

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

Name of Investment Adviser:  Manhattan Wealth Advisors, Inc.	
Address: (Number and Street) (City) (State) (Zip Code)  1230 Rosecrans Ave., Manhattan Towers, Suite 620 Manhattan Beach, CA 90266	Area Code: Telephone Number:  (310) 536-8208

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

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(Schedule 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.

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

**FORM ADV****Part II - Page 2**

Applicant:

Manhattan Wealth Advisors, Inc.

SEC File Number:

801-

Date:

10/25/2010

## Definitions for Part II

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

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

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

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

Applicant:

- |                                     |     |   |    |   |
|-------------------------------------|-----|---|----|---|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services . . . . .  | 40 | % |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services . . . . .  | 40 | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above . . . . .  | 15 | % |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription . . . . .   |    | % |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above . . . . .   |    | % |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . . |    | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .   | 5  | % |
| <input type="checkbox"/>            | (8) | Provides a timing service . . . . .   |    | % |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above . . . . .   |    | % |

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

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

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

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

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

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

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

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

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

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Applicant:

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

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

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

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

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

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

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

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

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>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).****Complete amended pages in full, circle amended items and file with execution page (page 1).**

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Applicant:

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**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? . . . . .

Yes No  
☒ ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) broker-dealer  | <input checked="" type="checkbox"/> (7) accounting firm                            |
| <input type="checkbox"/> (2) investment company  | <input checked="" type="checkbox"/> (8) law firm                                   |
| <input checked="" type="checkbox"/> (3) other investment adviser   | <input checked="" type="checkbox"/> (9) insurance company or agency                |
| <input type="checkbox"/> (4) financial planning firm   | <input checked="" type="checkbox"/> (10) pension consultant                        |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input checked="" type="checkbox"/> (11) real estate broker or dealer              |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

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

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? . . . . .
- Yes No  
☐ ☒

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

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

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Applicant:

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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.

**See Schedule F.**

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

**See Schedule F.**

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

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

**FORM ADV****Part II - Page 6**

Applicant:

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Date:

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**12. Investment or Brokerage Discretion.**

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

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☐ ☒

(4) commission rates paid? . . . . .

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

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

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

**13. Additional Compensation.**

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

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☐ ☒

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

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

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

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

Adviser: Manhattan Wealth Advisors, Inc.	SEC File Number: 801-	Date: 10/25/2010
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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 Adviser exactly as stated in Item 1A of Part I of Form ADV: Manhattan Wealth Advisors, Inc.	IRS Empl. Ident. No.:								
Item of Form (identify)	Answer								
Item 1.D	<p><b>ASSET MANAGEMENT</b></p> <p>Manhattan Wealth Advisors, Inc. ("the Adviser") provides investment advisory services to its clients on a discretionary and non-discretionary basis. The advisory services include, among other things, providing advice regarding asset allocation and the selection of investments. Account management or supervision is guided by the stated objectives of the client. In addition, the Adviser considers the client's risk profile and financial status prior to making any recommendations.</p> <p>Fees for asset management services are negotiable and generally range from 1% to 2% per year of the assets under management. Fees are paid quarterly in arrears. Fees are due on the first day of the calendar quarter and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter.</p> <p>An advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the investment advisory agreement with 30 days written notice. Upon termination, fees will be prorated to the date of termination and the unearned portion of the fee will be refunded to the client.</p> <p>The account Custodian may charge fees, which are in addition to and separate from the investment advisory service fee. Custodians may charge accounts for various transaction costs, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12 (b)(1) fees and other mutual fund annual expenses as described in the fund's prospectus. Advisory clients should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources.</p> <p><b>FINANCIAL PLANNING</b></p> <p>A. Comprehensive Financial Plan</p> <p>This is a multi-tiered approach to financial planning beginning with a financial inventory. This includes a cash flow and net worth analysis, investment objective determination, and tax assessment. This type of plan is ideal for clients with more complex financial planning needs or those without a current plan. Among other things, these plans will include:</p> <table border="0"> <tr> <td>Budgeting</td><td>Tax Planning</td></tr> <tr> <td>Cash Flow Management</td><td>College Planning</td></tr> <tr> <td>Risk Management &amp; Insurance</td><td>Retirement Planning</td></tr> <tr> <td>Asset Allocations &amp; Investing</td><td>Estate Planning</td></tr> </table> <p>B. Life Stage Plan</p> <p>Life Stage Plans include portions of a Comprehensive Financial Plan. Selections are based primarily on client's needs, investment objectives, and personal profile. Clients understand</p>	Budgeting	Tax Planning	Cash Flow Management	College Planning	Risk Management & Insurance	Retirement Planning	Asset Allocations & Investing	Estate Planning
Budgeting	Tax Planning								
Cash Flow Management	College Planning								
Risk Management & Insurance	Retirement Planning								
Asset Allocations & Investing	Estate Planning								

