

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

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Name of Investment Adviser: Asset Dedication, LLC				
Address: (Number and Street) One Lovell Avenue	(City) Mill Valley	(State) CA	(Zip Code) 94941	Area Code: Telephone Number: 866-535-0897

This part of Form ADV gives information about the investment adviser and its business for the use of clients.

The information has not been approved or verified by any governmental authority.

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

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

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Part II - Page 2

Applicant:
Asset Dedication, LLC

SEC File Number:
N/A

Date:
10/12/2010

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.....	95 %
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services.....	%
<input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above.....	0 %
<input type="checkbox"/> (4) Issues periodicals about securities by subscription.....	%
<input type="checkbox"/> (5) Issues special reports about securities not included in any service described above.....	%
<input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities.....	%
<input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities.....	0 %
<input type="checkbox"/> (8) Provides a timing service.....	%
<input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above.....	5 %

(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?..... ☒ ☐

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 type="checkbox"/> (2) Hourly charges	<input type="checkbox"/> (5) Commissions
<input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees)	<input type="checkbox"/> (6) Other

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

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

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

<input checked="" type="checkbox"/> A. Individuals	<input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations
<input type="checkbox"/> B. Banks or thrift institutions	<input 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 type="checkbox"/> D. Pension and profit sharing plans	

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

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity Securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" 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 checked="" 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 checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" 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 checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

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

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

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" 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 checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input 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 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 | |

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
[x] []

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

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

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Applicant:
Asset Dedication, LLC

SEC File Number:
N/A

Date:
10/12/2010

9. Participation or Interest in client Transactions. (check those that apply)

Applicant or a related person:

- ☐ 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 stat 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.

Please refer to Schedule F.

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

Please refer to Schedule F.

Applicant:
Asset Dedication, LLC

SEC File Number:
N/A

Date:
10/12/2010

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

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

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

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

13. Additional Compensation.

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

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

Introduction

Asset Dedication, LLC (hereinafter referred to as “Asset Dedication”) is a limited liability company formed under the laws of the State of Delaware. This Schedule F narrative provides clients with information regarding Asset Dedication and the qualifications, business practices, and nature of services that should be considered before becoming a client of the Asset Dedication. Additional information about Asset Dedication is available through the U.S. Securities and Exchange Commission’s (SEC) website at www.adviserinfo.sec.gov. Clients can search this site by using Asset Dedication’s name or by an identification number known as a CRD number. The CRD number for Asset Dedication is 151988. Please note that while additional information about Asset Dedication can be attained through the SEC’s website, Asset Dedication is not registered with the SEC. Asset Dedication is currently registered with the California Department of Corporations, Asset Dedication’s home state, and will be registered or properly exempt from registration in other states in which Asset Dedication conducts business.

Item 1.D.

Investment Management Services and Fees

Asset Dedication provides sub-advisory investment management services to clients of unaffiliated Investment Advisors (referred to as “Advisors”) who have contractually engaged with Asset Dedication”). Asset Dedication may provide its services directly to retail clients, but typically all services are provided to through said Advisors, who then interface directly with the clients. Clients who seek to engage Asset Dedication’s services will typically work with an Advisor who will provide financial planning services other than those required for Asset Dedication’s portfolio design and maintenance services. Clients engage Asset Dedication to design an investment portfolio and provide ongoing corresponding investment management services on a *fee-only* basis. This service may be structured so that Asset Dedication will manage only the portion of assets or selected accounts as chosen by the client and Advisor.

Asset Dedication utilizes its Asset Dedication® approach which is based on the principle of cash-matching a client’s income needs using fixed income securities over determined horizon. While fixed income securities are a focus of Asset Dedication’s investment program, Asset Dedication may provide advice on and recommend any type of security noted in Item 3 of Form ADV Part II.

