐ Company press releases
- (4) ☐ Corporate rating services (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) (5) ☐ Margin transactions
- (2) ☒ Short term purchases (securities sold within a year) (6) ☐ Option writing, including covered options, uncovered options, or spreading strategies
- (3) ☒ Trading (securities sold within 30 days) (7) ☐ Other (explain on Schedule F)
- (4) ☒ Short sales

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5. Education and Business Standards.

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

(If yes, 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 type="checkbox"/> (7) accounting firm |
| <input checked="" type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

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

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

Yes No

☐ ☒

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

Applicant:

APPLETON GROUP WEALTH MANAGEMENT, LLC

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9. Participation or Interest in Client Transactions.

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

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

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

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes ☒ No ☐

(If yes, describe on Schedule F.)

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

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

REVIEWS: Managed accounts are reviewed daily. Financial planning documents are typically reviewed on an annual basis or as requested.

REVIEWERS: Both Mr. Scheffler and Ms. Hoeft review private client accounts. Ms. Hoeft reviews all employer-sponsored plan client accounts. Mr. Scheffler supervises all private client advisory services for the firm.

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

Clients receive statements directly from their custodians, typically on a quarterly or monthly basis. These statements detail positions, values, and all transactions that have occurred during the period. In addition, all clients (unless they request otherwise) receive a quarterly performance statement directly from Appleton Group Wealth Management LLC. These statements detail positions, values, all transactions that have occurred during the period, portfolio performance, and a management fee summary for all managed accounts.

Applicant:

APPLETON GROUP WEALTH MANAGEMENT , LLC

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12. Investment or Brokerage Discretion.

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

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

- | | | |
|---|-------------------------------------|--------------------------|
| | Yes | No |
| B. Does applicant or a related person suggest brokers to clients? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| | Yes | No |
| B. directly or indirectly compensates any person for client referrals? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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

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

- | | | |
|---|--------------------------|-------------------------------------|
| • has custody of client funds or securities; or | Yes | No |
| • requires prepayment of more than \$500 in fees per client and 6 or more months in advance | Yes | No |
| Has applicant provided a Schedule G balance sheet? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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

Applicant:	SEC File Number:	Date:
APPLETON GROUP WM, LLC	801- 62598	01/06/2010

Item of Form (identify)	Answer
Part II, No.1-A	Appleton Group Wealth Management, LLC only provides investment management, advisory and financial planning services. It manages client accounts for a percentage of the assets under its management. The negotiable annual fee ranges from 0.50% to 1.00%, depending on the size AND complexity of a client's account. Appleton Group Wealth Management LLC may use Referral Advisors to obtain and service investment management clients. These Referral Advisors are compensated by Appleton Group Wealth Management, LLC. The negotiable annual referral fee ranges from 0.50% to 2.00%, depending on the size AND complexity of a client's account. Referral fees are in addition to Appleton Group Wealth Management, LLC fees. All fees are paid quarterly, at the start of each quarter. If a client cancels, any prepaid fees will be refunded on a pro-rated basis.
Part II, No. 4-B(8)	Appleton Group Wealth Management LLC uses a proprietary trend-following discipline. All buy and sell recommendations are generated using our firm's proprietary trading engine which uses end-of-day pricing to determine what portfolio adjustments, if any, are necessary as market conditions change.
Part II, No. 5	Advisors must have or have passed Series 7/6, 65/63, or must currently hold CFP or other comparable wealth management designation.
Part II, No. 6	<p>Scheffler, Mark Christopher: Born in 1969; B.Music from Lawrence University in 1992; sold securities and insurance products through Robert W. Baird & Company, a broker/dealer from 1995-2002; founded Appleton Group Wealth Management, LLC in April of 2002; serves as Senior Portfolio Manager, Principal and Chief Compliance Officer; Passed Series 7, 6, 63, 65;</p> <p>Mutschler, Peter Alan: Born in 1966; B.A. English from the University of Wisconsin, Madison; joined Appleton Group Wealth Management in 2005 as a trader; promoted to Co-Portfolio Manager in 2009; Passed Series, 6, 63, and 65;</p> <p>Hoelt, Wendy Maureen: Born in 1954; sold securities and insurance products through Robert W. Baird & Company, a broker/dealer from 1996-1998 and through CUNA Mutual, a broker dealer from 1998-2005; serves as a private client advisor and advises our firm's retirement plan clients on plan structure, investment selection, fiduciary duties, etc.; Passed Series 7, 63, 65;</p> <p>Wild, David J: Born in 1980; B.A. from Elon University, Elon N.C.; sold securities through B.C. Ziegler & Co. Inc. from 2007-2008, previously worked for Bear Stearns as an institutional manager in their Atlanta office; currently serves as an institutional sales representative for our firm; Passed Series 7,66;</p>
Part II, No. 8-C	Appleton Group Wealth Management LLC serves as advisor to The Appleton Group PLUS Fund, an investment company registered under the 1940 Investment Act.
Part II, No.9-E	On occasion, employees of the firm may buy or sell securities that are recommended to clients. There is no conflict of interest as the securities are widely held and publicly traded, employees are too small of an investor/advisor to affect the market, and employees always place client interests before their own.

