

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

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Name of Investment Adviser:

Wellspring Wealth Management, LLC

Address: (Number and Street)

2639 Fruitville Road, Suite 101

(City)

Sarasota

(State)

FL

(Zip Code)

34237

Area Code: Telephone Number:

(941) 296-7092

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

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

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

FORM ADV**Part II - Page 2**

Applicant:

Wellspring Wealth Management, LLC

SEC File Number:

801-70795

Date:

May 24, 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 | <u>100</u> % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | ____% |
| <input type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | ____% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | ____% |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | ____% |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | ____% |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | ____% |
| <input type="checkbox"/> | (8) | Provides a timing service | ____% |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | ____% |

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

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

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

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input 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 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 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:

Wellspring Wealth Management, LLC

SEC File Number:

801- **70795**

Date:

May 24, 2010**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

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

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

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

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

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

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

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Applicant:

Wellspring Wealth Management, LLC

SEC File Number:

801-70795

Date:

May 24, 2010**5. Education and Business Standards.**

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

Yes No
☒ ☐

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

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input 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:

Wellspring Wealth Management, LLC

SEC File Number:

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Date:

May 24, 2010

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes

☐

No

☒

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

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

Michael H. Reynolds, Principal of Wellspring Wealth Management, LLC, will review all accounts. All client accounts are reviewed in detail at least semi-annually, but interim reviews may be triggered by a number of factors. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. In addition, the portfolio of recommended securities is reviewed, in aggregate, on a daily basis. Any perceived need for change is then considered for each client portfolio on an individual basis.

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

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Wellspring Wealth Management, LLC provides a quarterly report for each client. This report generally includes a summary of portfolio holdings, performance and asset allocation. Other reports are available as needed or requested by the client.

Applicant:

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Date:

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12. Investment or Brokerage Discretion.

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

(1) securities to be bought or sold?

Yes No

☒ ☐

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

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

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

Yes No

☒ ☐

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

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

13. Additional Compensation.

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

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

Yes No

☒ ☐

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

Yes No

☐ ☒

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

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

- has custody of client funds or securities (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:	SEC File Number:	Date:
Wellspring Wealth Management, LLC	801- 70795	May 24, 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: Wellspring Wealth Management, LLC	IRS Empl. Ident. No.: 27-1150263
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Item of Form (identify)	Answer
1.D	<p>SERVICES</p> <p>Wellspring Wealth Management, LLC (hereinafter “Wellspring”), provides investment management services and financial planning services to its clients. Wellspring performs a detailed risk management/future needs analysis which will determine and define return expectations and asset allocation. Wellspring then will generate an Investment Policy Statement. Next, Wellspring will construct a portfolio comprised of ETF’s and mutual funds. The funds will be a combination of actively and passively managed funds. Wellspring will provide tactical changes and continue monitoring portfolios by providing detailed performance reporting.</p> <p>Wellspring approach is to help each client individually establish and then meet specific goals, while staying within the risk tolerance level indicated by each client. Wellspring accomplishes this by spending focused time with each client, asking questions, and discussing alternative ideas with the client.</p> <p><u>Portfolio Management</u></p> <p>At the beginning of the relationship, Wellspring meets with the new client, gathers information, performs research and analysis as necessary and then prepares a summary regarding the investment plan for the client. Investment objectives are established and recorded at this time. These objectives and other data are commonly revised or updated over time.</p> <p>Wellspring further assists its clients in implementing their investment plans by managing portfolios, most often on a discretionary basis. Under such an arrangement, Wellspring has the authority to supervise and direct the portfolio without prior consultation with the client. Wellspring utilizes mutual funds, ETF’s, corporate debt securities, municipal securities to construct a portfolio most suitable to meet the client’s goals and objectives within the client’s individual risk tolerance.</p> <p>Clients have the right to impose certain restrictions on Wellspring, such as prohibiting the inclusion of certain types of stocks (e.g., “sin stocks”) in a portfolio or prohibiting the sale of certain stocks held in the account at the commencement of the relationship. Such restrictions and guidelines imposed by clients affect the composition and performance of portfolios. In addition, each client’s portfolio is treated individually, with very specific consideration given to each decision made on its behalf. For these and other reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios would be identical with the average client of Wellspring.</p> <p>In some instances, clients may elect to utilize Wellspring’s services on a non-discretionary basis. In such situations, Wellspring will monitor the portfolio on an ongoing basis, and will make recommendations. The client retains the responsibility for the final decision on all actions taken with respect to the portfolio. In adopting such recommendations, the client may request that Wellspring, as an accommodation, place orders pursuant to the</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:	SEC File Number:	Date:
Wellspring Wealth Management, LLC	801- 70795	May 24, 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: Wellspring Wealth Management, LLC		IRS Empl. Ident. No.: 27-1150263								
Item of Form (identify)	Answer									
1.D Continued	<p>recommendation(s), and the client may further give Wellspring the right to determine the executing broker for the trade, or may direct that such transactions be effected through specified brokers.</p> <p>In either case, throughout the relationship with each client, Wellspring encourages and promotes regular dialogue with clients and with their other advisors, such as attorneys, accountants and other professionals.</p> <p><u>Financial Planning</u></p> <p>Part of the overall service offered by Wellspring is limited financial planning. Clients who wish to utilize the financial planning services of Wellspring may elect to have this service provided in conjunction with management of the portfolio.</p> <p>General Fee Information</p> <p>All fees paid to Wellspring for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other expenses. If the fund also imposes a sales charge, a client could pay an initial or deferred sales charge. Fees paid to Wellspring are exclusive of all custodial and transaction costs paid to account custodian, brokers or other third party consultants. The client should review all fees charged by mutual funds, Wellspring and others to fully understand the total amount of fees to be paid by the client.</p> <p><u>Portfolio Management Fees:</u></p> <p>Portfolio Management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees may be prorated accordingly. Either party may terminate the Management Agreement upon thirty (30) days' written notice. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Wellspring from the client will be invoiced. Fees are calculated based on a percentage of assets under management. The annual fee schedule for these services is as follows:</p> <table border="0"> <tr> <td>1.00%</td> <td>First \$10,000,000 of market value, plus</td> </tr> <tr> <td>0.50%</td> <td>Next \$15,000,000, plus</td> </tr> <tr> <td>0.40%</td> <td>Next \$25,000,000, plus</td> </tr> <tr> <td>0.30%</td> <td>thereafter</td> </tr> </table> <p>Wellspring may, from time to time, provide portfolio management services for a negotiated fixed fee. Such instances may be considered only at Wellspring's discretion.</p> <p><u>Financial Planning fees:</u></p> <p>Any financial planning advice provided to clients is generally included in the Portfolio Management fee.</p>		1.00%	First \$10,000,000 of market value, plus	0.50%	Next \$15,000,000, plus	0.40%	Next \$25,000,000, plus	0.30%	thereafter
1.00%	First \$10,000,000 of market value, plus									
0.50%	Next \$15,000,000, plus									
0.40%	Next \$25,000,000, plus									
0.30%	thereafter									

