

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

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Name of Investment Adviser:					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number: ()

**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.**

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Part II - Page 2

Applicant:

SEC File Number:
801-

Date:

- 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 type="checkbox"/> | (1) | Provides investment supervisory services | _____ | % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | _____ | % |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | _____ | % |
| <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 type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ | % |
| <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 type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input 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 type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

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

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

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

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

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

- | | |
|--|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

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

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

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

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

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

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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
- year of birth
- formal education after high school
- 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 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.)

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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.)

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.

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

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Date:

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 type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input 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 product 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
<input type="checkbox"/> | No
<input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes
<input type="checkbox"/> | No
<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 (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
☐ ☐

Applicant:

Beacon Wealth Management, LLC

SEC File Number:

801-62704

Date:

12/30/2008

(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 IA of Part I of Form ADV: Beacon Wealth Management, LLC	IRS Empl. Ident. No.: 04-3703482
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Item of Form (identify)	Answer
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1.C.(6) & 1.D.

INTRODUCTION

Beacon Wealth Management, LLC (hereinafter "BWM"), offers the following services, where appropriate, to individuals, families, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

ADVISORY SERVICES AND FEE SCHEDULES**1. PORTFOLIO MANAGEMENT:**

Service Description: BWM provides Investment Supervisory Services which is defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, BWM develops a client's personal investment policy and creates and manages a portfolio based on that policy. BWM will manage advisory accounts on a discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).

BWM will create a portfolio consisting of the various following investments: individual stocks, bonds, annuities, mutual funds, exchange traded funds, and other investment products. BWM will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. The mutual funds and annuities will be selected on the basis of any or all of the following criteria: the fund/annuities performance history; the industry sector in which the fund/annuities invests; the track record of the fund/annuities' manager; the fund/annuities' investment objectives; the fund/annuities management style and philosophy; and the fund/annuities management fee structure. Portfolio weighting between funds/annuities and market sectors will be determined by each client's individual needs and circumstances.

Clients have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.

When appropriate to the needs of the client, BWM may recommend the use of trading (securities sold within 30 days), short sales, margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.

Fee Schedule: The annual fee for portfolio management services will be charged as a percentage of assets under management. BWM's portfolio management fee will generally range between 0.75% to 1.5% of the client's assets under management, depending on the nature of the client's individual needs account dollar size and the particular management services requested by the client. BWM will quote on exact percentage to each client in advance of signing the services contract.

A minimum of \$100,000 of investable assets may be required for this service. Clients typically authorize BWM to withdraw BWM's advisory fees directly from their accounts as the fees become due.

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

Applicant:

Beacon Wealth Management, LLC

SEC File Number:

801- 62704

Date:

12/30/2008

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1 Full name of applicant exactly as stated in Item IA of Part I of Form ADV: Beacon Wealth Management, LLC	IRS Empl. Ident. No.: 04-3703482
Item of Form (identify)	Answer
	<p>2. TD AMERITRADE INSTITUTIONAL PROGRAMS:</p> <p>MAP Service Description: BWM also offers its clients the TD Ameritrade Managed Assets Programs (MAP). TD Ameritrade, Inc. ("Sponsor"), a registered broker-dealer and investment advisor, makes available the TD Ameritrade Managed Assets Program (the "Program") for the management of client assets for BWM's clients. EnvestnetPMC, Inc. ("Platform Manager"), a registered investment advisor, operates the technology platform on which the Program functions and renders investment advice to BWM and/or Client, including recommending an appropriate asset allocation for the client and investment managers or investment products.</p> <p>The Program provides comprehensive investment management of client assets through the provision of asset allocation planning software as well as execution, clearing and custodial services. Depending on the level of service requested by the client, MAP offers portfolio review and asset management services whereby MAP will either provide portfolio review services or ongoing and continuous management of the client's account based upon the client's individual investment goals, objectives, risk tolerance, and investment time horizon.</p> <p>BWM will assist clients to develop investment strategies based on client responses to an Investor Profile Questionnaire. BWM will propose an asset allocation strategy based on clients' investment objectives, risk tolerances, investment time horizon, account restrictions and overall financial situation. Once clients approve their personalized investment strategy, MAP will manage the account. On a periodic basis (typically quarterly), BWM will review client accounts and strategies. Clients may initiate additional reviews by request.</p> <p>Clients wanting to participate in the MAP Programs will be required to establish an account with TD Ameritrade, Inc. (hereinafter "TDA"), a FINRA registered broker-dealer and SEC registered investment adviser. BWM will not maintain custody of client funds or securities. Custodial services for the MAP Programs are provided by TDA.</p> <p>Clients should note that account performance may be affected more on smaller accounts due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Smaller accounts are defined as accounts less than \$100,000. Performance of smaller accounts may vary from the performance of accounts with additional dollars invested due to fluctuations in the market that may affect smaller accounts more and the effects of compounding may be more beneficial in larger accounts.</p> <p>BWM will not have any investment discretion with regard to the MAP Program accounts other than the ability to decrease the account size or request tax selling. Clients should note that in non-discretionary accounts there may be the risk of missing market opportunities or the risk of the manager not being able to move out of the market in a timely manner if the client does not confirm the proposed transaction with the manager.</p> <p>Fee Schedule: The MAP Programs are offered as a "Wrap Account" which bundles advisory, administrative, and certain transaction charges into one asset-based fee.</p> <p>Total account fees of the Program may range to an annual maximum of 2.25% if BWM fees are included.</p> <p>Contractually, BWM may be paid a portion of the client's total advisory fee, collected by MAP. BWM's</p>