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

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

Applicant: APPLETON GROUP WM, LLC	SEC File Number: 801- 62598	Date: 01/06/2010
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Item of Form (identify)	Answer
Part II, No.10	Effective January 1, 2010, new clients engaging Appleton Group Wealth Management LLC for asset management and/or advisory services must meet a \$200,000 minimum asset balance, although this is negotiable.
Part II, No.12A 1 & 2	Appleton Group Wealth Management, LLC manages client accounts on a discretionary basis. It limits its discretionary authority by prohibiting itself and any employee from withdrawing funds and/or securities from client accounts without client consent. In addition, discretionary transactions are limited to general equity securities, mutual funds, variable annuity sub accounts, fixed income securities and cash equivalents.
Part II, No.12-B	Clients wishing to implement the applicant's advice are free to select any broker/custodian they wish, and are so informed. Those wishing for the applicant to recommend a broker/custodian will get a recommendation based on the broker/custodian's costs, skills, reputation, dependability and compatibility with the client, and NOT upon a financial arrangement between the applicant and the recommended broker/custodian. In the event of a trade error by our firm, it is our policy to make investors whole. For all trades of ETFs and other securities performed as a block, it is our policy to allocate executed share prices equally among all portfolios regardless of size.
Part II, No. 13-B	Appleton Group Wealth Management LLC may use Referral Advisors when providing investment management services to clients pursuant to Rule 275.206(4)-3 of the Investment Advisers Act of 1940 and state law. Referral Advisors are compensated by Appleton Group Wealth Management, LLC for referring investment management clients to Appleton Group Wealth Management, LLC.
	Continued >>>>

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

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

Applicant: APPLETON GROUP WM, LLC	SEC File Number: 801- 62598	Date: 01/06/2010
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Item of Form (identify)	Answer
Part II, No. 12-A.(3) and (4) and 12-B. and 13-A.	<p>Appleton Group Wealth Management, LLC may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Appleton Group Wealth Management, LLC is independently owned and operated and not affiliated with Schwab. Schwab provides Appleton Group Wealth Management, LLC with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at Schwab Institutional, is are not otherwise contingent upon Appleton Group Wealth Management, LLC committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For Appleton Group Wealth Management, LLC's client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab also makes available to Appleton Group Wealth Management, LLC other products and services that benefit Appleton Group Wealth Management, LLC but may not benefit its clients' accounts. Some of these other products and services assist Appleton Group Wealth Management, LLC in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Appleton Group Wealth Management, LLC fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Appleton Group Wealth Management, LLC accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Appleton Group Wealth Management, LLC other services intended to help Appleton Group Wealth Management, LLC manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to Appleton Group Wealth Management, LLC by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Appleton Group Wealth Management, LLC. While as a fiduciary, Appleton Group Wealth Management, LLC endeavors to act in its clients' best interests, and Appleton Group Wealth Management, LLC recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Appleton Group Wealth Management, LLC of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.</p>
Misc.	<p>A copy of our firm's Privacy Policy, Code of Ethics and Form ADV Parts 1A and 2 are available upon request, and are offered annually to all clients.</p>

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

ADV Part 2 Disclosure Brochure

*Appleton Group Wealth Management, LLC
100 W. Lawrence, Third Floor
Appleton, WI 54911
920.993.7727*

General Information & Disclosure Statement

Appleton Group Wealth Management LLC is a Registered Investment Advisor, regulated by the U.S. Securities and Exchange Commission.