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Adviser:  
**Manhattan Wealth  
Advisors, Inc.**

SEC File Number:  
801-

Date:  
10/25/2010

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

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: <b>Manhattan Wealth Advisors, Inc.</b>	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
	<p>that this is specialized plan, which is limited to the agreed upon topics.</p> <p>Clients are charged an hourly or fixed fee for financial planning and consulting services. Fees are based on the complexity of the plan and the range of services provided. Clients who select planning or consulting services are billed at the rate of \$850-\$1,200 an hour or a flat fee that generally ranges from \$2,000 to \$9,000. Additionally, lower fees for comparable services may be available from other sources.</p> <p>Hourly and fixed fees are due and payable upon completion of the plan or services. The Adviser will not require prepayment of more than \$500 in fees per client, 6 or more months in advance of providing any services.</p> <p>A financial planning client will have a period of five (5) business days from the date of signing the financial planning agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, the client may terminate the financial planning agreement by providing the Adviser with written notice prior to delivery of the plan. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to the client.</p> <p>When both investment management or plan implementation and financial planning services are offered, there is a potential conflict of interest since there is an incentive for the party offering financial planning services to recommend products or services for which the Adviser, or a related party, may receive compensation as an investment manager. However, financial planning clients are under no obligation to act upon any recommendations of the Adviser or to effect any transactions through the Adviser if they decide to follow the recommendations.</p> <p><b>ADVISORY REFERRALS</b></p> <p>The Adviser has entered into agreements with various third-party advisers. Under these agreements, the Adviser offers clients various types of programs sponsored by these advisers. All third-party investment advisers to whom the Adviser will refer clients will be licensed as investment advisers by their resident state and any applicable jurisdictions or registered investment advisers with the Securities and Exchange Commission.</p> <p>After gathering information about a client's financial situation and investment objectives, the Adviser will assist the client in selecting a particular third-party program. The Adviser receives compensation pursuant to its agreements with these third-party advisers for introducing clients to these third-party advisers and for certain ongoing services provided to clients. This compensation, which is disclosed to the client in a separate disclosure document provided by the third-party manager, is typically equal to a percentage of the investment advisory fee charged by that third-party adviser or a fixed fee, but may also be payable in other formats. The separate disclosure document provided by the Adviser will clearly state the nature of fees payable to the third party adviser, to the Adviser. Also disclosed in the separate disclosure document will be the impact to the overall fee of payments made to the parties to the agreement.</p> <p>The Adviser receives compensation from the third-party advisers for referring clients. Since such compensation may differ depending on the agreement with each third-party adviser,</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**

Adviser: Manhattan Wealth Advisors, Inc.	SEC File Number:  801-	Date:  10/25/2010
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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 Adviser exactly as stated in Item 1A of Part I of Form ADV: Manhattan Wealth Advisors, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>the Adviser may have an incentive to recommend one third-party advisers over another, if the compensation arrangements are more favorable.</p> <p>Since the independent third-party adviser may pay the fee for the investment advisory services of the Adviser, the fee paid to the Adviser is not negotiable, under most circumstances. Fees paid by clients to independent third-parties are established and payable in accordance with the Form ADV Part II or other equivalent disclosure provided by each independent third-party adviser to whom the Adviser refers its clients, and may or may not be negotiable, as disclosed in the disclosure documents of the third-party adviser.</p> <p>Clients who are referred to third-party investment advisers will receive full disclosure, including services rendered and fee schedules, at the time of the referral, by delivery of a copy of the relevant third-party adviser's Form ADV Part II or equivalent disclosure document at the same time as the Form ADV Part II or equivalent disclosure document of the Adviser.</p> <p>In addition, if the investment program recommended to a client is a wrap fee program the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. The Adviser will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees to the Adviser and its advisory associates.</p>	
Items 3.K.3, 3.L & 4	<p><b>INVESTMENT STRATEGIES &amp; TYPES OF INVESTMENTS</b></p> <p>The Adviser may offer advice or recommend investments in equipment leasing and low-income housing limited partnerships to qualified clients. In addition, the Adviser may evaluate the merits of various private placements being offered to clients. The Adviser will use various asset allocation and portfolio optimization strategies to manage and rebalance client portfolios on a risk adjusted basis.</p>	
Items 5 & 6	<p><b>EDUCATION &amp; BUSINESS BACKGROUND</b></p> <p>The Adviser generally requires that individuals involved in determining or giving investment advice have at least two years of financial planning, advisory, or brokerage related experience or education achievements that the Adviser deems appropriate. The Adviser requires that each associate have any licenses required in each applicable state.</p> <p>Young S. Kim Epstein was born in Soul Korea in 1936 University of Southern California, CFA Candidate Lutheran University, CFP, 1990 University of Connecticut Central, MA, 1974 University of Cincinnati, BA, 1970 University of Cambridge, England, June 2003 INSEAD, France, June 2005</p> <p>Manhattan Wealth Advisors, Inc., President, CEO, 4/2001 to present NPB Financial Group, LLC, Registered Principal, 4/2009 to present Associated Securities Corp., Registered Principal, 1/1994 to 4/2009 Associated Planners Investment Advisory, Inc. , Advisory Associate, 1/1994 to 4/2009 J.D. Wort &amp; Partners, LLC, Managing Partner in Hong Kong, 1980 to 1985</p>	