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	<p>portion of the advisory fee may range up to 50% of the total fee charged by MAP. Under this billing method, BWM will not bill the client separately for BWM's services. While BWM endeavors at all times to put the interest of the client first as part of BWM's fiduciary duty to the client, clients should note that these contractual arrangements may (or may not) affect BWM's judgement in referring a client to the MAP Programs. BWM's fee is a fractional portion of the aggregate fee charged by MAP. Clients are not caused to pay a higher or additional fee as a result of the services provided by BWM. The total fee charged to each client by MAP will depend on the size of the account. BWM will provide the client with full disclosure of MAP'S total annual fee prior to the establishment of the relationship with MAP. The total management fee is disclosed in MAP's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II). BWM will ensure that the client receives a copy of MAP's Disclosure Document prior to the establishment of the relationship.</p> <p>3. CHARLES SCHWAB CUSTODIAL SERVICES AND INSTITUTIONAL PROGRAMS:</p> <p><i>Custodial Service Description:</i> BWM may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member FINRA/SIPC, to maintain custody of clients' assets and to effect trades for their accounts.</p> <p><i>Fee Schedule:</i> For BWM 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. Schwab also retains 12(b)-1 fees based upon the value of the mutual funds paying such fees in Client accounts.</p> <p><i>Managed Account Service Description:</i> BWM, through the use of Schwab's Managed Account Platform, can also provide advice about the services and performance of other independent portfolio management firms. The service allows the Client to decide whether to have a firm, other than BWM, manage the investments in the Client's account or, in the case of an account already being managed, whether to continue to retain the manager. At the present time, BWM does not conduct an individual search for investment managers for each Client, but instead will rely on Schwab to do so.</p> <p>Based on a Client's investment objectives, circumstances and needs, BWM will present one or more management firms from the Schwab Platform lists it believes can meet the Client's needs. Factors including account size, risk tolerance, and a Client's investment experience, are discussed during consultations between BWM and the Client before a recommendation is made. Because of the limited number of managers in BWM's selection pool, or in the pool established by Schwab, Clients should be aware that managers, other than those recommended by BWM, may have better or worse account management histories, and charge higher or lower fees.</p> <p>Clients do not grant authority to BWM to appoint manager but instead enter into an agreement directly with Schwab.</p> <p>After a Client has selected a manager from those available, BWM supplies the information regarding the financial background and investment objectives of the Client to Schwab and the manager to the extent such information is provided by a Client. BWM also provides periodic assistance in evaluating manager performance and, if necessary, recommendations to replace a manager as mentioned above. To the extent BWM becomes aware of changes in a Client's financial circumstances or objectives, this information is relayed to the Client's manager. Updated information about a Client is not collected by</p>	

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

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

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801- 62704

Date:

12/30/2008

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1 Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Beacon Wealth Management, LLC	IRS Empl. Ident. No.: 04-3703482
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	<p>BWM on a regular basis or given to a manager unless BWM is made aware of changes by the Client. Clients may communicate such changes to BWM at any time.</p> <p>Each Client grants the managers selected complete discretionary trading authority so the manager can place transaction orders at will for a Client's account. Some managers may also agree to provide services on a non-discretionary basis. Each Client has the opportunity to instruct the manager with respect to investment restrictions imposed on the management of the Client's account and there is no restriction on a Client contacting a manager directly for other purposes. Each Client account with a manager is managed individually and is separate from the accounts of other Clients of the manager. Each Client receives confirmations of each securities transaction placed by the manager for the Client's account, periodic custodian account statements, as well as summary of account performance (prepared by the manager, or third party manager search program sponsor) at least quarterly. Managers and Schwab can terminate their services by notice to a Client, or to BWM.</p> <p>While a Client's account is being managed by a manager, a BWM Representative counsels the Client about the performance of the account and about the content of reports sent to the Client. Meetings occur as frequently as mutually agreed between a Client and the BWM representative. BWM and a client may, if they wish, contact the manager directly.</p> <p>BWM does not recommend the replacement of an account manager based on short-term performance results. In the event there is significant change in a manager's investment philosophy, loss of significant investment management personnel or a change in ownership, Schwab will re-evaluate the account manager to determine whether the manager has changed from how the manager represented itself initially. In the event a Client is not satisfied with the management services being provided by a manager, BWM will assist a Client in establishing an account with a new manager through Schwab.</p> <p>The performance of other managers not recommended by BWM but available to a Client may be better or worse than that of the manager recommended by BWM, and their fees may be higher or lower. Prospective Clients should also be aware that BWM will rely heavily on Schwab for manager selection, performance information and for account reporting services.</p> <p>Fees Schedule. The fees for Schwab Managed Account Services vary by program with total annual asset-based fees ranging from approximately 1.25% to 2.00%. The fee covers BWM's, the manager's and Schwab's fees. Clients are encouraged to carefully review all account agreements and disclosure materials provided by Schwab regarding the extent to which commission costs and other services are covered by the fee.</p> <p>Asset-based fees may be calculated, depending upon the contract, monthly or quarterly based upon the market value of the Client's account on the last day of the previous period, and may be payable before or after services are provided. Clients are encouraged to carefully consider the fee payment terms of the advisory contract they will enter into and to discuss the terms with their BWM representative. Assets withdrawn from an account during any billing period does not result in a reduction of fees. Upon contract termination, all unearned fees are returned to the client.</p> <p>4. MONEY MANAGER SEARCH AND MONITORING:</p> <p>Service Description: BWM may perform management searches of various other independent registered investment advisers, on behalf of a client. Based on a client's individual circumstances and needs, BWM will determine which independent adviser's portfolio management services are appropriate for that</p>