Asset Dedication generally offers two different styles of investment management services. These two primary types of services are described below:

1. **Defined Income Separate Account:** A liability driven fixed income separate account built to maximize the utility of bonds in an investor’s portfolio. The objective is to efficiently deliver a pre-determined income stream, agreed upon in the financial planning process, to investors in both taxable and non-taxable accounts.
2. **Critical Path Unified Portfolio:** A complete portfolio solution which adds complimentary Cash and Growth portfolios to the Defined Income portfolio. The Growth Portfolios are usually implemented with mutual funds and/or ETF’s and are designed to optimize the minimum return characteristics of the portfolio over various time horizons.

Fee schedules for its offerings will vary by product type and account size. The standard fees are as follows:

Asset Dedication's annual fee schedule for a **Defined Income Separate Account** portfolio is:

First	\$5,000,000	.35% of assets under management
Next	\$5,000,000	.25%
Over	\$10,000,000	.15%

Asset Dedication's annual fee schedule for a **Critical Path Unified** portfolio is:

First	\$5,000,000	.35% of assets under management
Next	\$5,000,000	.25%
Over	\$10,000,000	.15%

Clients are charged an investment management fee based upon a percentage of the market value of the assets being managed by Asset Dedication, as described in the above schedules though are negotiable based on factors such as the size and complexity of the client's account. The annual investment management fee rate charged shall vary depending upon the market value of assets under management and the specific type of investment management services to be rendered. Fees are typically payable in arrears, deducted directly from the client's account on a quarterly basis. When fees are charged based upon a percentage of the value of a client account, Asset Dedication will use the value of the account on the last day of the quarter to calculate the quarterly fee. Fees for the initial quarter will be pro-rated based upon the number of days services are actually provided during the first quarter.

It is generally the case that both the Advisor and Asset Dedication will be charging fees on the assets being managed by Asset Dedication. Most commonly, the Advisor will be responsible for billing and collecting its fee from the client. In these situations Asset Dedication will only be responsible for calculating and debiting its management fee. In the alternative, when requested by the Advisor, the Advisor's fee is charged and collected by Asset Dedication. Asset Dedication will then transfer, by journal entry or otherwise, to the Advisor its fee. In even more limited situations, the Advisor is responsible for collecting both the Asset Dedication and Advisor's fee. In these cases, the Advisor is solely responsible for collecting the fee and paying Asset Dedication's fee to Asset Dedication. Asset Dedication will be responsible to ensure the fee is properly calculated.

In unique situations and only upon the explicit approval of Asset Dedication, Asset Dedication may charge an annual flat fee for its services. Flat fees generally range between \$10,000 and \$50,000 annually per client. Typically, the fixed fee option is only available in situations where Asset Dedication will not have any trading authorization or other access to the client's account. While Asset Dedication will not have trading authorization on the client's account, Asset Dedication is still responsible for providing on-going supervision over the account using Asset Dedication's ® approach. The client or Advisor will have ultimate responsibility to implement any trade recommendations provided by Asset Dedication.

For additional disclosure regarding the payment of the Client's overall management fees please see Item 13.B. of this Schedule F.

Clients should understand that lower fees for comparable services may be available from other sources.

Asset Dedication shall allocate investment management assets, in accordance with the investment objectives of the client, among various investment alternatives. Typically, this is done on a discretionary basis. However, upon approval by Asset Dedication, Asset Dedication may manage accounts on a non-discretionary trading basis. Rarely, Asset Dedication may agree to an engagement to provide trade signals only and not be granted trading authorization over a client's account. In these cases, the client and/or Advisor Introducing Asset Dedication will have sole responsibility for accepting, rejecting and implementing any recommendations made by Asset Dedication. Prior to rendering investment management services, Asset Dedication ascertains, in conjunction with the client, the client's financial situation, risk tolerance, and investment objective(s) through the information provided by the Advisor.

