

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

OMB Number: 3235-0049
Expires: August 31, 2012
Estimated Average burden
Hours per response.....4.32

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

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

Table of Contents

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

(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.**

Applicant:

SEC File Number:

Date:

801-

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

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

Applicant:

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

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

		Yes	No
B.	Does applicant call any of the services it checked above financial planning or some similar term?	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

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

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

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

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

FORM ADV
Part II - Page 3

Applicant:

SEC File Number:
801-

Date:

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

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

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

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

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

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

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

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

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

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

FORM ADV
Part II - Page 4

Applicant:

SEC File Number:
801-

Date:

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, please 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 clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

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

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

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

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

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

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

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

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

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

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

Applicant:

SEC File Number:
801-

Date:

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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, or holds itself out as providing financial planning or some similarly termed services:

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

Applicant:

SEC File Number:
801-

Date:

12. Investment or Brokerage Discretion.

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

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

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

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

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

13. Additional Compensation.

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

- | | | |
|---|--------------------------|--------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

- has custody of client funds or securities (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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
L & M Wealth Management and Retirement
Solutions, LLC

SEC File Number:
801-

Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
L & M Wealth Management and Retirement Solutions, LLC

IRS Empl. Ident. No.:

Answer

Item 1.D

L & M Wealth Management and Retirement Solutions, LLC (hereinafter known as “L & M” or “Adviser”) is a limited liability company formed under and domiciled in the State of Oklahoma. Adviser offers investment advisory services to individuals, high-net worth individuals and pension and profit sharing plans, Trusts, estates, or charitable organizations. Adviser’s services and fee arrangements are described in the following pages.

This Schedule F narrative provides Clients with information regarding Adviser and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory Client of Adviser.

Additional information about Adviser is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Adviser is 151669.

**Item 1.D
(Continued)**

ADVISORY SERVICES AND FEES

PORTFOLIO MANAGEMENT

Non-Wrapped Account Management

Adviser will emphasize continuous and regular account supervision. Adviser may create a portfolio, consisting of individual stocks or bonds; exchange traded funds, mutual funds and other securities. Our investment strategy will be tailored to the individual needs of the Client. Each portfolio will be initially designed to meet a particular investment goal, which Adviser has determined to be suitable to the Client’s circumstances. Once the appropriate portfolio has been determined, Adviser will review the portfolio at least monthly and if necessary, rebalance the portfolio based upon the Client’s individual needs, stated goals and objectives. However, each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

Adviser’s annual fee for investment management services provided under this Agreement shall be based on the market value of the assets under management and be calculated at a rate of up to 3%.

Assets Under Management	Annual Advisory Fee
First \$2,000,000	2.70%
Balances over \$2,000,000	2.20%

These annual fees shall be negotiable in certain cases and be pro-rated and paid in advance on a monthly basis. No increase in the annual fee shall be effective without prior written notification to the Client. Clients are responsible for custodial fees and

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:
L & M Wealth Management and Retirement
Solutions, LLC

SEC File Number:
801-

Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
L & M Wealth Management and Retirement Solutions, LLC

IRS Empl. Ident. No.:

Answer

**Item 1.D
(Continued)**

transaction costs. In the event that the Client terminates Adviser's services before the end of a calendar month, Client shall be assessed a pro-rata fee based on the number of days the Client's account was managed by Adviser.

Unless the Client requests direct billing, fees will be automatically deducted from the account. Clients will be provided with a monthly statement reflecting deduction of the advisory fee.

Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing the Adviser's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by the Adviser on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

Adviser's fee schedule does not include the following separately billed fees, which adviser does not receive any part of: mutual fund expenses, trading and custodial costs. These fees will be separately charged by the relevant parties and borne by the Client.

No portion of Adviser's compensation shall be based on capital gains or capital appreciation of the Assets except as provided for under the Investment Advisers Act of 1940 or similar state statute or rule. Adviser will adhere to the SEC Staff No-Action Letter, *SMC Capital, Inc.* in the event that orders are aggregated.