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

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

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

1	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Beacon Wealth Management, LLC	IRS Empl. Ident. No.: 04-3703482
Item of Form (identify)	Answer	
	<p>client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the independent adviser. Clients should refer to the independent adviser's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for a full description of the services offered. BWM will meet with the client as contracted for at the inception of the advisory relationship to review the account.</p> <p>If BWM believes that a particular independent adviser is performing inadequately, or if BWM believes that a different manager is more suitable for a client's particular needs, then BWM may suggest that the client contract with a different adviser.</p> <p>Under this scenario, BWM will assist the client in selecting a new adviser, and then monitor that adviser's performance. However, any move to a new manager is solely at the discretion of the client. BWM will not recommend the use of advisers that pay BWM a referral fee as BWM establishes its fee with the client as part of its asset management agreement and will not exceed its stated fee.</p> <p>Fee Schedule: Contractually, BWM may be paid a portion of the total advisory fee, collected by the selected registered investment adviser, to whom BWM refers the advisory client. BWM's portion of the advisory fee may range up to 50% of the fee charged by the selected registered investment adviser and will be disclosed as part of the MAP agreement. At no time will BWM collect more fees as a percentage than agreed in its management agreement</p> <p>BWM will not bill the client separately for BWM's services if BWM fee is included in the MAP fees. While BWM endeavors at all times to put the interest of the client first as part of BWM's fiduciary duty to the client, clients should note that these contractual arrangements may (or may not) affect BWM's judgement in referring a client to a particular registered investment adviser. BWM's fee is a fractional portion of the aggregate fee charged by the registered investment adviser selected by the client. Clients are not caused to pay a higher or additional fee as a result of the services provided by BWM. BWM will generally establish such relationships with registered investment adviser will depend on the size of the account (within the above stated range).</p> <p>BWM, or the selected manager, will provide the client with full disclosure of the selected registered investment manager's total annual fee prior to the establishment of the relationship with that registered investment adviser. The total management fee is disclosed in each registered investment adviser's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II). BWM will ensure that the client receives a copy of the registered investment adviser's Disclosure Document prior to the establishment of the relationship.</p> <p>5. FINANCIAL PLANNING AND CONSULTING:</p> <p>Financial Planning Service Description: BWM 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> <p>- PERSONAL: Family records, budgeting, personal liability, estate information and financial goals.</p>	

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

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

Applicant:

Beacon Wealth Management, LLC

SEC File Number:

801- 62704

Date:

12/30/2008

(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 IA of Part I of Form ADV: Beacon Wealth Management, LLC	
Item of Form (identify)	<p>- TAX & CASH FLOW: Income tax and spending analysis and planning for past, current and future years. BWM may illustrate the impact of various investments on a client's current income tax and future tax liability.</p> <p>- RETIREMENT: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.</p> <p>- INVESTMENTS: Analysis of investment alternatives and their effect on a client's portfolio.</p> <p>- EDUCATION: Evaluation of education funding objectives, specific school costs and funding alternative.</p> <p>- INSURANCE: Analysis of financial exposure due to catastrophic illness, lost wages, death and property loss.</p> <p>- ESTATE PLANNING: Review and analysis of strategies to preserve an estate and distribute it according to client wishes.</p> <p>- BUSINESS PLANNING: Review and analysis of a client's business, and how it fits within the client's financial goals.</p> <p>BWM also offers specific financial planning services focusing on the needs of corporate executives. These arrangements may include the financial planning aspects above and other specific needs of the particular executive. BWM's financial planning corporate program includes the ability to engage BWM to periodically review and update the executive financial plans.</p> <p>BWM 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.</p> <p>Should a client choose to implement the recommendations contained in the plan, BWM 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> <p><i>Fee Schedule:</i> Financial planning fees are negotiated and will be charged in one or more of the ways listed below:</p> <p>a) <u>Fixed Fee:</u> BWM may charge a fixed fee of \$3,500 for financial plans involving assets of \$2,000,000 or less. BWM charges a fixed fee between \$7,500 and \$15,000 for financial plans involving assets over \$2,000,000, depending on the nature and complexity of each client's circumstances. For retirement plan services only, BWM may charge a fixed fee ranging from \$1,500 to \$3,000, depending on the needs and circumstances of the client. For educational plan services only, BWM will charge a fixed fee of \$1,000. Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance due upon presentation of the plan to the client; and/or</p> <p>b) <u>Hourly Fee:</u> BWM may also charge on an hourly basis. BWM's hourly rate is \$125 to \$600 per hour, depending on the scope of services requested, reports requested and the BWM team member providing</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant Beacon Wealth Management, LLC	SEC File Number: 801- 62704	Date: 12/30/2008
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The engaging corporation can also participate in BWM's periodic update and review service. For this portion of the service, BWM charges up to \$5,000 per executive per year, depending on the number of executives for whom the engaging corporation has directed BWM to update the financial plans. BWM will bill the engaging corporation in equal quarterly increments.</p> <p>Typically the financial plan will be presented to the client within 90 days of the initial contact with the executive, provided that all information needed to prepare the financial plan has been promptly provided by the executive.</p> <p>Family Office Services: In those instances where client may need financial planning services for other family and related accounts, BWM can provide "family office" services. The scope of the engagement is determined in advance and most often involve a variety of the financial subjects set forth above provided on a long-term basis. Prior to providing this service, extensive conferences are required to determine the client family member accounts needing services, scope of services, need for other professionals (accountants and attorneys), budgeting costs, required reports, service completion dates, and parties to whom communications should be delivered.</p> <p>Family Office Service Fees: This service is very family specific and is based as agreed on annual fees. Fees based on asset size or net worth are as follows: \$5 to 20 million - .65% per year; \$20 to 50 million - .45% per year; \$50 to 75 million - .35%; \$75 to 125 million - .25%; \$125 to 200 million - \$200,000 per year; over \$200 million - negotiable fee.</p> <p>It is BWM's policy not to hold client funds greater than \$500 for more than six months in advance of completion of the financial plan. Fees may be held longer if clients do not provide required information.</p> <p>Consulting Service Description: Clients can also receive planning or other "project" advice on a more limited consulting service basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic. BWM may also provide specific consultation and administrative services regarding investment and financial concerns of the client.</p> <p>Additionally, BWM 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: Consulting fees will be charged in one or both of the two ways listed below based on the complexity of each client's circumstances. BWM charges a fixed fee between \$7,500 and \$25,000 for consulting services involving assets over \$2,000,000, depending on the nature and complexity of each client's circumstances. Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance due upon completion of the consulting service; and/or</p> </td> </tr> </tbody> </table>	Item of Form (identify)			<p>services. Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance (based on actual hours) due upon presentation of the plan to the client; and/or</p> <p>c) Executive Plans: Within BWM's corporate financial planning program, BWM will be paid by the engaging corporation, on behalf of the identified executive officers of that corporation. BWM generally charges between \$5,000 and \$20,000 for the initial financial plan, depending on the number of executives for whom the engaging corporation has directed BWM to create financial plans. 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Complete amended pages in full, circle amended items and file with execution page (page I).