Prior to Asset Dedication providing investment management services, the client will be required to enter into a formal agreement with Asset Dedication setting forth the terms and conditions under which Asset Dedication shall manage the client's assets, and a separate custodial/clearing agreement with the broker-dealer/custodian. Both Asset Dedication's investment advisory agreement and the broker-dealer/custodian's custodial/clearing agreement may authorize the broker-dealer/custodian to debit the account for the amount of the Asset Dedication's investment management fee and to directly remit that management fee to Asset Dedication in accordance with required regulatory procedures. In addition to Asset Dedication's investment management fee, the client shall also incur, relative to mutual fund purchases, charges imposed directly at the mutual fund level (i.e. fund fees and expenses), and any transaction charges, commissions, or redemption fees charged by the broker-dealer/custodian. The investment advisory agreement between the Asset Dedication and the client will continue in effect unless terminated by either party by written notice in accordance with the terms and conditions of the agreement. Asset Dedication's investment management fee shall be prorated through the date of termination.

Asset Dedication will allocate investment management assets of its client accounts, on a discretionary basis, using its Asset Dedication® strategy. The following disclosure is specifically applicable to Asset Dedication's management of client assets:

1. **Initial Interview** – at the opening of the account, Asset Dedication, through the client's Advisor, shall obtain from the client information sufficient to determine the client's financial situation and investment objectives;
2. **Individual Treatment** - the client's account is managed on the basis of the client's financial situation and investment objectives;
3. **Notice of Changes** – it is the client and its Advisor's responsibility to advise Asset Dedication when the client's financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the client's account;
4. **Annual Contact** – at least annually, Asset Dedication, through the client's Advisor, shall contact the client to determine whether the client's financial situation or investment objectives have changed, or if

the client wants to impose and/or modify any reasonable restrictions on the management of the client's account;

5. **Consultation Available** – Asset Dedication and the client's Advisor shall be reasonably available to consult with the client relative to the status of client's account;

6. **Quarterly Statement** – the client shall be provided with a statement, at least quarterly, that is prepared by the account custodian and delivered to the client directly from the custodian. That statement shall contain a description of all activity in the client's account during the preceding period;

7. **Ability to Impose Restrictions** – the client shall have the ability to impose reasonable restrictions on the management of his/her/its account, including the ability to instruct Asset Dedication not to purchase certain specific securities or mutual funds;

8. **No Pooling** – the client's beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the client's account;

9. **Separate Account** - a separate account or accounts will be maintained for the client with the custodian; and

10. **Ownership** – each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

Clients are generally required to establish accounts at a broker/dealer chosen by their Advisor and approved by Asset Dedication. The broker/dealer will serve as the client's qualified custodian and maintain physical custody of all client funds and assets. Additional information regarding the selection of broker/dealers is contained at Item 12.B. of this document.

In performing its services, Asset Dedication is not required to verify any information (such as investment objectives and limitations) received from the client, the Advisor or from the client's other professionals, and Asset Dedication is expressly authorized to rely thereon. The client is free to accept or reject any recommendation made by Asset Dedication. Moreover, each client is advised that it must notify Asset Dedication promptly if there is any change in the client's financial situation or investment objectives for the purpose of reviewing/evaluating/revising Asset Dedication's previous recommendations and/or services.

A copy of this Form ADV Part II, including Schedule F, shall be provided to each client prior to, or contemporaneously with, the execution of the client agreement. Any client who has not received a copy of Asset Dedication's written disclosure statement at least forty eight (48) hours prior to executing the client agreement shall have five (5) business days subsequent to executing the agreement to terminate Asset Dedication's services without penalty.

Item 2.G.

Asset Dedication has a client relationship with an employee union of a non-profit institution with which an officer of the Asset Dedication is affiliated.

Item 3. L.

Money market accounts are used for client cash.

Item 4. A. (5)

Asset Dedication utilizes the Asset Dedication® approach as explained in the book "Asset Dedication" (McGraw Hill, 2005) written by Stephen Huxley and Brent Burns, Asset Dedication's Chief Investment Strategist and President/Chief Compliance Officer, respectively. This approach is based on the principle of cash-matching a client's income needs using fixed income securities.