Wrap Account Management

Adviser's annual fee for investment management services provided through an Adviser sponsored wrap fee program shall be based on the market value of the assets under management and be calculated at a rate of up to 3%.

Assets Under Management	Annual Advisory Fee
First \$2,000,000	2.90%
Balances over \$2,000,000	2.40%

These annual fees shall be negotiable in certain cases and be pro-rated and paid in advance on a monthly basis. No increase in the annual fee shall be effective without prior written notification to the Client. In the event that the Client terminates Adviser's services before the end of a calendar month, Client shall be assessed a pro-rata fee based on the number of days the Client's account was managed by Adviser.

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:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
L & M Wealth Management and Retirement Solutions, LLC

IRS Empl. Ident. No.:

Answer

**Item 1.D
(Continued)**

Unless the Client requests direct billing, fees will be automatically deducted from the account. Clients will be provided with a monthly statement reflecting deduction of the advisory fee.

Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing the Adviser's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by the Adviser on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

Since this a wrap fee account, the Client will not incur transaction charges imposed by unaffiliated third parties. The Client may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

Further details about the wrap fees charged by Adviser for the Program accounts may be found in Schedule H of this Form ADV. Adviser believes that its annual fee is reasonable in relation to the advisory services provided, and the fees charged by other investment advisers offering similar services. However, lower fees for comparable services may be available from other sources. Adviser voluntarily adheres to the SEC Staff No-Action Letter, *SMC Capital, Inc.* in the event that orders are aggregated.

Additional Information Concerning Fees

In certain circumstances, advisory fees and account minimums may be negotiable based upon prior relationships as well as related account holdings. The fees charged are calculated as described above and are not charged on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory Client.

All fees paid to Adviser for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. Such fees will generally include a management fee, other fund expenses and a possible distribution fee.

A Client could invest in a mutual fund directly, without the services of Adviser. In that case, the Client would not receive the services provided by Adviser which are designed, among other things, to assist the Client in determining which mutual fund or funds are most appropriate to the Client's financial condition and objectives.

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:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
L & M Wealth Management and Retirement Solutions, LLC

IRS Empl. Ident. No.:

Answer

**Item 1.D
(Continued)**

Accordingly, the Clients should review both the fees charged by the funds and the fees charged by Adviser to fully understand the total amount of fees to be paid by the Clients and to thereby evaluate the advisory services being provided.

Advisory recommendations are based on the Client's financial situation at the time the services are provided and are based on financial information disclosed by the Client to Adviser. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. As the Client's financial situation, goals, objectives, or needs change, the Client must notify Adviser promptly.

Adviser shall never have custody of any Client funds or securities, as the services of a qualified and independent custodian will be used for these asset management services. In performing its services, Adviser shall not be required to verify any information received from the Client or from the Client's other professionals, and is expressly authorized to rely thereon. The Client is free to accept or reject any recommendation made by Adviser. Moreover, each Client is advised that it remains his/her/its responsibility to promptly notify Adviser if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Adviser's previous recommendations and/or services. Adviser's Clients are advised to promptly notify Adviser if there are ever any changes in their financial situation or investment objectives, or if they wish to impose any reasonable restrictions upon Adviser's management services. A copy of the written disclosure statement for Adviser, as set forth on Part II of Form ADV, shall be provided to each Client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement. Any Client who has not received a copy of Adviser's written disclosure statement at least forty-eight (48) hours prior to executing the initial applicable agreement shall have five (5) business days subsequent to executing the agreement to terminate Adviser's services without penalty.

Neither Adviser nor the Client may assign the Investment Advisory Agreement without the prior written consent of the other party. Transactions that do not result in a change of actual control or management of Adviser shall not be considered an assignment.

Item 5**Education and Business Standards**

Adviser generally requires a college degree and/or five (5) years of equivalent industry experience for someone to become an investment advisory representative with the firm. In addition, all investment advisory representatives must have obtained all required licenses or a professional designation such as the CFP®.