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

Applicant:

Beacon Wealth Management, LLC

SEC File Number:

801- 62704

Date:

12/30/2008

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

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(identify)

b) **Hourly Fee:** BWM may also charge on an hourly basis. BWM's hourly rate is \$125 to \$600 per hour, depending on the BWM staff member providing services. Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance (based on actual hours) due upon completion of the consulting service.

Typically the consulting service will be completed within 180 days of the contract date, provided that all information needed to complete the consulting service has been promptly provided by the client.

It is BWM's policy not to hold client funds greater than \$500 for more than six months in advance of completion of the consulting service.

Follow-Up Services: Often, clients, may want to continue the financial planning, family office or consulting service arrangement by having follow-up services provided periodically to review the progress of the advice given to evaluate and make plans for the future.

Fee Schedule for Follow-up Services: Follow-up services will be billed at a negotiated fee as specified for financial planning and consulting services above.

GENERAL INFORMATION ON FEES AND SERVICES

Risk: BWM does not guarantee the results of any service and losses can occur from receiving services.

Negotiability of Fees and Minimums: All fees and account minimum requirements are negotiable.

Termination of Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of prior written notice, in accordance with the advisory agreement. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable by the client. The client has the right to terminate an agreement without penalty within five business days after entering into the advisory agreement.

Mutual Fund Risks: Before investing in mutual funds, clients should understand that mutual funds and annuities are not insured by the FDIC or any other federal government agency and are not deposits or obligations of, guaranteed by, or insured by, the depository institution where offered or any of its affiliates. Mutual funds and annuities involve investment risk and may lose value.

Mutual Fund Fees and Expenses: All fees paid to BWM 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 services of BWM. In that case, the client would not receive the services provided by BWM 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 BWM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. BWM will credit any net commissions 12b-1 or other fees received by the firm, from the clients quarterly billings.

BWM, through its normal custodians TD Ameritrade or Schwab, attempts at all times to utilize funds on the no transaction fee (NTF) platform.

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	<p>Proxies: As a matter of firm policy, BWM can vote proxies on behalf of clients. Clients may be responsible for voting their own proxies. However, BWM may provide clients with consulting assistance regarding proxy issues.</p> <p>Short-term Gains and Losses for Tax Purposes: Clients should note that BWM may engage in short-term transactions on behalf of client accounts. Such transactions may result in short-term gains or losses for federal and state tax purposes. Clients should review the consequences of such tax consequences with his/her accountant or tax counsel.</p> <p>Wrap Fees: As disclosed above, BWM provides investment advice in connection with various so called wrap fee programs offered by other broker-dealers and/or registered investment advisers. BWM is not a "sponsor" or "portfolio manager" for any of these wrap fee programs. Within these wrap fee programs, the various sponsors may pay BWM's investment advisory fee on behalf of the client, pay the selected manager's advisory fees, execute the client's portfolio transactions without commission charge, and provide custodial services for the client's assets, or provide any combination of these or other services, all for a single fee paid by the client to the sponsor. However, in evaluating such an arrangement, a client should recognize that brokerage commissions for the execution of transactions in the client's account are not negotiated by BWM. Transactions are effected 'net,' i.e., without commission, and a portion of the wrap fee is generally considered as being in lieu of commissions. Trades are generally expected to be executed only with the broker-dealer which is tied to the wrap fee program. As such the selected managers may be free to seek best price and execution by placing transactions with other broker-dealers. BWM believes that certain broker-dealers under clients' wrap fee agreements generally can offer best price for transactions in listed equity securities, but, no assurance can be given that such will continue to be the case with those or other broker-dealers which may offer wrap fee arrangements, nor with respect to transactions in other types of securities. Accordingly, the client may wish to satisfy himself that the broker-dealer offering the wrap fee arrangement can provide adequate price and execution of most or all transactions. The client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately and if BWM and/or the selected managers were free to negotiate commissions and seek best price and execution of transactions for the client's account.</p> <p>Advisory Fees Offset by Commissions: If an advisory client executes recommended securities transactions or insurance product transactions through associated persons of BWM in their separate capacities as registered representatives of a broker-dealer and/or licensed insurance agents, these individuals will earn commissions which are separate and distinct from fees charged for BWM's advisory services. In some instances, depending on the size of the transaction, advisory fees may be discounted, at BWM's discretion, for commissions earned. Commissions will not be credited towards future advisory fees.</p> <p>Privacy Policy: BWM does not disclose any non-public, personal information (such as name, address or tax identification number) about its clients or former clients to anyone except as permitted by applicable law or required by regulation. BWM maintains physical safeguards to protect such unauthorized disclosure and will notify clients of its policies and practices in this regard on an annual basis or at any time at which there is a material change in its policies which would require their consent. BWM does not sell customer lists and has no affiliated companies. Even if you are no longer a client of BWM, our Privacy Policy will continue to apply to you. To conduct regular business, BWM may collect non-public personal information from sources such as: (a) information provided by you on applications or other forms you provide to us; and/or (b) information about your investment and securities transactions. Clients with questions regarding BWM's Privacy Policy should contact BWM at (201) 447-9500.</p>	

