

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

OMB APPROVAL

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Name of Investment Adviser:

ADVANCED EQUITIES ASSET MANAGEMENT, INC

Address: (Number and Street)

655 W. BROADWAY, 12TH FLOOR

(City)

SAN DIEGO

(State)

CA

(Zip Code)

92101

Area Code: Telephone Number:

866 299-4864

**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.**

FORM ADV**Part II - Page 2**

Applicant:

ADVANCED EQUITIES ASSET MANAGEMENT, INC.

SEC File Number:

801-67188

Date:

03/31/2010**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 88% |
| <input checked="" type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | 2% |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 10% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input 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
<input type="checkbox"/>	<input checked="" 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 checked="" 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 checked="" 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:	SEC File Number:	Date:
ADVANCED EQUITIES ASSET MANAGEMENT, INC	801-67188	03/31/2010

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

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

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

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

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

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

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Applicant:

ADVANCED EQUITIES ASSET MANAGEMENT, INC

SEC File Number:

801-67188

Date:

03/31/2010**5. Education and Business Standards.**

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

Yes No
☒ ☐

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

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

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

Yes No
☒ ☐

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

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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801-67188

Date:

03/31/2010

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.

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).

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Applicant:

ADVANCED EQUITIES ASSET MANAGEMENT, INC

SEC File Number:

801-67188

Date:

03/31/2010

12. Investment or Brokerage Discretion.

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

- | | | |
|---|---|-----------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? | Yes <input checked="" type="checkbox"/> | No <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 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 <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input checked="" 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 ☒

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

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

Applicant: Advanced Equities Asset Management, Inc.	SEC File Number: 801- 67188	Date: 03/31/2010
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Item of Form (identify)	Answer
Item 1	<p>Advanced Equities Asset Management (the Adviser or AEAM) is a registered investment adviser, offering discretionary portfolio management, separate account management and consulting services. Client accounts are custodied at Pershing, LLC (Pershing), Fidelity Investments, J.P. Morgan Clearing Corp. (J.P. Morgan), or other approved custodians as directed by the client.</p> <p>AEAM's discretionary portfolio management services are available through introducing registered investment advisers (Introducing Advisers). Some Introducing Advisers are affiliates or registered investment advisers owned by representatives of affiliates (for more information on each affiliate, please see section 8 of this Schedule F). AEAM's consulting services are available exclusively through affiliates and their representatives.</p> <p><u>Portfolio Management</u></p> <p>AEAM offers separate account management in pre-determined styles that consider the investor's risk tolerance, investment objective, time horizon, tax sensitivity and individual investment instructions. AEAM manages portfolios on a discretionary basis, utilizing a variety of securities to achieve client goals, including US-listed equities (including ADRs), Exchange Traded Funds (ETFs), Closed End Funds (CEFs), mutual funds, option contracts, structured products, fixed income products and, from time to time, illiquid investments. Some strategies utilize specific security types while others may employ all of the securities listed above.</p> <p>Regardless of investment objective, AEAM strives to mitigate downside risk through active management and diversification while delivering returns in line with comparable benchmarks.</p> <p>With some strategies, AEAM utilizes a quantitative discipline, to analyze risk using pricing and returns data as well as fundamental data. These quantitative techniques are used to identify companies that are believed to be relatively under- or over-valued. This quantitative data includes calculations based on pricing, returns, and volume data, financial statement analysis, options data, economic data, and other publicly available data or filings.</p> <p>AEAM's asset allocation styles utilize a static core to ensure portfolios maintain a diverse framework, often encompassing more than 15 asset classes. AEAM then uses an active strategic and tactical allocation to rebalance accounts as our market outlook changes and to incorporate its best ideas to attempt to enhance return.</p> <p>AEAM's mutual fund strategies utilize a multi-step screening and selection process beginning with a quantitative screening of funds by asset class, often including a review of the fund's performance and risk statistics, among other metrics. This quantitative review is followed by a review of the fund managers, investment strategies and philosophies of top funds of each asset class, as determined by the quantitative screening. Finally, the portfolio is assembled, with AEAM selecting the optimal fund(s) per asset class based on the risk/return profile.</p> <p>In some mutual fund wrap programs AEAM determines the asset allocation and selects the investment companies on a discretionary basis. For other mutual fund wrap programs AEAM provides the asset class allocation and the Introducing Adviser, or its representatives, will select the mutual funds on a discretionary basis.</p> <p>Equity strategies involving individual stocks typically follow a growth at reasonable prices (GARP) approach, combining proprietary fundamental and valuation analysis with technical factors to order by ranking a universe of individual securities based upon a risk-adjusted return forecast. The goal is to establish positions in securities with strong balance sheets and consistent earnings growth at opportunistic, lower-risk entry points. Sector and style (i.e., growth versus value) weightings are carefully monitored for absolute and relative exposures. These strategies may maintain consistent hedging (by buying instruments designed to go up in value as the market declines) to partially offset some of the portfolio's market risk. The amount of hedging is regularly adjusted based upon AEAM's custom macro model and market outlook in order to attempt to produce consistent returns with lower than benchmark volatility.</p> <p>Certain strategies involve AEAM acting as an overlay manager. As the overlay manager, AEAM will manage multiple investment models within a single portfolio. Models may include the various strategies outlined herein to meet various asset class exposure, or the models may be designed by unaffiliated registered investment advisers. In their capacity as overlay manager, AEAM has discretion on the</p>

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

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

Applicant:

**Advanced Equities Asset Management,
Inc.**

SEC File Number:

801- 67188

Date:

03/31/2010

Item of Form (identify)	Answer
	<p>timing and decision of whether to implement investment model changes. AEAM will weigh its market outlook and research with the portfolio's overall objectives and tax consequences of rebalancing to decide when and if to implement a model change.</p> <p>For certain equity strategies, the Introducing Adviser can offer a terror-sponsor free screen to exclude investing in individual stocks of companies that do business in countries deemed by the U.S. State Department to be state sponsors of terror. This concept of values-based investing is designed to be socially responsible, while attempting to reduce exposure to companies with global security risk. AEAM uses Conflict Securities Advisory Group's (CSAG) Global Security Risk Monitor database to screen out companies with ties to terrorist sponsoring states. CSAG reviews model holdings on a quarterly basis to certify the strategy.</p> <p>Fixed income strategies will typically invest in CEFs and ETFs representing fixed income asset classes. Seeking sources for attractive yields will be a driver of the selection process. For certain portfolios, AEAM may engage the services of bond professionals of an affiliated broker/dealer, First Allied Securities, Inc (First Allied) to construct a laddered municipal bond portfolio for fixed income exposure with a duration designed to correlate to specific investment horizons. This laddered bond portfolio is a basket of individual bonds with staggered maturity dates that attempts to help diversify interest rate risk and provide regular cash flow. Bonds decrease in value as interest rates rise and are subject to both interest rate and credit/default risk.</p> <p>Structured Products are short-dated investments (typically 18 to 36 months), constructed as a bond and issued by a bank. They do not pay a coupon, but instead pay a return at maturity based on the performance of an index. AEAM may utilize structured products to achieve a portion of the portfolio's target allocation to a specific asset class. Structured Products typically feature a buffer to provide limited downside protection and extra participation on the upside, but frequently have caps that limit total returns. In addition to the risks associated with the underlying index, structured products may have issuer risk and lack of liquidity. Holders do not receive dividend payments or voting rights typically associated with the underlying asset.</p> <p>AEAM may utilize options techniques such as covered calls to construct certain strategies. A covered call involves the simultaneous purchase of a stock and sell of a call option. It provides limited downside protection in exchange for capped upside participation. The strategy uses options to attempt to provide some downside buffer and reduce equity correlation. Positions are diversified by sector, strike price, and expiration. AEAM systematically selects stocks that pass proprietary fundamental and technical screens and have attractive covered call opportunities..</p> <p>AEAM has the ability to use option strategies to help provide cash flow from low-basis positions. AEAM can also help create option strategies that hedge some downside risk in these positions or provide a systematic exit plan.</p> <p>AEAM may employ index option spread techniques for hedging and/or auxiliary income. These techniques involve the concurrent purchase and sale of index options at different contract months and strike prices. AEAM may also engage in covered call and/or put writing or collar strategies surrounding securities held in separate accounts.</p> <p><u>Custom Separate Account Management (Private Client Services)</u></p> <p>AEAM offers discretionary separate account management for an all-inclusive fee based on assets under management. Separate account management is offered to high net worth and institutional investors. The minimum household size for Separate Account Management is \$500,000. Account minimums may be negotiable at the discretion of AEAM.</p> <p>AEAM may utilize any of the strategies or securities described above while managing separate accounts and may develop further custom techniques at the client's direction.</p> <p><u>Portfolio Selection</u></p> <p>Introducing Advisers maintain most relationships with the portfolio owners (or clients). Some portfolios require the development of an Investor Policy Statement (IPS), wherein the end-client (or portfolio owner) is responsible for providing information including investment objective, net income, net worth, age, and financial goals, sufficient to develop the IPS. The IPS may include recommendations for selecting the appropriate portfolio for the end-client. In instances where an IPS is not required, the client is still required to provide the information to the Introducing Adviser, however a statement is not</p>

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

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

Applicant:

**Advanced Equities Asset Management,
Inc.**

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Date:

03/31/2010

Item of Form (identify)	Answer
	<p>generated. In some cases, AEAM and/or the Introducing Adviser utilize software and research provided through an agreement with Folio Dynamics. Custom accounts are often designed based on a strategy session between AEAM, representatives of the Introducing Adviser, and the end client. This session often results in an implementation plan which outlines the recommended asset allocations.</p> <p><u>Establishing an Account</u> Upon notification from an Introducing Adviser that a new portfolio has been established and assigned a model, AEAM will allocate the portfolio according to the model selection. AEAM reserves the right to invest new assets in stages, depending on the state of the market when funds are received by AEAM, at AEAM's sole discretion. AEAM will deploy new capital contributions in a discretionary manner based on a number of factors including client objective, tax sensitivity, account size, and AEAM's short-term market outlook. Generally, a portion (between 25-75%) of new contributions will be deployed to the investment strategy within one week of receipt, with the rest fully deployed within one month unless an investment restriction is placed upon the deployment.</p> <p><u>Fee Information for All Portfolio Management Programs</u> AEAM provides discretionary portfolio management services through wrap fee programs sponsored by an Introducing Adviser, many of which have executed an agreement with AEAM to act as a sub-adviser to these wrap fee programs. An all-inclusive (or wrap) fee is charged to the account by the Introducing Adviser (or their designee) not to exceed 3.00%. AEAM receives maximum fees of 0.65% annually, which is included in the wrap fee. The wrap fee is split between the Introducing Adviser, the custodian, and the wrap fee sponsor. The portion of the fee paid to the Introducing Adviser is payable to the registered representative that introduced the end-client into the product managed by AEAM. The fee payable to the custodian generally includes fees for custody and execution of trades.</p> <p>This wrap fee is payable quarterly, either in advance or in arrears, as outlined in the contract between the Introducing Adviser, the client, and the registered representative. AEAM's fees may be negotiable, based on account size or client relationship with AEAM and Introducing Adviser to AEAM. The Introducing Adviser is responsible for allocating the wrap fee to the applicable parties.</p> <p>Programs for which AEAM is providing discretionary portfolio management or separate account management as either a sub-adviser or portfolio manager include First Allied Securities' Managed Account Command, First Allied Securities' Select, First Allied Advisory Services' Elite, RJL Wealth Management Programs and program offered through Guided Portfolio Systems which are sponsored by First Allied Securities, Inc. and/or First Allied Advisory Services. Additional wrap programs may be added from time to time. These portfolios may be managed in any style described herein. Specific program details are available in the Introducing Adviser's Form ADV Part II and/or wrap fee brochure.</p> <p>The wrap fee brochure of each Introducing Advisor and/or specific program will provide details on fee structure, including whether fees are charged in advance or in arrears. Fees are paid quarterly based on the account's asset value as of the last business day of the prior calendar quarter. Accounts open for a portion of the quarter are prorated based on the number of days the account is open during the quarter. Deposits over \$5,000 during a calendar quarter will result in the fee being recalculated at quarter-end and, for accounts billed in advance, an additional fee installment will be charged to the account on the first business day of the following quarter.</p> <p>The account custodian may charge fees, which are in addition to and separate from the wrap fee described above. Custodians may charge accounts for various transaction costs, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may be subject to deferred sales charges, 12b-1 fees, and other mutual fund annual expenses as described in the fund's prospectus. Such fees and expenses may be paid to an affiliate of AEAM.</p> <p>Fees for comparable services may vary and lower fees for comparable services may be available from other sources.</p> <p><u>Terminations</u> Termination of individual client accounts are handled through the Introducing Adviser, and subject to any terms outlined in the contract between the client, Introducing Adviser and/or registered representative. AEAM will follow instructions regarding the liquidation or transfer in kind of assets. Absent client instructions regarding liquidation or transfer in kind, all positions in the account may be liquidated. Accounts terminated during a calendar quarter will be responsible for a pro-rata portion of the management fee, determined by the number of days in the calendar quarter the account was</p>