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:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: L & M Wealth Management and Retirement Solutions, LLC	IRS Empl. Ident. No.:
	Answer

Item 6	<p>Education and Business Background</p> <p>Carol E. Lyons (CRD#1565227) <i>Born 1955</i> <u>Business Experience</u> 12/2009 – Present, L&M Wealth Management and Retirement Solutions, LLC, Member and Chief Compliance Officer 11/2001 – Present, Carol Lyons CFP, Inc., owner and operator 11/2001 – 12/2009 Securities America, Inc., Registered Representative 12/2001 – 12/2009 Securities America Advisors, Inc., Investment Adviser Representative</p> <p><u>Education and Professional Licensing</u> 1978 – B.S. Sociology/Criminal Justice, Oklahoma State University, Stillwater, OK 2007 – Series 24 1986 – Series 7 1986 – Series 63 In 1990 Ms. Lyons achieved the designation of Certified Financial Planner.</p> <p>Jaycee Melton (CRD#1751603) <i>Born 1953</i> <u>Business Experience</u> 12/2009 – Present, L&M Wealth Management and Retirement Solutions, LLC, Member 11/2001 – Present, JCM, Inc., owner and operator 11/2001 – 12/2009 Securities America, Inc., Registered Representative 12/2001 – 12/2009 Securities America Advisors, Inc., Investment Adviser Representative</p> <p><u>Education and Professional Licensing</u> 1987 – Series 63 1987 – Series 7 2000 – Series 24</p>
Item 7	<p><u>Other Business Activities</u></p> <p>Ms. Lyons and Mr. Melton are both licensed to sell fixed insurance products. They may receive normal commissions or fees in their separate role as insurance agents. The combination of their other business activities makes up 25% of their time.</p>
Item 9.E	<p>Participation or Interest in Client Transactions</p> <p>Associated persons of Adviser may buy or sell – for their personal account(s) – investment products identical to those recommend to or owned by Clients. These investment products are widely held and publicly traded. It is the expressed policy of</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
L & M Wealth Management and Retirement
Solutions, LLC

SEC File Number:
801-

Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: L & M Wealth Management and Retirement Solutions, LLC	IRS Empl. Ident. No.:
	Answer

Item 9.E
(Continued)

Adviser that no person employed by Adviser shall give preference to his or her own interest to that of the advisory client.

It is further noted that Adviser's investment advisory business is in and shall continue to be in total compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Adviser has adopted a firm wide policy statement outlining insider-trading compliance by Adviser, its associated persons, and other employees.

Insider Trading

In accordance with Section 204A of the Investment Advisors Act of 1940 and similar state law, Adviser also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Adviser.

Code of Ethics

As these situations represent a conflict of interest, Adviser has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) Associated persons of Adviser shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her affiliation with the Adviser, unless the information is also available to the investing public on reasonable inquiry. No person shall prefer his or her own interest to that of the advisory clients.⁽¹⁾⁽²⁾
- 2) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.
- 3) Adviser emphasizes the unrestricted right of the clients to decline to implement any advice rendered, except in situations where a Third Party Advisory Service is granted discretionary authority in the client's account.
- 4) Adviser requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 5) Any individual not in observance of the above may be subject to termination.

Notes:

⁽¹⁾ This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Adviser's clients trade in sufficiently broad markets to permit transactions by clients to be completed without an appreciable impact on the markets of the securities. Under certain circumstances, exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with Adviser's records in the manner set forth above.