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Item of Form
(identify)

2.G.

TYPES OF CLIENTS

BWM offers advisory services, where appropriate, to individuals, pension and profit trusts, estates, charitable organizations, corporations, and other business entities.

3.K.(3) & 3.L.

TYPES OF INVESTMENTS

Investment advice may be provided on investments such as limited partnerships, private partnerships, and hedge funds.

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. Recommendations for new investments will typically be limited to those items checked under Item 3 of Form ADV, Part II.

Clients who participate in the MAP Program or BWM's Money Manager Search and Monitoring Program should refer to the selected program sponsor's/investment manager's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information on the types of investments that those entities use in servicing client accounts.

4.A.(5)

METHODS OF ANALYSIS

Clients who participate in the MAP Program or BWM's Money Manager Search and Monitoring Program should refer to the selected program sponsor's/investment manager's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information on that entities methods of analysis.

SOURCES OF INFORMATION

Clients who participate in the MAP Program or BWM's Money Manager Search and Monitoring Program should refer to the selected program sponsor's/investment manager's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information on that entities sources of information.

INVESTMENT STRATEGIES

Clients who participate in the MAP Program or BWM's Money Manager Search and Monitoring Program should refer to the selected program sponsor's/investment manager's Disclosure Document for information on that entities investment strategies.

5.

EDUCATION AND BUSINESS STANDARDS

Standards of Education and Qualification:

Those providing advice to Clients must be registered as an investment advisory representative of BWM and one of the following:

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Beacon Wealth Management, LLC	SEC File Number: 801- 62704	Date: 12/30/2008
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6.	<p>1. CFP, CPA or CFA designation or actively enrolled in a CFP, CPA or CFA program; 2. Five years work experience in the financial planning or investment management field; 3. BS degree or higher from an accredited university; or 4. Supervision by a manager who meets the above requirements.</p> <p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>MARK STEVEN GERMAIN BORN: 1949</p> <p><u>EDUCATION:</u></p> <p>Graduated from Southern Connecticut State University in 1979 with a B.S. in Economics Graduated from Northeastern University in 1981 with a MBA in Finance</p> <p><u>EMPLOYMENT HISTORY:</u></p> <p>Registered Representative Purshe Kaplan Sterling Investments from 06/05 to present Adjunct Faculty Farleigh Dickinson University from 11/04 to present Managing Member Beacon Tax Advisors, LLC from 01/04 to 7/09 Managing Member of Beacon Wealth Management, LLC from 04/03 to present Registered Representative of Westminster Financial Securities, Inc. from 05/03 to 07/05 Investment Adviser Representative of Westminster Financial Advisory Corporation from 05/03 to 06/05 Registered Representative of Washington Square Securities, Inc. from 11/01 to 05/03 VP/CFO of Apogee Networks from 03/00 to 05/02 Unemployed from 12/99 to 03/00 Senior Vice President of First Albany Corporation from 09/96 to 12/99 Senior Vice President of Advest, Inc. from 03/95 to 09/96 Registered Representative of PML Securities Company from 08/90 to 02/95 President of Financial Planning Resource Inc. from 12/86 to 03/95</p>	

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Beacon Wealth Management, LLC

7.A., 7.B., 7.C., 8.C.(5),
9.B. & 9.D.

OTHER BUSINESS ACTIVITIES

In addition, **BWM** offers clients tax preparation and consulting services. BWM's tax preparation and consulting services make up approximately 2% of BWM's business. This service is separate from BWM and operates under a consulting agreement with Arthur Troast, CPA.

Mark Germain, Managing Member of BWM is separately licensed as a registered representative of Purshe Kaplan Sterling ("PKS"), a FINRA registered broker-dealer. As such, Mr. Germain will be able to effect securities transactions for BWM clients, in his capacity as a registered representative of PKS. For doing so, Mr. Germain will be able to receive customary brokerage compensation, which is separate and distinct from BWM's advisory fees.