Item 4. B. (8)

Asset Dedication utilizes its proprietary research methods utilizing databases from various sources, including Dimensional Fund Asset Dedications, Center for Research in Security Prices (Univ. of Chicago), and federal and state government sources, among others.

Item 5.

Individuals providing investment advice on behalf of Asset Dedication must complete college level training in finance, preferably at the graduate level. In addition, individuals must comply with all state licensing requirements for investment Asset Dedication representatives, as applicable.

Item 6. – Education and Business Background for Investment Personnel and Principal Executive Officers

Huxley, Stephen Jared (Chief Investment Strategist/Member/Manager): Born in 1943; BS in statistics and business from Ohio State University (1966), PhD in economics from The University of California at San Diego (1975); He is engaged in a profession other than providing financial planning and investment advice: he is and has been a professor at The School of Business & Management at The University of San Francisco since 1973.

In October 2009, Asset Dedication, LLC underwent a reorganization resulting in a change in ownership and control. Mr. Huxley was associated with the predecessor Asset Dedication, LLC since its inception in 2002 and has been affiliated with the successor Asset Dedication, LLC since inception.

When actively teaching courses, Mr. Huxley will spend approximately 40% of his business time in his duties as a professor. The remaining amount of his business time is devoted to the activities of Asset Dedication, LLC.

Burns, John Brent (President/Member/Manager/Chief Compliance Officer): Born in 1969; BS in industrial organization from The University of California at Berkeley (1992) and MBA in finance from The University of San Francisco (2000); during the past 10 years, he was director of operations at Naismith Dental Corporation (1992-2000); a securities registered representative with Morgan Stanley Dean Witter (2000-2001); vice-president of finance for Real World MBA, a business consulting firm (2001-2003) and is a senior philanthropic advisor for Environmental Defense Fund, a non-profit organization (2003 to 2009).

In October 2009, Asset Dedication, LLC underwent a reorganization resulting in a change in ownership and control. Mr. Burns was associated with the predecessor Asset Dedication, LLC since its inception in 2002 and has been affiliated with the successor Asset Dedication, LLC since inception.

Parkin, Tony Walter (Director of Advisor Solutions): Born 1975; BS in Finance from San Diego State University (1997). Mr. Parkin joined Asset Dedication in December 2009. During the past 10 years he was Regional Vice President and licensed as an investment advisor representative with Bellatore Financial Inc. (04/2008 – 05/2009) a turnkey asset management provider. During that same time he was also licensed as a registered representative with Bellatore Securities, Inc. Mr. Parkin was a Key Accounts Manager with the Charles Schwab Institutional Division of Charles Schwab & Company, Inc. (03/1999 – 03/2008). Charles Schwab Institutional provides brokerage and custodial services to clients through independent registered investment advisory firms.

Fletcher, Jeremy Dana (Portfolio Manager): Born in 1969; BA in economics/mathematics from Claremont McKenna College (1991), MBA in finance from The University of San Francisco (expected May 2010); Chartered Financial Analyst (2000). Mr. Fletcher joined Asset Dedication in April 2010. During the past 10 years, he was an Investment Analyst/Portfolio Manager with the City & County of San Francisco (02/2009 – 04/2010); and Vice-President and Portfolio Manager for American Century Investments, a financial products firm (06/1997 – 09/2007). Mr. Fletcher had no employment from 09/2007 – 02/2009.