⁽²⁾ Open-end mutual funds and/or the investment sub-accounts, which may comprise a variable insurance product, are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by IARs are not

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:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: L & M Wealth Management and Retirement Solutions, LLC	IRS Empl. Ident. No.:
	Answer

Item 9.E (Continued)	likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by Adviser's Investment policies and procedures. A copy of Adviser's Code of Ethics is available upon request.
Item 10	Conditions for Managing Accounts Adviser generally requires a minimum account size of \$250,000 for managed accounts. This minimum account size may be negotiable in certain circumstances.
Item 12.A&B	Investment or Brokerage Discretion Adviser participates in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional is a division of TD AMERITRADE, Inc. ("TD AMERITRADE") member FINRA/SIPC. Client may contact TD AMERITRADE at any time. TD AMERITRADE contact information: Alex Ma, 4075 Sorrento Valley Blvd., San Diego, CA 92121. Phone 888-613-2401, ext. 500296. Sungwon.ma@tdameritrade.com , Fax 817-490-2059. Contact hours: 6 am to 3:30 pm Pacific Time. TD AMERITRADE is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD AMERITRADE offers to independent investment advisers, services which include custody of securities, trade execution, clearance and settlement of transactions. Adviser receives some benefits from TD AMERITRADE through its participation in the program. (Please see the disclosure under Item 13.A. below.) In certain cases, Adviser has obtained the written consent of clients to engage in discretionary trading of securities. Such discretion is limited to the authority to select securities to be bought or sold and/or the amount of securities to be bought or sold. Adviser does not possess the authority without the client's consent to determine the broker or dealer to be used or the commission rates paid. In any event, Adviser often suggests that clients execute trades through TD AMERITRADE. Adviser reasonably believes that in the case of managed accounts, TD AMERITRADE, Inc.'s blend of execution services, commission and transaction costs as well as professionalism allows Adviser to seek best execution and competitive prices and to recommend TD AMERITRADE, Inc. for the establishment of a brokerage account. As mentioned previously, clients grant Adviser discretionary authority over the selection and amount of securities to be bought and/or sold for their account without obtaining their prior consent or approval. The trading authority will allow Adviser to take advantage of time-sensitive market conditions in securities, which are consistent with the client's prior stated investment objectives. However, Adviser's investment authority may be subject to specified investment objectives, guidelines, and/or conditions imposed by the client. For example, a client may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions

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:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: L & M Wealth Management and Retirement Solutions, LLC	IRS Empl. Ident. No.:
	Answer

	of transactions in the securities of a specific industry.
Item 13.A	<p>Additional Compensation</p> <p>While Adviser, and its associated persons, endeavor at all times to put the interest of the clients first as part of their fiduciary duty, clients should be aware that receipt of additional compensation in itself creates a potential conflict of interest and may indirectly influence Adviser's choice of TD AMERITRADE for custody and brokerage services. As disclosed under Item 12.B. above, Adviser participates in TD AMERITRADE's institutional customer program and Adviser may require clients to maintain accounts with TD AMERITRADE/recommend TD AMERITRADE to clients. There is no direct link between Adviser's participation in the program and the investment advice it gives to its Clients, although Adviser receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have Advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Adviser by third party vendors. TD AMERITRADE may also have paid for business consulting and professional services received by Adviser's related persons and may also pay or reimburse expenses (including travel, lodging, meals [and entertainment] expenses) for Adviser's personnel to attend conferences or meetings relating to the program or to TD AMERITRADE's Adviser custody and brokerage services generally. Some of the products and services made available by TD AMERITRADE through the program may benefit Adviser but may not benefit its Client accounts. These products or services may assist Adviser in managing and administering Client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help Adviser manage and further develop its business enterprise. The benefits received by Adviser or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.</p>
Miscellaneous	<p><u>Proxy Voting Policy</u></p> <p>Adviser does not vote Client proxies. However, money managers selected by Adviser may vote proxies for Clients. Therefore, except in the event a money manager votes proxies, Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the Client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender</p>

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

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:
L & M Wealth Management and Retirement
Solutions, LLCSEC File Number:
801-Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: L & M Wealth Management and Retirement Solutions, LLC	IRS Empl. Ident. No.:
	Answer

**Miscellaneous
(Continued)**

offers, bankruptcy proceedings or other type events pertaining to the Client's investment assets. Therefore (except for proxies that may be voted by a money manager), Adviser and/or the Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets.

Privacy Policy

Adviser views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach Bliley Act, Adviser has instituted policies and procedures to ensure that customer information is kept private and secure.