Mr. Germain is separately licensed as an independent insurance agent. As such, Mr. Germain will be able to effect insurance product transactions for BWM clients, in his capacity as a licensed insurance agent. For doing so, Mr. Germain will be able to receive customary insurance compensation, which is separate and distinct from BWM's advisory fees.

While Mr. Germain endeavors at all times to put the interest of the clients first as part of BWM's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of Mr. Germain and other separately-licensed staff when making recommendations.

Mr. Germain may spend as much as 10% of his time with all of these aforementioned activities.

9.E.

PARTICIPATION OR PERSONAL INTEREST IN CLIENT TRANSACTIONS

BWM or individuals associated with BWM may buy or sell securities identical to, or different from, those recommended to clients for their personal accounts. It is the expressed policy of BWM that no person employed by BWM may purchase or sell any security prior to a transactions(s) being implemented for an advisory account, and therefore, preventing such employees from benefitting from

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10.	<p>transactions placed on behalf of advisory accounts. BWM or 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 may represent a conflict of interest, BWM has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <p>a) A member or employee of BWM 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 BWM shall prefer his or her own interest to that of the advisory client.</p> <p>b) BWM 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 Mark Germain, Managing Member of BWM.</p> <p>c) All clients are hereby fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</p> <p>d) BWM emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where BWM is granted discretionary authority of the client's account.</p> <p>e) BWM requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.</p> <p>f) Any individual not in observance of the above may be subject to termination.</p> <p><u>CONDITIONS FOR MANAGING AN ACCOUNT</u></p> <p>1. PORTFOLIO MANAGEMENT:</p> <p>A minimum of \$100,000 of investable assets is required for this service. Please refer to Item 1.D of this Schedule F narrative for complete detail.</p> <p>2. TD AMERITRADE/CHARLES SCHWAB INSTITUTIONAL FINANCIAL PROGRAMS:</p> <p>Clients should refer to TDA's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) and Schwab's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding any conditions for participating in the TDA or Schwab Programs.</p> <p>Clients should note that account performance may be affected more on smaller accounts due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Smaller accounts are defined as accounts less than \$100,000. Performance of smaller accounts may vary from the performance of accounts with additional dollars invested due to fluctuations in the market that may affect smaller accounts more and the effects of compounding may be more beneficial in larger accounts.</p>

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

Applicant

Beacon Wealth Management, LLC

SEC File Number:

801- 62704

Date:

12/30/2008

(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: Beacon Wealth Management, LLC	IRS Empl. Ident No.: 04-3703482
	Item of Form (identify)	Answer
11.A.		<p>3. MONEY MANAGER SEARCH AND MONITORING:</p> <p>Clients should refer to selected registered investment adviser's Disclosure document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding any conditions for participating in the services offered by that registered investment adviser.</p> <p>Clients should note that account performance may be affected more on smaller accounts due to difficulties with diversifying smaller accounts and due to risk controls potentially being compromised. Smaller accounts are defined as accounts less than \$100,000. Performance of smaller accounts may vary from the performance of accounts with additional dollars invested due to fluctuations in the market that may affect smaller accounts more and the effects of compounding may be more beneficial in larger accounts.</p> <p>4. FINANCIAL PLANNING:</p> <p>Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance due upon presentation of the plan to the client. Please refer to Item 1.D of this Schedule F narrative for complete detail.</p> <p>5. CONSULTING:</p> <p>Up to 50% of the estimated fee may be due upon signing the advisory agreement, with the balance due upon completion of the consulting service. Please refer to Item 1.D of this Schedule F narrative for complete detail.</p> <p>REVIEWS AND REVIEWERS OF ACCOUNTS</p> <p>1. PORTFOLIO MANAGEMENT:</p> <p>While the underlying securities within Portfolio Management accounts are continuously monitored, these accounts are reviewed at least quarterly by Mark Germain, Managing Member of BWM. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p>2. TD AMERITRADE/CHARLES SCHWAB INSTITUTIONAL FINANCIAL PROGRAMS:</p> <p>BWM will provide periodic reviews of client accounts as contracted for at the inception of the advisory relationship. Clients should refer to TDA's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) and/or Schwab's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding the nature and frequency of reviews provided by TDA and/or Schwab.</p> <p>3. MONEY MANAGER SEARCH AND MONITORING:</p> <p>BWM will provide periodic reviews of client accounts as contracted for at the inception of the advisory relationship. Clients should refer to selected registered investment adviser's Disclosure Document (Part</p>

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

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Beacon Wealth Management, LLC

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11.B.	<p>11 of Form ADV or other disclosure document in lieu of Part II) for information regarding the nature and frequency of reviews provided by that registered investment adviser.</p> <p>4. FINANCIAL PLANNING:</p> <p>BWM will provide reviews as contracted for at the inception of the advisory relationship.</p> <p>5. CONSULTING:</p> <p>BWM will provide reviews as contracted for at the inception of the advisory relationship.</p> <p><u>REGULAR REPORTS PROVIDED TO CLIENTS</u></p> <p>1. PORTFOLIO MANAGEMENT:</p> <p>Clients will receive monthly and/or quarterly statements and confirmations of transactions from their respective broker-dealer and/or custodian. BWM will provide additional regular reports.</p> <p>2. TD AMERITRADE/CHARLES SCHWAB INSTITUTIONAL FINANCIAL PROGRAMS:</p> <p>BWM will provide periodic reports as contracted for at the inception of the advisory relationship. Clients should refer to TDA's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) and/or Schwab's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding the nature and frequency of reports provided by TDA and/or Charles Schwab.</p> <p>3. MONEY MANAGER SEARCH AND MONITORING:</p> <p>BWM will provide periodic reports as contracted for at the inception of the advisory relationship. Clients should refer to the selected registered investment adviser's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding the nature and frequency of reports provided by that registered investment adviser.</p>
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Complete amended pages in full, circle amended items and file with execution page (page I).