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

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

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**Advanced Equities Asset Management,
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Item of Form (identify)	Answer
Item 1 & 3.K.(3)	<p>managed by AEAM, including time required for liquidations to settle.</p> <p><u>Consulting Services</u> AEAM offers consulting services for a flat or hourly fee. Consulting services include securities analysis, investment strategies and collar strategies. These services are generally provided to affiliates and representatives or clients of affiliates, although AEAM may provide advice to others. Advice given to clients on a consulting basis may differ from advice given to the portfolios and Introducing Advisers to which AEAM offers discretionary portfolio management and separate account management.</p> <p>Fees for consulting services will be agreed upon by the client and AEAM as either an hourly or flat fee. Depending on the nature of the request and the total value of the anticipated services, half of the fee is payable in advance with the balance due at the time the advice is delivered to the client. Hourly fees may be billed at a rate between \$100 and \$500 per hour, but are negotiable. Consulting services not expected to be completed within six (6) months will not require payment of more than \$500 as a deposit. Clients may receive the same advice elsewhere for lower fees.</p> <p>On occasion AEAM may act as a consultant to pension and profit sharing plans for public and private entities. In this capacity AEAM provides general investment advice about the merits and risks of the investment alternatives available, but will not have any actual authority to determine which investments are available through the plan. The plan fiduciary is free to seek independent advice about various investment options.</p> <p><u>Media Services</u> Employees of AEAM may engage in media-related activities, including television, newspaper, and magazine interviews. AEAM imposes a series of media-related restrictions on investment activities in accounts for which it is the portfolio manager. These restrictions are intended to reduce any potential conflicts of interest stemming from the AEAM employee's advance information regarding the planned publication or substance of such an article.</p> <p>These media-related activities may involve the expression of the employee's personal or the firm's collective view, including positive or negative sentiments regarding an individual stock, sector or the broader market and/or may also involve specific recommendations. AEAM's compliance policy related to these activities dictates that if an employee makes a recommendation of a specific security in an interview, such employee shall fully disclose any conflicts related to their personal securities holdings and/or AEAM's holdings and should promptly notify AEAM's Chief Compliance Officer (CCO). The policy further requires that AEAM will not exercise discretionary trades for any accounts from the date of notification until the latter of (a) the date the employee informs the CCO that the article or interview has been abandoned or will not appear for other reasons, or (b) one trading day after the article/interview appears. One trading day will permit the impact of the employee's statements to be fully reflected in the stock price. This restriction may result in AEAM's inability to trade a security on behalf of its clients when it might otherwise wish to do so.</p> <p>AEAM prohibits employees from:</p> <ul style="list-style-type: none"> • Communicating with research analysts or other employees of a research publisher concerning individual securities prior to the publication of a research report concerning such securities by or on behalf of such research publisher, except with respect to research reports previously approved by the CCO. • Encouraging or discouraging any research analyst or research publisher from initiating, resuming, suspending or discontinuing research coverage of any securities. • Retaliating or threatening to retaliate against any research analyst or research publisher for any negative or otherwise unfavorable research that may adversely impact the holdings of AEAM, its investment strategies, or an affiliate. <p><u>Hedge Fund Management</u> AEAM was the investment manager to a private fund, the Global Patterned Alpha Fund, II, from April 2007 through March 2008.</p> <p><u>Master Steward Fund, LP.</u> Master Steward Fund, LP (the Fund) is a Delaware limited partnership which seeks capital appreciation uncorrelated to broad equity and fixed income indices by investing in a</p>