Adviser does not share or disclose customer information to nonaffiliated third parties except as permitted or required by law. Adviser is committed to safeguarding the confidential information of its Clients. Adviser holds all personal information provided by Clients in the strictest confidence and it is the objective of Adviser to protect the privacy of all Clients. Except as permitted or required by law, Adviser does not share confidential information about Clients with nonaffiliated parties. In the event that there were to be a change in this policy, Adviser will provide Clients with written notice and Clients will be provided an opportunity to direct Adviser as to whether such disclosure is permissible. Adviser delivers a copy of its privacy policy to all Clients on an annual basis.

To conduct regular business, Adviser may collect personal information from sources such as:

- Information reported by the Client on applications or other forms the Client provides to Adviser;
- Information about the Client's transactions implemented by others and viewable by Adviser;
- Information developed as part of analyses or investment advisory services. To administer, manage, service, and provide related services for Client accounts, it is necessary for Adviser to provide access to customer information within the firm and to nonaffiliated companies with whom Adviser has entered into agreements with. To provide the utmost service, Adviser may disclose the information below regarding customers and former customers, as necessary, to companies to perform certain services on Adviser's behalf.
- Information Adviser receives from the Client on applications (name, social security number, address, assets, etc.);
- Information about the Client's transactions with Adviser or others (account information, payment history, parties to transactions, etc.);
- Information concerning investment advisory account transactions;
- Information about a Client's financial products and services with Adviser.

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:
L & M Wealth Management and Retirement
Solutions, LLC

SEC File Number:
801-

Date:
10/22/2010

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
L & M Wealth Management and Retirement Solutions, LLC

IRS Empl. Ident. No.:

Answer

Miscellaneous
(Continued)

How We Protect Information.

Adviser maintains the confidentiality of the information that its Clients provide. Adviser protects Client's information by meeting all laws setting forth procedures for providing physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information. All people who work for the Adviser are trained to handle Client's information properly in order to maintain its security. Adviser also restricts access to personal information about Clients to only those employees who need such information to provide service(s) to the Client. Adviser maintains physical, electronic, and procedural safeguards that comply with industry standards to guard Clients' personal information. Adviser does not sell or market Clients' or prospective Clients' personal information to third parties. Adviser does not disclose any information about its Clients or former Clients to anyone, except as needed by our service providers (e.g., broker, accountants, attorneys and auditors) or as required by law.

Changes in Privacy Policy.

Adviser may modify the policy at any time. Adviser will notify its current Clients of any modifications.

Questions.

Please contact Carol Lyons, Member and Chief Compliance Officer, if you have any questions about this Schedule F narrative at (405) 286-2654.

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

**Schedule H of
Form ADV
Page 1**

Applicant: L & M Wealth Management and Retirement Solutions, LLC	SEC File Number: 801-	Date: 10/22/2010
---	-------------------------------------	---------------------------------------

(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure:

Prestige Wrap Fee Program

1. **Applicability of Schedule.** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program ("sponsors"). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
2. **Use of Schedule.** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of the jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right hand corner of the cover page the sponsor's registration number (801- ...).
3. **General Contents of Brochure.** Unlike Parts I and II of this form, this Schedule is not organized in "check-the-box" format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor's duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
4. **Multiple Sponsors.** If two or more persons fall within the definition of "sponsor" in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
5. **Omission of Inapplicable Information.** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor's wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure prepared must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
6. **Updating.** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a "sticker," *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
7. **Contents of Brochure.** Include in the brochure prepared in response to this Schedule:
 - (a) on the cover page, the sponsor's name, address, telephone number, and the following legend in bold type or some other prominent fashion:

This brochure provides clients with information about L & M Wealth Management and Retirement Solutions, LLC, and the Prestige Wrap Fee Program that should be considered before becoming a client of the Prestige Wrap Fee Program. This information has not been approved or verified by any governmental authority.
 - (b) a table of contents reflecting the subject headings in the sponsor's brochure;
 - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program ("portfolio managers"), and the services provided under each program (including the types of portfolio management services);