Personnel

The Founding Member of Appleton Group Wealth Management LLC is Mark Christopher Scheffler. Born in 1969, Mark graduated in 1992 from Lawrence University of Wisconsin with a degree in music education and theory/composition. He taught in the Kenosha (Wisconsin) Unified School District from 1992 until he became a stockbroker at Robert W. Baird & Company, Inc., in 1995. He remained with Baird as a Vice President – Investments until starting Appleton Group Wealth Management, LLC in April of 2002. Mark is married, has a son, and enjoys international travel, music, snowkiting, photography, nature, and technology.

How We Operate (fees)

Appleton Group Wealth Management, LLC provides financial planning and investment advisory services.

As an investment advisor we manage your account for a percentage of the assets under our management. The annual fee ranges from 0.50% to 2.00%, depending on the size AND complexity of your account. We may use Referral Advisors to obtain and service investment management client accounts. These Referral Advisors are compensated by Appleton Group Wealth Management, LLC. The negotiable annual referral fee ranges from 0.50% to 1.00%, depending on the size AND complexity of a client's account. Referral fees are in addition to the Appleton Group Wealth Management, LLC fees. All fees are paid quarterly, at the start of each quarter. If you wish to terminate our association – and you can do so at any time – any pre-paid fees will be refunded to you on a pro-rated basis.

You are free to select any broker you wish for implementation of our advice. If you want us to recommend a broker, you'll get a recommendation based on the broker's costs, skills, reputation, dependability and compatibility with you, and not on any financial arrangement between the recommended broker and us.

General Information

Most of our clients are individuals, but we also work with company-sponsored retirement plans, businesses, charities, trusts & estates, municipalities and financial institutions. We give investment advice on limited types of securities, most often mutual funds that invest in equities, fixed income securities, real estate, and commodities. We also give investment advice on securities that are designed to profit from falling markets,

as well as cash and cash equivalents. We use both fundamental and technical securities analysis. Our main sources of financial information are research materials prepared by others, corporate rating services, annual reports, company press releases, and financial newspapers & magazines. Our primary Investment Strategy is to invest for the long term, generally comprised of a full market cycle which can range anywhere from five to eight years.

On occasion, we may buy or sell securities that we recommend to you. There is no conflict of interest as the securities are widely held and publicly traded, we are too small an advisor/investor to affect the market, and we always place your interests ahead of our own.

We review managed accounts daily and financial planning documents annually. The calendar is the triggering factor. You'll get statements from your broker/dealer(s), mutual funds and other money managers, as appropriate. In addition, you will receive quarterly portfolio valuations and performance reports from us.

We do not earn sales commissions for selling securities or insurance products. Occasionally, we may compensate third parties (either directly or indirectly) for client referrals. We do set flexible minimum account sizes, depending on the portfolio you select, which may range from \$2,500 to as much as \$1 million. Our wealth management services are also available through other investment advisors, which may charge separate advisory, custodial and brokerage fees.

When we manage your accounts on a discretionary basis, we limit our discretionary authority by prohibiting ourselves from withdrawing funds and/or securities from your accounts unless specifically requested by you to do so.

Appleton Group Wealth Management LLC may use Referral Advisors when providing investment management services to clients pursuant to Rule 275.206(4)-3 of the Investment Advisers Act of 1940 and state law. Referral Advisors are compensated by Appleton Group Wealth Management, LLC for referring investment management clients to Appleton Group Wealth Management, LLC.

Acknowledgements

This is to acknowledge that I/we have read and understood this General Information & Disclosure Statement for Appleton Group Wealth Management LLC.

APPLETON GROUP WEALTH MANAGEMENT, LLC Acceptance:

Financial Advisor:

Title:

Signature_____ Date_____

Client Name:_____

Client Signature_____ Date _____

Client Name:_____

Client Signature_____ Date _____