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

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

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**Advanced Equities Asset Management,
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	<p>portfolio of premier alternative investments.</p> <p>As of March 31, 2010, no new investors will be accepted into the Fund.</p> <p>Advanced Equities Hedge Fund Management 222, LLC is the Fund's general partner. AEAM is the Fund's investment manager. The Master Steward Fund, LP is a Regulation D private offering that can only be made by Offering Memorandum.</p> <p>Investment in the Fund involves substantial risks and is suitable only for persons who have limited need for liquidity of their investment and no need for regular current income. Investors must be "accredited investors" (as defined in Regulation D under the Securities Act of 1933). The minimum initial investment in the Fund is \$100,000.</p> <p>The Fund seeks to invest in a diversified basket of investments and managers to provide exposure to alternative investments that will primarily include absolute return funds, and may also include smaller allocations to commodities and infrastructure by selecting managers that have demonstrated the ability to combine alpha-generating strategies and have demonstrated analytic capabilities to employ an additional layer of risk controls. The manager will conduct ongoing due diligence to add or remove investments as it deems prudent.</p> <p>Profits and losses of the Fund are allocated to the partners pro rata in proportion to the values of their opening capital accounts in the Fund since the last business day of the prior month, net of any withdrawals and new subscriptions. The profits and losses for any period will reflect unrealized profits and losses on the value of the Fund's assets during the period, as well as realized capital gains and losses, dividends and interest during the period.</p> <p>As the Investment Manager, AEAM is entitled to a fixed fee and performance-based fee. This fee is paid to AEAM directly from each underlying investment manager on a regular basis as outlined in the manager's contract with AEAM. Generally, AEAM will share in the fees of the underlying investment to limit extra expenses to the Fund.</p> <p>The fixed fee received by AEAM is expected to be 0.25% - 0.45% annually, but will not exceed 0.55%. The performance based fee received by AEAM is expected to be 5-10% of each underlying investment's profits subject to a high-water mark, but will not exceed 10%. The performance-based fee is based on each individual investment and not the Fund as a whole. Sharing of fees by AEAM with the underlying investments helps keep Fund expenses down, however, it might result in certain conflicts of interest, as a performance-based fee may be received even though the overall Fund has not earned new profits and might even be negative.</p> <p>Such performance-based fees may be an incentive for AEAM or the underlying managers to make investments that are riskier or more speculative than would be the case absent such fees. In addition, because the performance-based fees are paid by the underlying manager, it is possible for AEAM to receive such fees even if the overall performance of the Fund is negative.</p> <p>As this is a Fund of fund of funds, there can be multiple layers of fees that prospective investors should be aware of. Underlying manager fees will vary, but are expected to amount to 0-3% annually for the management fee as well as a 0-30% of profits for an incentive-based fee. The Stewards, or funds of funds, also assess a management fee (expected to range from 0.5-1.5%) as well as an incentive-based fee (expected to range from 5-20% of the profits). The Fund will also charge an advisory fee (discussed below) of 1% plus 10% of the profits over a 10% hurdle rate. Thus, total fixed management fees can amount to 1.5%-5.5% and the multiple performance fees can result in 40% or more of gross profits.</p> <p>The Investment Manager and/or the General Partner will also charge an advisory fee to the Fund that is separate and distinct from the other fees discussed herein. This Advisory Fee will be assessed to each partner quarterly in advance in an amount to one-quarter of one percent (.25%), or an annual rate of 1.0%. An additional performance-based fee equal to 10% of the net excess profits of the Fund (as a whole) in excess of 10% will be assessed at the end of the Fund's Fiscal Year and paid to the representative that introduced the partner to the Fund.</p> <p>The Management Fee, Performance Allocation, and/or Advisory Fee to be borne by a Limited Partner may be reduced by the General Partner in its sole discretion for any reason, including to reflect matters such as the amount of the Limited Partner's investment and its commitment to maintain its investment in the Fund.</p>

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	<p>AEAM and the General Partner intend to share the Advisory Fee with representatives of affiliated entities of AEAM, with respect to any Limited Partners referred to the Fund by any such affiliated entity.</p> <p>Withdrawals may be requested with ninety (90) days advance written notice, and are made available on the withdrawal date (the last business day of the month) and generally paid out within 30 days of withdrawal. A request for full withdrawal may be subject to withdrawal limitations established by the underlying investments, whereby up to ten percent (10%) of the value may be required to be retained by the Fund, (without interest) to be paid within 30 days after completion of the audit of the Fund's books and records for the year in which the withdrawal takes place. The Fund may pay all or a portion of any withdrawal by distribution of portfolio securities. Any withdrawal payments may be delayed as necessary to permit orderly liquidation of portfolio securities by the Fund.</p> <p>The General Partner may require any Limited Partner to withdraw all or any portion of its capital account balance in the Fund at any time and for any reason. Limited Partners may not assign or transfer their Interests without the consent of the General Partner.</p> <p>The General Partner or the Fund may from time to time enter into a side letter or similar agreement with a Limited Partner (the "Special Limited Partner") pursuant to which the Special Limited Partner will invest in the Fund on terms different, and in some circumstances more favorable terms, than those described in this Memorandum, including an agreement that (a) provides the Special Limited Partner with the ability to withdraw all or part of its capital account balance from the Fund on terms that are more favorable than the terms granted to all other Limited Partners or (b) provides for a Management Fee and/or Performance Allocation that is lower than currently offered to all other Limited Partners (a "Special Agreement"). The General Partner is not obligated, and does not intend, to extend the terms of any Special Agreement to other Limited Partners.</p> <p>Subject to the AEAM's obligation to seek best execution, it may from time to time execute portions of the Fund's portfolio transactions through an affiliated broker/dealer. The Fund has no obligation to effect any transactions through an affiliated broker/dealer and must establish that the use of such is appropriate. Thus, the affiliated broker/dealer(s) may consequently receive a portion of revenue normally and customarily generated by a broker/dealer for securities transactions of the Fund.</p>
Item 5	<p><u>Education and Business Standards</u></p> <p>AEAM generally requires that individuals involved in determining or giving investment advice meet the requirements for dispensing investment advice in any state in which the employee intends participate in strategy meetings with clients or seminars. These requirements may include investment adviser representative registration in the state, qualification by exam (Series 65 or the equivalent), qualification demonstrated by experience as allowed by the individual state, or professional certification. Employees of AEAM involved in determining investment advice must also have a Bachelor's Degree.</p>
Item 6	<p><u>Education and Business Background</u></p> <p><u>Robert S. Holcomb</u> was born in 1960. He attended UCSD and San Diego State University.</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Inc. President from 08/2009 to present ▪ Greenbook Investment Management, Inc., Founder, 04/2004 to present, President 07/16/2007 to present ▪ Advanced Equities Wealth Management, Inc., Founder and CEO, 04/2004 to present ▪ xélan, Inc., Chief Information Officer, 06/2003 to 04/2004 ▪ xélan Investment Services, Inc., IA Representative, 04/2004 to 04/2004 ▪ Thomson Financial, Chief Operating Officer, Wealth Management Division, 06/1999 to 06/2003 ▪ Data Stream, President, 09/1996 to 06/1999 ▪ Grey Advertising, Executive Vice President, 01/1994 to 09/1996 <p><u>Craig Columbus</u>, Strategist and member of AEAM's Investment Committee, was born in 1967. He is a graduate of Loyola University of Chicago. He also holds an MBA from Penn State University and a law degree from Indiana University. Mr. Columbus spends approximately 25% of his time on AEAM responsibilities. Mr. Columbus' business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Chief Market Strategist, & Co-Portfolio Manager, 09/2006 to present ▪ Grove City College, Chair, Entrepreneurship Department, Exec. Director, Entrepreneurship Program, 08/2009 to present. Mr. Columbus spends approximately 65% of his time on

