

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

OMB Number: 3235-0049
Expires: February 28, 2011
Estimated Average burden
Hours per response.....4.07

Name of Investment Adviser: Henney Wealth Management, INC.						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	12100 Wilshire blvd #1035	Los Angeles	CA	90025		310-571-1277

**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.**

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

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

Applicant: Henney Wealth Management, INC.

SEC File Number:

801- 71797

Date:

11/03/2010

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 | 80 | % |
| <input checked="" type="checkbox"/> (2) | Manages investment advisory accounts not involving investment supervisory services..... | 20 | % |
| <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 ☐ No ☒

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 checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (1) securities |
| | <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 checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> K. Interests in partnerships investing in: |
| | <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 checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | <input type="checkbox"/> L. Other (explain on Schedule F) |

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

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

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input 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 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 checked="" 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 checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input 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 checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No
☒ ☐

(If yes, 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.)

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9. Participation or Interest in Client Transactions.

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

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

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.

12. Investment or Brokerage Discretion.

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

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

SEC File Number:
801- 71797

Date:
11/03/2010

(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: Henney Wealth Management, INC.		IRS Empl. Ident. No.: 27-3129399
Item of Form (identify)	Answer	
Item 1 D.	<p><u>INVESTMENT MANAGEMENT SERVICES</u></p> <p>Henney Wealth Management, INC. ("HWM" or "Advisor") provides Investment Management Services to individuals, trusts, estates and businesses. Through the use of discussions, interviews and the gathering of financial background information, HWM assists each client in determining investment goals and identifying risk tolerance levels. This process usually includes, but may not be limited to: analyzing existing assets, including allocation among asset classes; suggesting changes in the allocation of assets; and selecting specific investments designed to assist the client in meeting his or her stated goals and objectives. The client's Investment Adviser Representatives ("IAR") will act as the portfolio manager for the client's account.</p> <p><u>Discretionary investment management.</u> Henney Wealth Management will manage all assets placed in Client's custodial investment account(s). Assets will be managed according to Henney Wealth Management's Tactical Strategy, on a discretionary basis, selecting a portfolio of investments (namely no-load mutual funds and Exchange Traded Funds ("ETFs")). Changes are made in the client's portfolio based on the Tactical Strategy. For Discretionary accounts, the client agrees to the Tactical Strategy and does not influence security selection or asset allocation.</p> <p><u>Non-discretionary investment management.</u> Henney Wealth Management will offer investment management where the client is involved in the initial portfolio allocation decision and subsequent changes in strategy/allocation. This non-discretionary management will design a flexible balanced portfolio to meet the following needs of the client: time horizon, income requirements, and risk tolerance.</p> <p>HWM recommends that clients use Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member FINRA/SIPC ("Schwab") to execute advisory account transactions and to custody advisory assets. A client may specifically request and negotiate for an alternative custodian and broker to execute transactions. HWM is independently owned and operated and is a separate entity from Schwab.</p>	

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

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FORM ADV
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Applicant:
Henney Wealth Management,
INC.

SEC File Number:
801- 71797

Date:
11/03/2010

(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:
Henney Wealth Management, INC.

IRS Empl. Ident. No.:
27-3129399

Item of Form (identify)	Answer															
Item 1 D.	<p>1. MANAGEMENT FEES</p> <p>a. Client will pay an investment management fee at the following annual rate based on the total asset value of Client's managed account(s):</p> <table border="0"> <tr> <td>First</td> <td>\$3,000,000</td> <td>1.25% of asset value</td> </tr> <tr> <td>Next</td> <td>\$3,000,000</td> <td>0.85% of asset value</td> </tr> <tr> <td>Next</td> <td>\$4,000,000</td> <td>0.60% of asset value</td> </tr> <tr> <td>Next</td> <td>\$10,000,000</td> <td>0.50% of asset value</td> </tr> <tr> <td>Over</td> <td>\$20,000,000</td> <td>fees are negotiable</td> </tr> </table> <p>Accounts under \$250,000 1.50% of asset value</p> <p>b. Fees will be paid on a quarterly basis, payable in arrears at the beginning of each calendar quarter (at rates that are one-quarter of the annual rates listed above). The fee will be calculated on the account value on the last day of each calendar quarter.</p>	First	\$3,000,000	1.25% of asset value	Next	\$3,000,000	0.85% of asset value	Next	\$4,000,000	0.60% of asset value	Next	\$10,000,000	0.50% of asset value	Over	\$20,000,000	fees are negotiable
First	\$3,000,000	1.25% of asset value														
Next	\$3,000,000	0.85% of asset value														
Next	\$4,000,000	0.60% of asset value														
Next	\$10,000,000	0.50% of asset value														
Over	\$20,000,000	fees are negotiable														
Item 5	<p>EDUCATION & BUSINESS STANDARDS</p> <p>All individuals providing investment advice to clients are required to have a four-year college degree or at least two types of advanced professional designations (JD, CPA, CFA, ChCF, CFP, MSFS, CIMC, CIMA, CMT) or comparable experience within the industry.</p>															