**Schedule H of
Form ADV
Page 2**

Applicant: L & M Wealth Management and Retirement Solutions, LLC	SEC File Number: 801 -	Date: 10/22/2010
--	---------------------------	----------------------------

- (d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (e.g., the cost of the services if provided separately and the trading activity in the client's account);
- (e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;
- (f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs or spreads paid to market makers from whom securities were obtained by the wrap fee broker);
- (g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;
- (h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,
(2) if performance information is reviewed to determine its accuracy, the name of the party who review the information and a brief description of the nature of the review,
(3) a reference to any standards (i.e., industry standards or standards used solely by the sponsor) under which performance information may be calculated;
- (i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager.
- (j) any restrictions on the ability of clients to contact and consult with portfolio managers;
- (k) in narrative text, the information required by Items 7 and 8 of Part II of this form, and as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;
- (l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and
- (m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

8. Organization and Cross References. Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called for by the form is obscured.

Set forth below the pages(s) of the brochure on which the various disclosures required by Item 7 are provided.

<i>Page(s)</i>			<i>Page(s)</i>			<i>Page(s)</i>		
Item	7(a)	cover	Item	7(f)	3	Item	7(j)	2
	#7(b)	cover		#7(g)	2		#7(k)	4-6
	#7(c)	3-4		#7(h)	5		#7(l)	4-6
	#7(d)	4		#7(i)	2		#7(m)	2
	#7(e)	N/A						

**L & M Wealth Management and
Retirement Solutions, LLC
WRAP PROGRAM
ACCOUNTS**

**Prestige
Wrap Fee
Program Brochure**

Sponsored by:
L & M Wealth Management and Retirement
Solutions, LLC
2601 NW Expressway #110W, Oklahoma
City, OK 73112
405-286-2654

Table of Contents

Program Description	2
L & M Wealth Management and Retirement Solutions, LLC Plan	2
L & M Wealth Management and Retirement Solutions, LLC Services.....	2
Brokerage and Custody	2-3
Program Fees	3-4
About L & M Wealth Management and Retirement Solutions, LLC and its Affiliations.....	4-6

This brochure provides clients with information about L & M Wealth Management and Retirement Solutions LLC, and the Prestige Wrap Fee Program that should be considered before becoming a client of the Prestige Wrap Fee Program. This information has not been approved or verified by any governmental authority.

Program Description

Prestige Wrap Program (“Wrap Program”) has been designed to connect L & M Wealth Management and Retirement Solutions, LLC’s clients with professional in-house money managers and investment vehicles suitable for their financial circumstances and investment objectives. L & M Wealth Management and Retirement Solutions, LLC (“Adviser”) is the sponsor of the Wrap Program. Carol Lyons and Jaycee Melton are currently the investment advisory representatives of the Adviser and both shall act as the Wrap Program's portfolio managers.

L & M Wealth Management and Retirement Solutions, LLC Plan

Adviser is a registered investment adviser which offers investment management services to individuals, high net worth individuals, corporations and business entities. Adviser, depending upon the engagement, offers its services on a fee basis which primarily include percentage of assets based fees. Prior to engaging Adviser to provide any of the foregoing investment advisory services, the client will be required to enter into one or more written agreements with Adviser setting forth the terms and conditions under which Adviser shall render its services (collectively the “Agreement”).

L & M Wealth Management and Retirement Solutions, LLC Services

Prestige Wrap Fee Program Accounts. The Adviser’s Wrap Fee Program Accounts will be managed by the Adviser on a non-discretionary or discretionary basis. The Adviser will review the Wrap Assets on a regular and continuous basis and make recommendations as the Adviser deems appropriate. Adviser will work with its clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients’ educational, home ownership and retirement funding goals and objectives, etc. Adviser may create a portfolio, consisting of individual stocks, bonds or other securities.