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	<p>responsibilities related to Grove City College.</p> <ul style="list-style-type: none"> ▪ Ethos School, Co-Founder and Adviser (fundraising responsibilities), 08/2008 to present ▪ Greenbook Investment Management, Inc., Managing Director and Co-Portfolio Manager, Discretionary Accounts, 03/2005 to 10/2008 ▪ Greenbook Investment Management, Inc., Vice President, 01/2005 to 03/2005 ▪ Advanced Equities Wealth Management (formerly known as Greenbook Financial Services, Inc.), Vice Chairman, 01/2005 to present ▪ Greenbook Financial Services, Inc., COO, 10/2004 to 12/2004 ▪ Audio Eye, Non-executive Chairman/Shareholder, 1/2005 to present ▪ Pinnacle Investment Advisors, Portfolio Manager, 01/2005 to 02/2005 ▪ Thomson Financial, Chief Market Strategist, Wealth Management Division, 09/2000 to 09/2004 ▪ Primark Corp., VP, Division CEO, 08/1996 to 09/2000 ▪ Thomson Financial, VP Research, 10/1994 to 08/1996 <p>Tom Samuelson, member of AEAM's Investment Committee, was born in 1960. He received a Bachelor of Science in Engineering and a Masters in Business Administration from the University of Tulsa. He has also achieved the Chartered Financial Analyst and Chartered Market Technician designations. Mr. Samuelson spends approximately 80% of his time on AEAM responsibilities. Mr. Samuelson splits time between the AEAM office in Scottsdale and his home office in Denver. Mr. Samuelson's business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Chief Investment Officer and Co-Portfolio Manager, 09/2006 to present ▪ Greenbook Investment Management, Inc., Chief Investment Officer and Co-Portfolio Manager, Discretionary Accounts, 07/2005 to 10/2008 ▪ Geronimo Partners, Partner and Portfolio Manager, 05/2003 to 07/2005 ▪ Invesco Funds Group, Partner and Portfolio Manager, 02/2000 to 12/2002 ▪ Denver Energy Advisors, President and Portfolio Manager, 12/1996 to 12/2000 ▪ Invesco Funds Group, Vice President and Portfolio Manager, 05/1995 to 12/1996 ▪ O'Connor and Associates, Senior Energy Analyst, 10/1992 to 05/1995 ▪ Duff & Phelps, Inc., Vice President and Partner, 08/1985 to 10/1992 <p>Jeff Mindlin, Managing Director and member of AEAM's Investment Committee, was born in 1979 and completed concurrent Bachelor of Science degrees in Finance and Economics at the Barrett Honor's College at Arizona State University. He has also achieved the CFA designation. Mr. Mindlin spends approximately 80% of his time on AEAM responsibilities. Mr. Mindlin's business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Chief Operating Officer, 08/2009 to present, Managing Director, Co-Portfolio Manager 09/2006 to 08/2009 & Chief Compliance Officer, 09/2006 to 02/2007. ▪ Greenbook Investment Management, Inc., Co-Portfolio Manager, Director of Research 03/2005 until 10/2008 and Compliance Officer for Discretionary Accounts, 03/2005 to 02/2007 ▪ Pinnacle Investment Advisors, LLC, Asst Portfolio Manager, CCO, Head Financial Engineer, 09/2001 to 03/2005 ▪ Gradient Analytics, Inc (formerly known as Camelback Research Alliance), Manager of Financial Engineering/Consultant, 05/2001 – 02/2005 ▪ Salomon Smith Barney, Sales Assistant, 05/1998 – 05/2001 <p>Brian Wright, Investment Committee Member, was born in 1975 and received his Bachelor of Arts in Economics at Boston University. He is also a level 2 CFA candidate. Mr. Wright's business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Head Trader & Co-Portfolio Manager, 09/2006 - present ▪ Greenbook Investment Management, Inc., Asst Portfolio Manager, Head Trader, and Research Analyst, Discretionary Accounts, 03/2005 to 10/2008 ▪ Pinnacle Investment Advisors, LLC, Trader, 12/2001 – 02/2005 ▪ Gradient Analytics (formerly known as Camelback Research Alliance), Forensic Accounting Analyst, 06/2002 – 02/2005 ▪ Charles Schwab & Co, Service Specialist, 09/2000 – 12/2001 ▪ H&R Block Financial Advisors, Transfer Specialist, 02/1998 – 08/2000 <p>Lon Gerber, Investment Committee Member, was born in 1967 and received a Bachelor of Science in Business Management from Binghamton University and a Masters of Business of Administration from</p>