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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:
Henney Wealth Management, INC.

IRS Empl. Ident. No.:
27-3129399

Item of Form (identify)	Answer
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>David Dungan Henney; Member;</p> <p>DOB: 06/29/1956</p> <p>Whittier College - BA Accounting/ Economics - 1977</p> <p>Whittier College School of Law - Juris Doctor 1980</p> <p>FFR Advisory, LLC -01/1998 to Present</p> <p>LPL Financial, Registered Representative - 06/2009 to Present</p> <p>FSC Securities Corporation - 11/1990 to 06/2009</p>
Item 7 B	HWM may recommend variable annuities to advisory clients in certain instances.
Item 9 B	HWM may recommend variable annuities to advisory clients in certain instances. Any and all variable annuities sales & commissions are cleared through LPL Financial Services (Broker-Dealer).

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

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

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(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: Henney Wealth Management, INC.		IRS Empl. Ident. No.: 27-3129399
Item of Form (identify)	Answer	
Item 9 E	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>As part of Henney Wealth Management's IARs other business activities, they may effect securities transactions for or sell variable annuities products to clients. Henney Wealth Management may be receiving a fee for investment advice in advisory accounts and representatives may be receiving a commission for any transactions effected in LPL brokerage accounts. Henney Wealth Management will use industry standard fees and will keep evidence of such.</p> <p>Henney Wealth Management or its IARs may buy or sell securities identical to those recommended to customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security (ies) which may also be recommended to the client. It is the expressed policy of Henney Wealth Management that its IARs may not purchase or sell any individual stock or bond to a transaction(s) being implemented for an advisory account, and therefore, preventing such IARs from benefitting from transactions placed on behalf of Advisory Accounts.</p> <p>CODE OF ETHICS</p> <p>Henney Wealth Management has adopted a Code of Ethics (the "Code") to address securities-related conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes Henney Wealth Management's policies and procedures developed to protect client's interests in relation to the following topics:</p> <ul style="list-style-type: none"> • The duty at all times to place the interests of clients first; <ul style="list-style-type: none"> • The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility; • The principal that investment adviser personnel should not take inappropriate advantage of their positions; • The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; • The principle that independence in the investment decision-making process is paramount. 	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Henney Wealth Management, INC.		IRS Empl. Ident. No.: 27-3129399
Item of Form (identify)	Answer	
Item 9 E	<p>Henney Wealth Management will provide a copy of the Code to any Client or prospective client upon request to their IAR.</p> <p>Certain associated persons of HWM are registered representatives of LPL Financial. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about HWM's clients, even if client does not establish any account through LPL. If you would like a copy of LPL Financial privacy policy, please contact HWM.</p>	
Item 11: Review of Accounts	<p>A. All reviews are performed by Investment Advisory Representatives meeting the education/experience requirements disclosed in form ADV, Part II, Question 5. These reviews are conducted no less than annually. The accounts are reviewed to ensure that the portfolio is in line with the investment objectives and risk tolerances of the client. Also, accounts will be reviewed monthly to ensure that the asset allocation matches that of the recommended strategy. Where applicable, reviews will also consider the performance of Mutual Funds & ETFs in client accounts. Account reviews may be triggered by changes in general economic conditions, and significant tactical moves within the strategy. There is no specific number of accounts assigned to an individual.</p> <p>B. Clients will be provided with account statements by their custodian reflecting their holdings and transactions occurring in the client's account on a monthly basis. Clients will be provided with confirmations for each securities transaction executed in the client's account. Portfolio Monitoring Services- this reporting service provides detailed performance measurement and other data relating to their individual holdings in an investment portfolio. These reports are provided as mutually agreed upon with the client, but usually are provided quarterly.</p>	