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:	SEC File Number:	Date:
Wellspring Wealth Management, LLC	801- 70795	May 24, 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: Wellspring Wealth Management, LLC		IRS Empl. Ident. No.: 27-1150263
Item of Form (identify)	Answer	
1.D Continued	<p><u>Proxy Voting</u></p> <p>In certain circumstances upon client request, Wellspring shall vote proxies related to securities held by any client. Wellspring will vote proxies in such a way that, to the best of our knowledge, is in the best interest of each individual shareholder. From time to time, this may mean that the same proxy proposal may be voted differently for different clients. Wellspring will consider only those factors that relate to the client's investment(s) or factors that are set forth in written instructions from the client.</p> <p>In general, Wellspring believes that voting proxies in accordance with the following guidelines, with respect to such routine items, is in the best interests of our clients. Wellspring will generally vote for:</p> <ul style="list-style-type: none"> • The election of directors (where no corporate governance issues are implicated); • Proposals that strengthen the shared interests of shareholders and management; • The selection of independent auditors based on management or director recommendation, unless a conflict of interest is perceived; • Proposals that we believe may lead to an increase in shareholder value; • Management recommendations adding or amending indemnification provisions in charter or by-laws; • Proposals that maintain or increase the rights of shareholders. <p>Wellspring will generally vote against any proposals that Wellspring believe will have negative impact on shareholder value or rights.</p> <p>While all proxies will receive attention and consideration, more detailed research will be conducted for non-routine items and conflict of interest items. If Wellspring perceives a conflict of interest, our policy is to notify affected clients in writing, in order that they may choose the course of action they deem most appropriate.</p> <p>A copy of the complete policy, as well as records of proxies voted, is available to clients upon request. As required under the Advisers Act, such records are maintained for a period of five (5) years.</p>	
5.	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>Wellspring requires any associated person involved in determining or giving advice to have significant applicable experience or to have a college degree, preferably graduate level, in a related field. Additionally, associated persons will be required to hold any licenses that may be required by a regulatory agency.</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:	SEC File Number:	Date:
Wellspring Wealth Management, LLC	801- 70795	May 24, 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: Wellspring Wealth Management, LLC		IRS Empl. Ident. No.: 27-1150263
Item of Form (identify)	Answer	
6.	EDUCATION AND BUSINESS BACKGROUND <i>Michael H. Reynolds</i> <i>10/03/1964</i> <u>Education</u> University of Richmond, B.S Business, 1986 <u>Business Background</u> Wellspring Wealth Management, LLC, Managing Member/CCO, 11/2009- Present Lydian Private Bank, SVP Wealth Management Director, 09/2008 – 10/2009 US Trust Bank of America Private Bank, SVP, 04/2005 – 09/2008 Smith Barney Citigroup, VP, 08/1998 – 04/2005	
9.	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS	
E.	Code of Ethics Wellspring has adopted a Code of Ethics, the full text of which is available to you upon request. Wellspring has several goals in adopting this Code. First, Wellspring desires to comply with all applicable laws and regulations governing its practice. Next, the management of the Company has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. Wellspring has set high standards, the intention of which is protect client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to strictly adhere to these guidelines, as well as the procedures for approval and reporting established in the Code. Wellspring has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code. Finally, Wellspring has adopted specific policies and procedures designed to assist in the implementation of the guidelines outlined in the Code. Our procedures include specific steps taken with regard to the treatment of aggregated or bundled trading activities. This also includes policies and procedures relating to the required approval and reporting of the personal securities transactions of our personnel; required holdings reports for personnel; insider trading education and prohibitions; and client privacy protection. Such policies and procedures will serve to assist in reviewing the effectiveness of the implementation of the Code on an ongoing basis.	
12. A	INVESTMENT OR BROKERAGE DISCRETION (1) and (2) Depending on the choice made by each client, with respect to those accounts that Wellspring manages on a continuous basis, Wellspring may have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, and the timing of such transactions.	