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Item 8.C.	<p>Penn State. Mr. Gerber's business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Co-Portfolio Manager, 2007 – present ▪ Thomson Financial, Vice President from 1996 until he joined AEAM in 2007. <p>Luanne Borowski, Chief Compliance Officer, born 1962. Ms. Borowski's business experience includes:</p> <ul style="list-style-type: none"> ▪ Advanced Equities Asset Management, Chief Compliance Officer, 02/2007 to present ▪ Greenbook Investment Management, Inc., Chief Compliance Officer, 02/2007 to present ▪ First Allied Securities, Inc., RIA Chief Compliance Officer, 02/2007 to present ▪ First Allied Securities, Inc., Senior Investment Advisory Compliance Analyst, 02/2004 – 02/2007. ▪ First Allied Securities, Inc., Investment Advisory Compliance Analyst, 02/2002 – 02/2004. ▪ Asset Planning Solutions & Ken Stern & Associates, Chief Compliance Officer, 08/2000 / 01/2002. <p>Robert M. Milburn, CPA, Chief Financial Officer, was born in 1958. He received a BS in Business Administration from Virginia Commonwealth University in 1981. Mr. Milburn's business experience includes:</p> <ul style="list-style-type: none"> ▪ Greenbook Investment Management, Inc., CFO, 06/2007 to present ▪ Greenbook Financial Services, Inc., CFO, 06/2007 to present ▪ Advanced Equities Asset Management, Inc. CFO, 06/2007 to present ▪ Advanced Equities Financial Corp. Controller, 03/2005 to 06/2007 ▪ First Clearing, LLC, Project Manager, 10/1998 to 03/2005 ▪ Wachovia Securities, Treasury Manager, 01/2004 to 01/2005 ▪ Caspian Securities, Regional Controller, 08/1996 to 07/1998 ▪ ING Baring, Regulatory Supervisor, 08/1995 to 08/1996 <p>Employees of AEAM may engage in outside business activities that are not subject to securities regulations. These businesses are monitored for potential conflicts of interest by the Chief Compliance Officer to the extent required by regulations.</p> <p>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS:</p> <p>AEAM is a wholly owned indirect subsidiary of Advanced Equities Financial Corp.</p> <p>Advanced Equities Financial Corp. is a private holding company divided into two primary business units: (a) the Financial Services Group; and (b) the Capital Markets Group. The Financial Services Group engages primarily in retail and institutional securities brokerage and asset management services through its subsidiaries, First Allied Securities Inc. (First Allied), First Allied Advisory Services, Inc. (FAAS), Advanced Equities Asset Management, and Greenbook Investment Management, Inc. (Greenbook). AEAM is part of the Financial Services Group. The Capital Markets Group primarily provides investment banking and late stage private equity financing to emerging companies through subsidiary Advanced Equities, Inc. These firms listed herein are collectively referred to as Affiliates.</p> <p>Advanced Equities, Inc. and First Allied are both registered as broker/dealers and registered investment advisers. Greenbook and FAAS are both registered investment advisers. AEAM does not provide advice that is formulated by these related entities. First Allied, Greenbook, and FAAS all act as sponsors or Introducing Advisers of wrap fee products to which AEAM provides portfolio management services. Clients of First Allied, Greenbook and FAAS may be advised to use the services of AEAM through these wrap fee products. Clients of all affiliates may be given recommendations for investments based on AEAM's investment advice to affiliates. Affiliates of AEAM receive compensation for their role in these wrap fee products in the form of advisory fees, 12b-1 fees, ticket charges and, from time to time, commissions. Affiliates of AEAM receive commissions for transactions that may be based on AEAM's investment advice.</p> <p>AEAM may refer clients to affiliates and other professionals for a variety of services such as insurance brokerage, financial planning, or brokerage business. Affiliates to which clients may be referred for these services include: Advanced Equities Insurance Services, Advanced Equities Pension Services, Advanced Equities Wealth Management, Associates in Excellence, First Allied Securities, Inc., Advanced Equities, Inc., or First Allied Advisory Services, Inc. AEAM may receive indirect or direct compensation based on these referrals. Thus, a potential conflict of interest exists between the interests of AEAM and those of the advisory clients. The clients, however, are under no obligation to purchase any products through these professionals or to purchase any products recommended by these professionals. AEAM will ensure that all compensation is fully disclosed to clients and that the clients</p>

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Item 9 A, B, C, D, E	<p>are made aware if higher fees may apply based on these arrangements.</p> <p>Even when there are no direct monetary benefits derived from these arrangements, they are mutually beneficial and provide an incentive to recommend services from providers who will also refer clients to AEAM.</p> <p>AEAM may recommend that clients utilize the investment management products and services of its affiliated registered investment advisers (listed above) from time to time. These products and services are described more fully in the Form ADV Part II and/or wrap fee brochure of each firm. Potential conflicts of interest will be disclosed to clients who utilize these services through delivery of the respective Form ADV Part II.</p> <p>AEAM principals and employees may have responsibilities to affiliates of AEAM. Certain administrative and payroll expenses for employees of any affiliate may be allocated among the affiliates. Allocation of these expenses is not determined by assets referred to AEAM.</p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS:</p> <p>Affiliates of AEAM, (First Allied and Advanced Equities) are registered securities broker dealers, and as such, each may buy and sell securities for its own account, and may buy and sell the same securities on behalf of other clients as the broker/dealer. Affiliates of AEAM are not the custodian of the accounts. All funds and accounts are custodied by J.P. Morgan, Fidelity Investments, Pershing, LLC or another approved custodian on a fully disclosed basis.</p> <p>Affiliate's broker/dealer activities are separate from asset management activities. With regard to investment advisory accounts, AEAM's or Affiliate's directors, officers, employees, advisory associates and representatives may own an interest in, and buy or sell for their own accounts, the same securities which may be purchased or sold for the accounts of AEAM advisory clients.</p> <p>From time to time, Affiliates may direct equity trades to certain third market execution providers (third market) in an effort to obtain best execution for client transactions. In the event that a trade is directed to the third market, Affiliates may receive order flow payment. The order flow payment is generally greater for securities with larger spreads between the bid and ask prices. As a result, a conflict of interest may exist in regard to where trades are directed. It is the intention of affiliates to utilize these market centers only when it appears that the client will receive the most favorable price.</p> <p>Additionally, Affiliates receive a rebate on all margin interest for accounts custodied through Pershing and J.P. Morgan. As a result, a conflict of interest exists with the establishment and maintenance of margin accounts and with AEAM's added incentive to recommend higher levels of margin to clients. Affiliates and certain representatives receive a rebate on money market balances maintained with certain money market funds. This rebate is less than or equal to 0.0025% of the combined balances in these funds. Current regulations place substantial limits on the ability of affiliated broker/dealers to execute principal trades for investment advisory clients, fixed income and certain other securities generally traded on a principal basis.</p> <p>Should it be in the best interest of the client to execute a principal trade, the affiliated broker/dealer will provide the required disclosure to the client and obtain the client's consent prior to settlement of the trade. Dealers executing principal trades typically include a mark-up or spread in the net price at which the transaction is executed. As a result, such trades will include the payment of mark-ups or similar compensation to such unaffiliated dealers.</p> <p>Principal transactions in which an affiliated broker/dealer buys or sells a security from its own inventory from or to a client, may be effected with investment advisory clients only after appropriate disclosure is made by AEAM and consent obtained from client. Significant conflicts of interest exist in principal transactions, including the possibility that the client could receive a better price if the trade were transacted in a non-principal capacity and AEAM's incentive to generate a profit by buying or selling from an affiliate's inventory. Unless otherwise specified, all executions must be effected through an affiliated broker/dealer. With most AEAM advisory products, an affiliate may act as both an Investment Adviser Representative and broker/dealer Financial Consultant for an advisory client.</p> <p>Advisory account transactions executed with the affiliates listed in response to Item 8.C. above will be limited subject to supervisory review. Certain of the Affiliates may make markets in securities, and may buy and sell for their own accounts. Affiliates and their registered representatives and employees may</p>