In cases where the Client’s account is managed on a non-discretionary basis, the Adviser will not implement any recommendation without the client’s prior approval. The Adviser will act as the Client’s agent to implement such recommendation in accordance with Client’s instructions. The client agrees to review trade confirmations received from the client’s custodian and notify the Adviser immediately of any errors.

There will no restrictions on the ability of clients to contact and consult with portfolio managers.

Carol Lyons and Jaycee Melton will review all accounts at least on a quarterly basis. More frequent reviews may be necessary due to the client’s individual circumstances, economic conditions, general factors affecting the stock market, etc.

Clients will receive transaction confirmations and monthly statements from their account custodians. Collectively, these reports will list client’s account holdings, transactions and fees paid to the Adviser.

Brokerage and Custody of Program Accounts

L & M Wealth Management and Retirement Solutions, LLC will direct transactions for Wrap Fee Accounts to such broker-dealers as they may select, unless the client gives specific directions otherwise. In directing or recommending brokerage, the Adviser seeks “best execution” for client accounts, which is a combination of a number of judgmental factors including price, execution quality and client needs. Recognizing the value of these judgmental factors, brokers selected or recommended may charge commissions that are higher than the lowest commissions that might otherwise be available.

As stated earlier, Adviser may execute or recommend that clients execute their securities transactions through various firms. The choice of which firm to execute trades through will be determined on the financial strength of the broker or dealer, its reputation, pricing and ability to execute trades in a timely manner. Securities transactions will be executed through various brokerage firms and their costs are exclusive of and in addition to the Registrant's fee.

Brokerage firms may be paid certain advisory fees, product management fees (on annuities and securities such as mutual funds), administrative fees and/or transaction charges for its role with respect to Adviser's accounts. Clients will not charged these fees, instead Adviser will be assessed any costs for executing transactions. It is important to note that the aforementioned brokerage firms do not maintain a supervisory relationship with respect to Adviser or its representatives.

Adviser does not maintain custody of client assets. In all managed account cases, the custodian sends monthly statements to Adviser's clients showing all disbursements for the custodian account including the amount of the advisory fees. Clients provide written authorization permitting Adviser to be paid directly for their accounts held by the custodian or trustee.

Program Fees

Adviser's annual fee for investment management services provided through an Adviser sponsored wrap fee program shall be based on the market value of the assets under management and be calculated according to the schedule below:

Assets Under Management	Annual Advisory Fee
First \$2,000,000	2.90%
Balances over \$2,000,000	2.40%

These annual fees shall be negotiable in certain cases and be pro-rated and paid in advance on a monthly basis.

What services are covered by the Program Fees? The Client will not incur transaction charges. The Client may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

What services are not covered by the Program Fees? The Program Fees do not cover brokerage charges to the extent that trades are conducted through brokers or dealers other than what Adviser chooses for its client. The Program Fees do not cover custody charges if clients are custodied anywhere other than the custodian in charge of the client's account. Lastly, the Program Fees do not include expenses of mutual funds that may be included in the client's portfolio.

How are fees charged? These annual fees shall be negotiable in certain cases and be pro-rated and paid in advance on a monthly basis. No increase in the annual fee shall be effective without prior written notification to the Client. Clients are responsible for custodial fees and transaction costs. In the event that the Client terminates Adviser's services before the end of a calendar month, Client shall be assessed a pro-rata fee based on the number of days the Client's account was managed by Adviser.

Unless the Client requests direct billing, fees will be automatically deducted from the account. Clients will be provided with a monthly statement reflecting deduction of the advisory fee.

Is there a minimum fee and are fees negotiable? Adviser generally requires a minimum account size of \$250,000 for managed accounts. This minimum account size may be negotiable in certain circumstances. Annual fees shall be negotiable in certain cases.

Additional Information about Program Fees. Either party may terminate the agreement at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing the Adviser's investment advisory agreement. After five (5) business days, clients will receive pro-rata refunds, which take into account work completed by the Adviser on behalf of the client. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a pro-rata basis.

No portion of Adviser's compensation shall be based on capital gains or capital appreciation of the Assets except as provided for under the Investment Advisers Act of 1940.