Item 8.C.(1)

Asset Dedication has a related person, BondDesk Trading LLC, which is a broker/dealer. However, Asset Dedication does not refer clients directly to BondDesk Trading LLC and does not directly use the brokerage services of BondDesk Trading LLC. However, BondDesk Trading LLC may serve as an optional or the only fixed income broker/dealer trading platform through the broker/dealer arrangements detailed in Item 12.B. below. Therefore, Asset Dedication may indirectly use the services of BondDesk Trading LLC as a result of Asset Dedication's clients establishing accounts through a broker/dealer such as Charles Schwab & Company, Inc. ("Schwab"), National Financial Services, LLC ("NFS") or another broker/dealer that has engaged the execution services of BondDesk Trading LLC. Asset Dedication will have direct access and will execute trades on behalf of clients through Schwab, NFS, or another broker or client custodian. As noted, such trades may be executed through BondDesk Trading LLC as a matter of happenstance but not because Asset Dedication knowingly chose to do so. Because Asset Dedication and BondDesk Trading LLC are related companies, Asset Dedication's parent company may be benefitted if Asset Dedication were to prefer BondDesk Trading LLC over other fixed income trading platforms. Asset Dedication controls for this conflict of interest by allowing the Introducing Asset Dedication and/or its clients to select the broker/dealer the client will use and not playing an active role in selecting these brokers.

NBD Holdings Corp. is the 100% owner of BondDesk Group LLC and BondDesk Group LLC is the 100% owner of BondDesk Trading LLC, a registered broker dealer.. The owner of the majority of the interests in Asset Dedication is Asset Dedication Holdings LLC. Asset Dedication Holdings LLC, in turn, is owned 100% by NBD Holdings Corp.

BondDesk Group LLC and Asset Dedication have entered into a services agreement whereby BondDesk Group LLC has agreed to provide certain administrative services to Asset Dedication, for which Asset Dedication will pay certain fees to BondDesk Group LLC. These services include financial, accounting, human resources assistance, legal, and technology support. BondDesk Group LLC may retain third parties to provide such services to Asset Dedication or may directly provide such services. Services provided by BondDesk Group LLC are not contingent on Asset Dedication directing business to

BondDesk Trading LLC or any other company controlled by BondDesk Group LLC. Rather, such services are being outsourced to- BondDesk Group LLC in an effort to obtain cost advantages that Asset Dedication's current size does not permit, and are provided by BondDesk Group LLC solely in consideration for fees paid by Asset Dedication.

Item 8.C.(3)

Asset Dedication is related indirectly to Advent International, a registered investment adviser located at 75 State Street, Boston, MA 02109. Advent is the general partner and fund manager of the Advent International Funds that have ownership interest in NBD Holdings Corp.

Item 9. – Code of Ethics

Asset Dedication has established a Code of Ethics that will apply to all of its associated persons. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of its clients at all times. Asset Dedication has a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for the Asset Dedication's Code of Ethics which also covers its Insider Trading and Personal Securities Transactions Policies and Procedures. Asset Dedication requires all of its supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Asset Dedication has the responsibility to make sure that the interests of all clients are placed ahead of Asset Dedication's or its supervised persons' own investment interest. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to any services being performed. Asset Dedication and its supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of Asset Dedication's Code of Ethics. However, if a client or a potential client wishes to review Asset Dedication's Code of Ethics in its entirety, a copy will be provided promptly upon request.

Item 9. E.

Subject to the restrictions set forth in Asset Dedication's Code of Ethics, Asset Dedication and its associated persons may buy or sell securities that are also recommended to clients. In order to minimize this conflict of interest, securities recommended by Asset Dedication must be widely held and publicly traded and subject to the limitations set forth in the Asset Dedication's Code of Ethics. In addition, in accordance with its fiduciary duty to clients, Asset Dedication and its associated persons will place client interests ahead of their own interests. Under rules applicable to all investment advisors, whether or not registered, Asset Dedication has adopted policies and procedures that require it to monitor and police personal trading to identify conflicts and address them expeditiously.

Item 11.A.