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	<p>own an interest in or buy or sell for their own accounts, the same securities which may be purchased or sold for the account of advisory clients.</p> <p>Affiliates may receive payments from certain mutual funds distributed pursuant to a 12b-1 or 12b-2 distribution plan or other such plans as compensation for administrative services. As such, a substantial conflict of interest may exist with respect to recommendations to buy or sell securities. Such conflicts are disclosed in the applicable advisory contract with clients.</p> <p>In the event a trade error is discovered in a client account, the trade will be moved to AEAM's error account net of any profit or loss.</p> <p>In the event an employee wishes to buy or sell for himself/herself a security that has also been recommended to clients, the client's order(s) is given priority.</p> <p>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. Client orders are given priority. An associated person shall not 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. 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. Employees must receive pre-clearance before trading in individual stocks. Employee personal transactions and holdings are reviewed on a monthly or quarterly basis, depending on the activity in the employee's account.</p> <p>AEAM has adopted a Code of Ethics (Code) for the purpose of instructing its personnel in their ethical obligations and to provide guidance for their personal securities transactions. AEAM and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to specific provisions of the Code but to the general principals that guide the Code. The Code of Ethics covers a range of topics that may include: general ethical principals, receipt and giving of gifts, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code of Ethics, review and enforcement processes, political contributions, and supervisory procedures. AEAM will provide a copy of the Code of Ethics to any client or prospective client upon request.</p>
Item 10	<p>Conditions for Managing Accounts</p> <p>Minimum account size for asset allocation portfolios is \$25,000 for some strategies and \$50,000 for some strategies, negotiable at the discretion of AEAM, based on the client's relationship with AEAM and its affiliates. Minimum account size for Custom Separate Account Management is \$500,000, negotiable at the discretion of AEAM, based on the client's relationship with AEAM and its affiliates. Minimum account size for equity or fixed income portfolios is \$50,000, negotiable at the discretion of AEAM, based on the style of portfolio management selected, client's relationship with AEAM and its affiliates.</p>
Item 11	<p>Account Reviews</p> <p>Wrap fee sponsors and/or Introducing Advisers 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 at the client's request.</p> <p>Accounts are reviewed for consistency with the investment strategy and performance. Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic, technical factors and company specific events may also trigger reviews.</p> <p>AEAM's Investment Committee reviews accounts continuously, though major rebalancing generally occurs on a quarterly or monthly basis. The quantitative models that drive the investment processes continuously evaluate the holdings and any exposures and managers are constantly assimilating new research. Changes to the portfolios are made as warranted by the addition of new information or to</p>

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Item 12	<p>reduce risk exposure. The reviewers consist of AEAM's Investment Committee who are also responsible for reviewing accounts before and after all major rebalancing and throughout the month.</p> <p>Investment Discretion</p> <p>In exercising investment discretion in the accounts of its Introducing Advisers, AEAM will determine both the specific securities and the amount of securities to be bought or sold. Accounts are managed in accordance with various advisory agreements between the Introducing Adviser and client, which specifies the account's investment objectives and strategies, selection process, and risk factors and controls.</p> <p>Though AEAM has trading authorization, AEAM cannot transfer or withdraw funds from any managed account. For some clients, the Adviser has the authority to request management fees and/or advisory fees (for program sponsors) be directly withdrawn from the account. These withdrawals are subject to a pre-determined formula based on the client's contract. The fee withdrawn shows on the client's statements as sent out by the custodian. It is the client's responsibility to verify the accuracy of the fee.</p> <p>Aggregation of Orders</p> <p>AEAM aggregates trades by creating a pre-trade allocation statement for trade orders in which more than one account will be participating in the transaction. Trades that are aggregated will receive the "average price" for the order. Upon full execution of an aggregated order, the shares will be allocated to each account in accordance with the pre-trade allocation. If an order only results in a partial fill, the trade will be allocated to each account in accordance with the shares executed. For example, if 30% of a trade is executed, each account will receive 30% of its intended allocation. If it is determined by the trader and/or investment committee that, after the trade is executed, the pre-trade allocation is not the optimal allocation, a new allocation statement and supporting documentation must be provided to a member of the Compliance Department for review and approval of the new allocation. Any such changes to the pre-trade allocation after execution must be approved within one hour of the market open, the business day following the trade execution, or the original allocation will be acted upon. If a decision is made after an initial order is executed to place a subsequent order in the same position, the subsequent trade will be treated as a separate transaction, and will require its own pre-trade allocation worksheet and review of any subsequent changes. Any changes to an allocation or order prior to execution will require a new pre-trade allocation worksheet to be completed, voiding the original pre-trade allocation worksheet.</p> <p>Conflicts of Interest</p> <p>AEAM may advise investors, manage and trade other investors' accounts and trade for and on behalf of proprietary accounts which may or may not have similar investment strategies. At certain times, positions or trades might even conflict between strategies managed by AEAM as different accounts or strategies might have different trading methodologies or objectives. AEAM will act in a fair and equitable manner in handling any potential conflict of interest in conducting investment activities for clients. Client accounts at the same custodian trading the same security will all receive the average price of any trade. Trades for client accounts trading the same security at different custodians will be executed on a rotation basis so no one client systematically benefits over another.</p> <p>Broker Selection</p> <p>With respect to managed accounts, in general, AEAM will have complete discretion in deciding which broker/dealers are to be used for execution and in negotiating commission rates. In addition to using brokers as agents and paying commissions, AEAM may buy or sell securities directly from or to dealers acting as principal at prices that include markups or markdowns. In the case of managed account clients, AEAM will obtain consent from the client as required by current regulations. In choosing brokers and dealers, client agreements do not require AEAM to consider any particular criteria. For the most part, AEAM will seek the best combination of brokerage expenses and execution quality but, as discussed below, AEAM is not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. In evaluating execution quality, historical net prices (after markups, markdowns or other transaction related compensation) on other transactions will be a principal factor, but other factors will also be relevant, including: execution, clearance, and settlement; error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; its reliability and financial stability; the size of the</p>