Adviser will adhere to the SEC Staff No-Action Letter, *SMC Capital, Inc.* in the event that orders are aggregated.

The wrap program may cost the client more or less than purchasing such services separately and will depend on the trading activity in the client's account. The cost of non-wrapped investment advisory services is generally 10% lower than investment advisory services provided under the wrap program.

About L & M Wealth Management and Retirement Solutions, LLC and its Affiliations

Key Personnel

Carol Lyons and Jaycee Melton will manage all Wrap Program Assets as further described in Schedule F of Form ADV. They will conduct periodic reviews of all client accounts.

Education and Business Background

Carol E. Lyons

Born 1955

Business Experience

12/2009 – Present, L&M Wealth Management and Retirement Solutions, LLC, Member and Chief Compliance Officer

11/2001 – Present, Carol Lyons CFP, Inc., owner and operator

11/2001 – 12/2009 Securities America, Inc, Registered Representative

12/2001 – 12/2009 Securities America Advisors, Inc., Investment Adviser Representative

Education and Professional Licensing

1978 – B.S. Sociology/Criminal Justice, Oklahoma State University, Stillwater, OK

2007 – Series 24

1986 – Series 7

1986 – Series 63

In 1990 Ms. Lyons achieved the designation of Certified Financial Planner.

Jaycee Melton

Born 1953

Business Experience

12/2009 – Present, L&M Wealth Management and Retirement Solutions, LLC, Member

11/2001 – Present, Jaycee Melton Sole Proprietorship, owner and operator

11/2001 – 12/2009 Securities America, Inc., Registered Representative

12/2001 – 12/2009 Securities America Advisors, Inc., Investment Adviser Representative

Education and Professional Licensing

1987 – Series 63

1987 – Series 7

2000 – Series 24

Education and Business Standards

All individuals that render investment advisory services on behalf of Adviser are generally required to have a college degree and/or five (5) years of equivalent industry experience. In addition, all investment advisory representatives must have obtained all required licenses or a professional designation such as the CFP®.

Other Financial Industry Activities or Affiliations

Ms. Lyons and Mr. Melton, in their individual capacity, are licensed in insurance. Hence, he will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients.

Review of Accounts

Ms. Lyons and Mr. Melton review all accounts at least on a monthly basis. More frequent reviews may be necessary due to the client's individual circumstances, economic conditions, general factors affecting the stock market, etc.

Ms. Lyons and Mr. Melton's performance information is not reviewed by the sponsor or a third party.

Clients will receive transaction confirmations and monthly statements from their account custodians. Collectively, these reports will list client's account holdings, transactions and fees paid to the Adviser.

Additional Compensation

While Adviser, and its associated persons, endeavor at all times to put the interest of the clients first as part of their fiduciary duty, clients should be aware that receipt of additional compensation in itself creates a potential conflict of interest and may indirectly influence Adviser's choice of TD AMERITRADE for custody and brokerage services. As disclosed under Item 12.B. above, Adviser participates in TD AMERITRADE's institutional customer program and Adviser may require clients to maintain accounts with TD AMERITRADE. There is no direct link between Adviser's participation in the program and the investment advice it gives to its Clients, although Adviser receives economic benefits through its participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools;

consulting services; access to a trading desk serving Adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have Advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Adviser by third party vendors.

TD AMERITRADE may also have paid for business consulting and professional services received by Adviser's related persons and may also pay or reimburse expenses (including travel, lodging, meals [and entertainment] expenses) for Adviser's personnel to attend conferences or meetings relating to the program or to TD AMERITRADE's Adviser custody and brokerage services generally. Some of the products and services made available by TD AMERITRADE through the program may benefit Adviser but may not benefit its Client accounts. These products or services may assist Adviser in managing and administering Client accounts, including accounts not maintained at TD AMERITRADE. Other services made available by TD AMERITRADE are intended to help Adviser manage and further develop its business enterprise. The benefits received by Adviser or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.