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

Adviser: Manhattan Wealth Advisors, Inc.	SEC File Number: 801-	Date: 10/25/2010
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1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: <b>Manhattan Wealth Advisors, Inc.</b>	IRS Empl. Ident. No.:
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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**

Adviser: <b>Manhattan Wealth Advisors, Inc.</b>	SEC File Number:  801-	Date:  10/25/2010
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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 Adviser exactly as stated in Item 1A of Part I of Form ADV: <b>Manhattan Wealth Advisors, Inc.</b>	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>The firm will provide a copy of the Code to any client or prospective client upon request.</p>	
	<p><b>TRANSACTIONS</b></p> <p>In their capacity as registered representatives, associates of the Adviser may receive payments from certain mutual funds distributed pursuant to a 12b-1 distribution plan or other such plans as compensation for administrative services, representing a separate financial interest. As such, a conflict of interest may exist with respect to recommendations to buy or sell securities. In all cases, transactions are effected in the best interests of the client. The Adviser does not permit insider trading and has implemented procedures to ensure that its policy regarding insider trading is being observed by associated persons. Associated persons may own an interest in or buy or sell for their own accounts the same securities, which may be purchased or sold in the accounts of advisory clients.</p> <p>In all cases, client orders are given priority. In no case shall an associated person receive a better price or more favorable circumstances than a client. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients. Policies and procedures have been adopted to prevent the misuse of material non-public information and to detect and prevent insider trading.</p> <p>Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients. Personal transactions of associated persons are regularly monitored to ensure that client interests are put first in all relevant circumstances.</p>	
Item 10	<p><b>ACCOUNT MINIMUMS</b></p> <p>The Adviser requires a minimum of \$250,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the Adviser. In addition, the Adviser may continue to service existing accounts that have values that are below the minimum.</p>	
Items 11 (A & B)	<p><b>ACCOUNT REVIEWS</b></p> <p>Advisory associates perform reviews of all investment advisory accounts no less than quarterly. There is currently no limit on the number of accounts that can be reviewed by an associate. In addition, brokerage statements are generated no less than quarterly. These statements are sent directly from the account custodian. These reports list the account positions, activity in the account over the covered period, and other related information. Clients are also sent confirmations following each brokerage account transaction unless confirmations have been waived.</p> <p>Accounts are reviewed for consistency with the investment strategy and performance.</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**

Adviser:  
**Manhattan Wealth  
Advisors, Inc.**

SEC File Number:  
801-

Date:  
10/25/2010

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

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV: <b>Manhattan Wealth Advisors, Inc.</b>	IRS Empl. Ident. No.:
Item of Form (identify)	Answer
Items 12 & 13	<p>Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews.</p> <p><b>DISCRETION &amp; COMPENSATION</b></p> <p>Under some circumstances associated persons of the Adviser may be granted the authority to select the amount of securities to be bought or sold without specific client consent.</p> <p>Associated persons in their capacity as registered representatives of NPB Financial Group, LLC (NPB), may suggest that clients implement recommendations through NPB. If the client so elects, associated persons would receive normal and customary commissions as sales agents resulting from any securities transactions, or payments from certain mutual fund companies distributed pursuant to a 12b-1 or 12b-2 distribution plan, presenting associated persons with a conflict of interest. Furthermore, in implementing a plan through relationships maintained by associated persons, clients may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to implement the plan or its recommendations through the associated persons in their capacities as registered representatives.</p> <p>Clients may specify which broker-dealer to use or the Adviser may make recommendations. Generally, these recommendations are based on the Adviser's perception of the breadth of services offered, and quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services.</p>

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