Account reviews are provided in connection with asset management accounts. The Advisor will contact clients at least annually for the purpose of reviewing their account and to determine if there have been changes in their financial situation or investment objectives. Advisors are solely responsible for forwarding all changes to Asset Dedication. If the Advisor fails to forward such information, in the appropriate case, the Asset Dedication may be required to resign the engagement for such client. Account reviews will be done annually, although more frequent reviews may also be triggered by changes in the client's circumstances, client request, or changes within the market. The underlying portfolios used to manage client accounts and holdings within those portfolios are reviewed on a more frequent basis. Portfolios are usually reviewed as frequently as weekly, but no less than monthly. Asset

Dedication is responsible for ongoing trading services for accounts in which the Asset Dedication is considered the manager and has been granted trading authorization.

Messrs. Huxley, Burns and Fletcher are currently the only staff who are authorized to perform any client review and are responsible for providing all investment advice.

Item 11.B.

Client accounts are tracked periodically using an online service (Tamarac Advisor). All client accounts are maintained by third-party custodians who provide clients with monthly statements of their accounts. In addition, each client (unless the client requests otherwise) will receive an annual review to indicate where the client stands in comparison with their long term goals.

Item 12. A. (1) and (2)

Upon receiving written authorization from the client, Asset Dedication provides discretionary investment management services for client accounts. When discretionary authority is granted, Asset Dedication will have the authority to determine the type of securities and the amount of securities that can be bought or sold for the client portfolio without obtaining the client's consent for each transaction. Other than the ability to withdraw Asset Dedication's management fee directly from a client's account, Asset Dedication will not be given discretionary authority to withdraw funds and securities from client accounts.

Proxy Voting. Unless otherwise instructed by a client, it is the policy of Asset Dedication to vote proxies on the investments under its supervisory and management services. Proxies will be voted in the best interest of clients. Asset Dedication's proxy voting policy is to cast proxy voting in favor of proposals that are anticipated to enhance the long-term value for the client's shareholders and the company. Generally, this will mean voting "for" proposals that are to improve the management of a company, increase the rights or preferences of the voted securities, and/or increase the chance that a premium offer would be made for the company or for the voted securities. Asset Dedication's decision to vote in support or opposition of a proposal will always depend on the specific circumstances described in the proxy statement and other available information.

Asset Dedication votes proxies based on the best interests of each individual client. This means Asset Dedication may vote one way for one client and the opposite way for other clients. Upon taking authority to vote proxies, clients may place restrictions on how Asset Dedication votes. In addition, clients always have the ability to direct a particular proxy vote by contacting Asset Dedication prior to when the vote must take place.

Clients may request a complete copy of Asset Dedication's proxy voting policies and procedures as well as information on how the individual client's proxies were voted by contacting the Asset Dedication at the address or phone number indicated on this Form ADV Part II Cover Page of this disclosure document.

Item 12.B. and 13.A. – Selection of Broker/Dealer

Clients contracting for Asset Dedication's investment management program are free to select any broker/dealer they wish and are so informed, subject to the final approval of Asset Dedication. Generally, clients will discuss with their Advisor an appropriate broker/dealer to hold the client's

account to be managed by Asset Dedication. When a client or Advisor directs the use of a particular broker/dealer or other custodian, Asset Dedication may not be able to obtain the best prices and execution for the transaction. Clients and Advisors who direct the use of a particular broker/dealer or custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular broker/dealer or custodian. Further, trades in client directed accounts may be placed by Asset Dedication after effecting non-directed trades.

While Asset Dedication attempts to be flexible with the broker/dealers used by clients, Asset Dedication must be able to integrate the broker/dealer's trading platform into Asset Dedication's operational, trading and compliance systems. To that end, Asset Dedication may suggest which broker/dealers' systems are most easily integrated with the Asset Dedication's systems.

Asset Dedication seeks the best execution possible for its clients' accounts, given all available facts and circumstances. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of any broker/dealer used must be efficient, seamless, and straightforward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors to be considered when selecting a broker/dealer. Of course, the client and Advisor are free to choose whichever broker they would like to use provided such broker is capable of executing the Asset Dedication® approach.