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:	SEC File Number:	Date:
Wellspring Wealth Management, LLC	801- 70795	May 24, 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: Wellspring Wealth Management, LLC		IRS Empl. Ident. No.: 27-1150263
Item of Form (identify)	Answer	
12.A Continued	<p>(3) and (4) All clients will have the opportunity to select the custodian and/or broker-dealer of their choice; however, clients in need of custodial services will generally have Charles Schwab & Co., Inc (“Schwab”) recommended to them. Although Wellspring may recommend or even require that clients establish accounts at Schwab, the final decision as to where to custody assets rests with the client. Depending on the choice made by the client, Wellspring may or may not have the opportunity to negotiate commissions paid by the client, and Wellspring’s ability to obtain best execution may be impaired. (Please see 12 B below.) Under normal circumstances, Wellspring will select the broker/dealer for all trades made on behalf of discretionary clients.</p>	
B.	<p><u>Suggested brokers</u></p> <p>Wellspring utilizes the institutional services of Schwab, a FINRA-registered broker-dealer. Schwab provides a service program, Schwab Institutional (“SI”), to independent investment advisers. Clients in need of custodial services will generally have Schwab recommended to them. As part of Schwab Institutional, Wellspring receives some benefits. (Please see the disclosure under Item 13A of this Schedule F narrative.)</p> <p>When given the discretion to do so, Wellspring will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The evaluation of the reasonableness of commission rates is based on the broker’s ability to provide professional services, competitive commission rates, research and other services which will help Wellspring in providing investment advisory services to clients. Wellspring may therefore recommend the use of (or use) a broker/dealer who provides useful research and securities transaction services even though a lower commission may be charged by a different broker/dealer, who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all of Wellspring’s clients, and not all of such research may be useful for the account for which the particular transaction was effected.</p> <p><u>Directed Brokerage</u></p> <p>Clients may direct Wellspring to use a particular broker for custodial or transaction services on behalf of the client’s portfolio. In directed brokerage arrangements the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.</p> <p>The arrangement that Wellspring has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative broker/dealers are used. While every effort is made to treat every client equally, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in</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: Wellspring Wealth Management, LLC	SEC File Number: 801- 70795	Date: May 24, 2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Wellspring Wealth Management, LLC		IRS Empl. Ident. No.: 27-1150263
Item of Form (identify)	Answer	
12.B Continued	<p>executing trades and otherwise effectively managing the account(s).</p> <p><u>Cross Trades</u></p> <p>From time to time, Wellspring may direct a “cross trade” of securities (including, without limitation, fixed income securities) between client accounts, whereby Wellspring arranges for one client account to purchase a security directly from another client account without incurring commission fees from a broker-dealer. In such cases, Wellspring will seek to obtain a price for the security from one or more independent sources. Wellspring is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients’ accounts.</p> <p>Wellspring may direct a cross trade when Wellspring believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.</p>	
13. A	<p>ADDITIONAL COMPENSATION</p> <p><u>Brokerage relationships:</u></p> <p>Wellspring participates in Charles Schwab & Co., Inc.’s Schwab Institutional (SI) service program, as disclosed in Item 12.B. of this Schedule F. While there is no direct link between the investment advice given and participation in the SI program, economic benefits are received. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated orders for multiple client accounts), provide research, pricing information and other market data, facilitate the payment of Wellspring’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 Wellspring’s accounts, including accounts not held at Schwab. Schwab may also make available to Wellspring other services intended to help Wellspring manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to Wellspring by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to Wellspring, and/or Schwab may pay for travel expenses relating to participation in such training. Finally, participation in SI provides Wellspring with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors. The benefits received through participation in the SI program do not necessarily depend upon the proportion of transactions directed to Schwab.</p>	

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