**Schedule F of
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12.A.(1) & 12.A.(2) & 12.A.(3) & 12.A.(4)	<p>4. FINANCIAL PLANNING:</p> <p>BWM will provide reports as contracted for at the inception of the advisory relationship.</p> <p>5. CONSULTING:</p> <p>BWM will provide reports as contracted for at the inception of the advisory relationship.</p> <p><u>INVESTMENT DISCRETION</u></p> <p>For discretionary clients, BWM requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. 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><u>BROKERAGE</u></p> <p>1. PORTFOLIO MANAGEMENT:</p> <p>As BWM does not have the discretionary authority to determine the broker-dealer to be used, clients must direct BWM as to the broker-dealer to be used. In directing the use of a particular broker-dealer, it should be understood that BWM 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. BWM will recommend broker/custodians to clients. When doing so, it considers a number of factors, including but not limited to commissions, execution capability, experience, customer services, financial stability, reputation and quality of services.</p> <p>Mark Germain, Member of BWM is separately licensed as registered representative of Purshe Kaplan Sterling Investments ("PKS"), a FINRA registered broker-dealer. As such, Mr. Germain will be able to effect securities transactions for BWM clients at PKS, in his capacity as a registered representative of PKS. For doing so, Mr. Germain will be able to receive customary brokerage compensation, which is separate and distinct from BWM's advisory fees.</p> <p>For clients in need of brokerage or custodial services, and depending on client circumstances and needs, BWM may recommend the use of one of several broker-dealers (including, but not limited to PKS), provided that such recommendation is consistent with BWM's fiduciary duty to the client. BWM clients must evaluate these brokers before opening an account. The factors considered by BWM when making this recommendation are the broker's ability to provide professional services, BWM's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker.</p> <p>PKS is required to supervise the securities trading activities of its representatives. Clients may request that brokerage transactions be directed to a particular broker-dealer, other than PKS. However, if PKS believes that the use of that broker-dealer would hinder PKS in meeting its supervisory obligations, BWM will not be able to accept the account. Also, the designation of a specific broker-dealer may limit BWM's ability to receive research, negotiate commissions and to batch client orders with those of</p>
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Item of Form (identify)	Answer
Page 17 of 21[6124763.9]	<p>other clients to obtain an average price on investments purchased or sold. Thus, by designating a specific broker, these and other benefits may be lost.</p> <p>For some clients, BWM portfolio managers may open "omnibus" accounts at certain broker-dealers when they believe such firms can better facilitate certain transactions for the clients. The brokerage firms opening such accounts do not name the client on the account but instead use the account to facilitate purchase and sale transactions for BWM and then send transaction information to the client's brokerage firm which does have custody of the client's account. BWM team member review the confirmations after such transactions occur to be sure proper execution and delivery of securities and funds are made to the clients account custodian.</p> <p>When exercising discretion, BWM may combine orders from more than one client's account to form a "block" order for the purpose of seeking a better price in execution. When a block is executed, the brokerage firm executing the order typically allocates an average execution price to all shares in the block order, which BWM then allocates to each customer's position within the block on a pro-rata basis. Clients should be aware of the fact that, when pro-rating, BWM does so based upon the equity investment percentage goal in each client's model and the value of each account in the block. As an example, if client A has a portfolio worth \$1 million, with an 80% equity / 20% other investments goal, and portfolio B has a value of \$1 million, with a 70% equity /30 % other investments goal, and account C has a value of \$2 million, with a 90% / 10% equity to other investments goal, each would receive the following allocation percentages on a block transaction involving their account (by multiplying each account's equity percentage times the value of the account, then determining the percentage of that product in relation to the total product of all accounts in the block): Account A — 22.4%, Account B — 21.2%, and Account C — 54.6%. Thus, clients having a large account, or those with a higher equity percentage model allocation, will tend to receive a greater pro-rata share of the securities within an executed block.</p> <p>2. TD AMERITRADE/CHARLES SCHWAB INSTITUTIONAL FINANCIAL PROGRAMS:</p> <p>Clients should refer to TDA's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) and/or Schwab's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding any brokerage account conditions or requirements for participating in their advisory TDA Programs.</p> <p>3. MONEY MANAGER SEARCH AND MONITORING:</p> <p>Clients should refer to selected registered investment adviser's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) and/or Schwab's Disclosure Document (Part II of Form ADV or other disclosure document in lieu of Part II) for information regarding any brokerage conditions or requirements for participating in that registered investment adviser's services.</p> <p>4. FINANCIAL PLANNING:</p> <p>These clients will be required to select their own broker-dealers, custodians, and/or insurance companies. Mark Germain, Member of BWM is separately licensed as registered representative of Purshe Kaplan Sterling Investments ("PKS"), a FINRA registered broker-dealer. As such, Mr. Germain will be able to effect securities transactions for BWM clients, in his capacity as a registered representative of</p>