Asset Dedication utilizes the services of institutional trading and custody platforms, including: Schwab Institutional for which Charles Schwab & Company, Inc. serves as the broker/dealer and qualified custodian, TD Ameritrade Institutional for which TD Ameritrade serves as the broker/dealer and qualified custodian and Fidelity Investments Wealth Management for which National Financial Services, LLC serves as broker/dealer and qualified custodian.

Asset Dedication is not affiliated with Charles Schwab, TD Ameritrade or Fidelity. These platforms allow Asset Dedication access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment Asset Dedications on an unsolicited basis, at no charge to them so long as a minimum threshold of the Asset Dedication's clients' assets are maintained in accounts through the platform and are not otherwise contingent upon Asset Dedication committing to the provider any specific amount of business (assets in custody or trading). The institutional platforms' services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Charles Schwab, TD Ameritrade and Fidelity (the "Custodians") do not charge separately for custody services for Asset Dedication's clients for whom the Custodians have custody. Rather, the Custodians are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the respective broker/dealer or that settle into the broker/dealer's accounts.

The Custodians also make available to Asset Dedication other products and services that benefit Asset Dedication but may not benefit its clients' accounts. Some of these other products and services assist Asset Dedication in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data;

facilitate payment of Asset Dedication's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Asset Dedication's accounts, including accounts not maintained at the particular broker/dealer. Custodians also make available to Asset Dedication other services intended to help Asset Dedication manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

Asset Dedication is an affiliated company of BondDesk Group LLC and BondDesk Trading LLC. Asset Dedication will not knowingly direct a trade through a broker with the express intent of directing a trade in a manner which causes the trade to be booked through BondDesk Trading LLC's operating broker dealer in a principal or riskless principal transaction.

Item 13.B.

An Advisor, at the time of introducing Asset Dedication to a client, shall disclose the nature of the relationship between Asset Dedication and the Advisor, and shall provide each prospective client with a copy of Asset Dedication's Form ADV Part II including Schedule F which includes a summary of Asset Dedication's Code of Ethics. The Advisor shall disclose the terms of the arrangement between Asset Dedication and the Advisor, including the manner in which each party is being compensated. Annually thereafter, Asset Dedication shall offer to provide copies of its Form ADV Part II and Schedule F.

Due to the arrangements between Asset Dedication and Advisor, Asset Dedication will rarely, if ever, come into direct contact with the underlying Client. The Advisor will maintain responsibility for the direct client relationship and serve as a communication conduit between Asset Dedication and the underlying Client.

From time to time, Asset Dedication may recommend or refer potential clients (such as someone who read Asset Dedication's book (see Item 4. A. (5) above)) to a number of Advisors, some of whom may have a relationship with Asset Dedication. Asset Dedication hopes that as a result of recommending an Advisor, the Advisor will in turn recommend that the prospective client use the services of Asset Dedication. Asset Dedication does not receive a referral fee for referring clients to an Introducing Advisor.

Please note: Asset Dedication does not typically work directly with clients exclusively on a one-on-one basis. In almost all situations, clients must engage Asset Dedication through an unaffiliated Advisor. However, Asset Dedication does have a small number of direct client relationships. Clients that engage Asset Dedication's services as a result of referrals from unaffiliated Advisors may pay more or less to obtain Asset Dedication's investment management services than do clients that work directly with Asset Dedication. Different fees charged by Advisors will result in fee variations among clients. This is because a portion of the sum total of the fees charged on the assets being managed by Asset Dedication is determined by the Advisor. In such situations, where the client pays more, the engagement shall result in an additional charge to the client in excess of what the client would have paid if the client were to engage the services of Asset Dedication independent of the Advisor's introduction. Variations in the Advisor's compensation may be due to the consulting and monitoring services the Advisor may provide to the client on an ongoing basis. . Such arrangements, and the terms and conditions thereof, are

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exclusively determined between the client and the Advisor, to which Asset Dedication will not be a party.