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

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

Applicant:

**Advanced Equities Asset Management,
Inc.**

SEC File Number:

801- 67188

Date:

03/31/2010

Item of Form (identify)	Answer
Item 13	<p>transaction; the availability of securities to borrow for short sales; and the market for the security.</p> <p>Proxy Voting Policy</p> <p>Unless a client specifically reserves the right to vote its own proxies or to take shareholder action in connection with other corporate actions, including tender offers or exchanges, bankruptcy proceedings and class actions, AEAM will vote proxies or act on other actions received in sufficient time prior to their deadlines, as part of its full discretionary authority over the portfolios it manages on behalf of the Introducing Adviser. AEAM will vote (by proxy or otherwise) in all matters for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held in client accounts in such manner as AEAM deems appropriate in accordance with its written policies and procedures. These policies and procedures set forth guidelines for voting many typical proxy proposals. However, each proxy issue will be considered individually in order that AEAM may consider the client's best interest. Further, where a proxy proposal raises a material conflict of interest between the interests of AEAM and its client, AEAM will disclose the conflict to the client and obtain client consent prior to voting the securities or abstain from voting. Clients may obtain a copy of AEAM's proxy voting policies and procedures and information on how AEAM has voted the client's securities by submission of a written request.</p> <p>Soft Dollars</p> <p>With respect to each of its clients, AEAM may consider the value of various services or products, in addition to execution quality, that a broker/dealer provides to the Introducing Adviser or AEAM, on behalf of the client. Selecting a broker/dealer in recognition of such other services or products is known as paying for those services or products with "soft dollars." Because many of those services could benefit AEAM, it may have a conflict of interest in allocating the client's brokerage business. Under Section 28(e) of the Exchange Act, AEAM's use of the commission dollars to acquire "research" products and services is not a breach of AEAM's fiduciary duty to the client – even if the brokerage commissions paid are higher than the lowest available – as long as (among certain other requirements) AEAM determines that the commissions are reasonable compensation for both the brokerage services and the research acquired. For these purposes, "research" means services or products used to provide lawful and appropriate assistance to AEAM in making investment decisions for its clients. The types of "research" AEAM may acquire include reports on or other information about particular companies or industries, economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news, pricing and order-entry services; technical analysis services; option analysis and pricing services; financial seminars (not to include travel or room and board expenses); and other products or services that may enhance AEAM's investment decision making. The Section 28(e) "safe harbor" applies to the use of client soft dollars even when the research acquired is used in making investment decisions for other clients. The safe harbor is not available for transactions effected on a principal basis, with a markup or markdown paid to the broker-dealer. Nor is it available for the services or products that do not constitute research. A broker or dealer through which the Applicant wishes to use soft dollars may establish "credits" relating to brokerage commissions paid in the past, which may be used to pay, or reimburse AEAM for, specified expenses. In other cases, a broker or dealer may provide or pay for the service or product and suggest a level of future business that would fully compensate the broker or dealer. The client's actual transactional business with such a broker-dealer may be less than the suggested level but can – and often will – exceed that level. This may be in part because the client's investment activities generate aggregate commissions in excess of the aggregate suggestions from all broker-dealers providing services and products. In addition, it may be that those broker-dealers provide superior execution and may therefore be most appropriate for particular transactions. Broker-dealers are not excluded from client business simply because they have not provided research or other services or products.</p> <p>Relationships with Mutual Fund Companies, Insurance Companies and Other Product Sponsors</p> <p>Some affiliates offer a wide variety of products and services including stocks, bonds, options, mutual funds, annuities, life insurance, alternative investments, college savings plans, and asset management programs. Because there are hundreds of investment choices within this universe of approved products, the affiliates' marketing resources are focused on a select group of companies (the Product Sponsors) that offer a broad spectrum of products and meet the affiliates' due diligence criteria. The Product Sponsors have greater access to affiliates' representatives to market, train and educate them on products and industry related topics with the intent to better serve their mutual clients.</p>

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	<p>It is important to know that although the Product Sponsors pay extra compensation to the affiliates; clients do not pay more to purchase these products through the affiliates than clients would pay to purchase them through another broker/dealer. The payment of this additional compensation by these Product Sponsors may pose a financial incentive to promote certain products over other products, although it is believes that these arrangements do not compromise the advice provided by AEAM.</p> <p>Solicitor's Agreements</p> <p>AEAM may pay cash fees to third parties who refer potential advisory clients to AEAM. Referred clients will not pay higher fees because of these arrangements. All solicitors' agreements are in compliance with the Investment Adviser Act of 1940 Section 275.206(4)-3. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement.</p>

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