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13.A.	<p>PKS. For doing so, Mr. Germain will be able to receive customary brokerage compensation, which is separate and distinct from BWM's advisory fees.</p> <p>BWM may recommend the use of one of several broker-dealers (including, but not limited to PKS), provided that such recommendation is consistent with BWM's fiduciary duty to the client. BWM clients must evaluate these brokers before opening an account. The factors considered by BWM when making this recommendation are the broker's ability to provide professional services, BWM's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker.</p> <p>5. CONSULTING:</p> <p>These clients will be required to select their own broker-dealers, custodians, and/or insurance companies. Mark Germain, Member of BWM is separately licensed as registered representative of Purshe Kaplan Sterling Investments ("PKS"), a FINRA registered broker-dealer. As such, Mr. Germain will be able to effect securities transactions for BWM clients, in his capacity as a registered representative of PKS. For doing so, Mr. Germain will be able to receive customary brokerage compensation, which is separate and distinct from BWM's advisory fees.</p> <p>BWM may recommend the use of one of several broker-dealers (including, but not limited to PKS), provided that such recommendation is consistent with BWM's fiduciary duty to the client. BWM clients must evaluate these brokers before opening an account. The factors considered by BWM when making this recommendation are the broker's ability to provide professional services, BWM's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker. BWM may recommend the custodial services of TDA and Schwab, both FINRA broker-dealers.</p> <p><u>ADDITIONAL COMPENSATION</u></p> <p><u>From PKS</u></p> <p>Mark Germain, Member of BWM is separately licensed as registered representative of Purshe Kaplan Sterling Investments (PKS"), a FINRA registered broker-dealer. As such, Mr. Germain will be able to effect securities transactions for BWM clients in his capacity as a registered representative of PKS. For doing so, Mr. Germain will be able to receive customary brokerage compensation (including 12b-1 distribution fees in connection with the placement of clients funds into investment companies), which is separate and distinct from BWM's advisory fees, thus has a conflict of interest when recommending the purchase or sale of investments which, if completed, will result in a commission to him.</p> <p><u>From TDA</u></p> <p>BWM participates in the institutional customer program offered by TD AMERITRADE INSTITUTIONAL (hereinafter "TDA"), a division of TD AMERITRADE Inc., member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member. TDA offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Registrant receives some benefits from TDA through its program.</p>

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Page 19 of 21[6124763.9]	<p>BWM participates in TDA's customer program and, as indicated above, may recommend TDA to clients for custody and brokerage services. There is no direct link between BWM's participation in the program and the investment advice it gives to its clients, although BWM receives economic benefits through its participation in the program that are typically not available to TDA retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain TDA money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to BWM by third party vendors. TDA may also have paid for business consulting and professional services received by BWM's related persons and may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for BWM's personnel to attend conferences or meetings relating to the program or to TDA's advisor custody and brokerage services generally. Some of the products and services made available by TDA through the program may benefit BWM, but may not benefit its client accounts. These products or services may assist BWM in managing and administering client accounts, including accounts not maintained at TDA. Other services made available by TDA are intended to help BWM manage and further develop its business enterprise. The benefits received by BWM or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TDA. Clients should be aware, however, that the receipt of economic benefits by BWM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence BWM's choice or recommendation of TDA for custody and brokerage services.</p> <p>BWM also receives from TDA certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Services include monetary contributions for the Portfolio Center and ByAllAccounts software. TDA provides the Additional Services in its sole discretion and at its own expense, and BWM does not pay any fees to TDA for the Additional Services. BWM and TDA have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.</p> <p>BWM's receipt of Additional Services raises potential conflicts of interest. In providing additional Services to BWM, TDA most likely considers the amount and profitability to TDA of the assets in, and trades placed for, BWM's client accounts maintained with TDA. TDA has the right to terminate the Additional Services Addendum with BWM, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TDA, BWM may have an incentive to recommend to its clients that the assets under management by BWM be held in custody with TDA and to place transactions for client accounts with TDA. BWM's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts.</p> <p>In selecting TDA as the broker and custodian for certain of its current and future client accounts, Adviser takes into consideration its arrangement with TDA as to obtaining price discounts for TDA's automatic portfolio rebalancing service for advisors known as "iRebal."</p> <p>The standard iRebal annual license fee applicable to BWM varies from \$20,000 to more than \$130,000 depending upon assets under management. That fee is subject to specified reductions (and even</p>	

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	<p>complete waiver) if specified amounts of client taxable assets are either already on the TDA platform or are committed to be placed on it. Specified taxable client assets either maintained on or committed to the TDA platform will bring fee reductions for up to five years or more.</p> <p>The non-taxable assets excluded from the maintenance and commitment levels described above are those that constitute "plan assets" of plans subject to Title 1 of the Employee Retirement Income Security Act of 1974, amended, or of plans as defined in Section 4975 of the Internal Revenue Code (which include IRAs).</p> <p>If BWM does not maintain the relevant level of taxable assets on the TDA platform, BWM may be required to make a penalty fee payment to TDA calculated on the basis of the shortfall.</p> <p>Although BWM believes that the products and services offered by TDA are competitive in the market place for similar services offered by other broker-dealers or custodians, the arrangement with TDA as to the iRebal service may affect BWM's independent judgment in selecting or maintaining TDA as the broker or custodian for client accounts.</p> <p><u>From Schwab</u></p> <p>BWM is independently owned and operated and not affiliated with Schwab. Schwab provides BWM 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 not otherwise contingent upon BWM 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>Schwab also makes available to BWM other products and services that benefit BWM but may not benefit its clients' accounts. Some of these other products and services assist BWM 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 BWM 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 BWM accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to BWM other services intended to help BWM 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 BWM 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 BWM. While as a fiduciary, BWM endeavors to act in its clients' best interests, BWM's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to BWM 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>

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