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Item of Form (identify)	Answer	
Item 12 B	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>Under Investment Management Services and pursuant to the advisory agreement, the client will grant the IAR limited discretionary authority to effect trades to achieve desired account performance based upon Advisor's analysis. The client may set parameters with respect to when an account should be rebalanced and set trading restrictions or limitations. Henney Wealth Management will not have the authority to withdraw funds or take custody of client funds or securities other than where the client has authorized the deduction of investment advisory fees via a qualified custodian.</p> <p>Henney Wealth Management aggregates brokerage orders for all accounts managed in the tactical strategy. All other accounts are managed individually, focusing on asset allocation using a buy and hold strategy when deemed suitable. Advisor believes that this individual attention to client portfolios offsets the benefits from saving on execution costs that might be lost through not aggregating orders. Trade errors are corrected in a manner that does not disadvantage the client.</p> <p>HWM may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), to maintain custody of clients' assets and to effect trades for their accounts. Schwab provides HWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on a unsolicited basis, at no charge to them so as long as a total of at least \$10 million of advisor's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon HWM committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, 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.</p> <p>Schwab Institutional also makes available to Henney Wealth Management other products and services that benefit Henney Wealth Management but may not directly benefit clients' account. Many of these products and services may be used to service all or some substantial number of Advisor's accounts, including accounts not maintained at Schwab.</p>	

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Henney Wealth Management, INC.		IRS Empl. Ident. No.: 27-3129399
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Item 12 B	<p>Schwab's products and services that assist Henney Wealth Management in managing and administering clients' accounts included software and other technology that (i) facilitate access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of [Advisor's firm] fees from its clients' accounts; and (v) assist with back-office functions, record keeping and client reporting.</p> <p>Because Henney Wealth Management compensation may vary depending on the broker-dealer selected, Advisor may have a conflict of interest in assisting a client in such selection. While as a fiduciary, Advisor endeavors to act in its clients' best interests, Henney Wealth Management recommends that clients' maintain their assets in accounts through Schwab may be based in part on the benefit to Henney Wealth Management of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by these broker-dealers.</p> <p>Henney Wealth Management does not warrant and represent that commissions for transactions implemented through Schwab are lower than commission available if clients use another brokerage firm. Advisor believes, however, that over all level of services and support provided to clients by Schwab Institutional outweighs potentially lower transaction costs available under other brokerage arrangements. Factors which the Advisor considers in recommending Schwab or any other broker-dealer to clients include their commission and/or transactions fees charged by Schwab or any other designated broker-dealer are exclusive of, and in addition to, Advisor's fee. Further, clients also incur charges imposed at the mutual fund level (e.g. management fees, early redemption fees, and other fund expenses).</p> <p>In regards to client directed use of broker dealers, clients maybe limited to utilizing LPL Financial as the broker-dealer. As a result of the individual association of HWM's representatives with LPL, HWM is generally required to utilize the brokerage/custodial services of LPL, unless otherwise approved by LPL. HWM will not seek better execution services or prices from other broker-dealers. As a result, Advisor may not obtain best execution on behalf of the client, who may pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case. HWM does not share in any transaction commissions from Schwab.</p> <p>Conflicts of Interest: HWM maybe registered representatives of LPL Financial.</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:
Henney Wealth Management,
INC.

SEC File Number:
801- 71797

Date:
11/03/2010

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

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Henney Wealth Management, INC.

IRS Empl. Ident. No.:
27-3129399

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Item 12 B	<p>ADDITIONAL COMPENSATION</p> <p><i>Mutual Fund Fees</i></p> <p>Advice offered by related persons of HWM may involve investment in mutual funds. The funds may impose 12b-1 fees, management fees and/or early termination fees (which include fees on whole or partial liquidation of account). Such fees are not included in advisory fees. These fees are described in the prospectuses for the underlying mutual funds and may be included in the expense ratios of the mutual funds.</p> <p>Furthermore, a portion of these fees may be paid to HWM, LPL, or its affiliates, if the client assets are held in custody at LPL instead of Schwab. There are currently no accounts under HWM's advice that have assets in custody at LPL investing in mutual funds paying 12b-1 fees.</p> <p>The receipt of 12b-1 fees by HWM from an account at LPL Financial could result in a conflict of interest, but HWM's current standard business practice is to recommend Schwab as custodian, thus avoiding potential conflicts altogether.</p> <p>PROXY VOTING AND CLASS ACTION LAWSUITS</p> <p>HWM does not vote proxies for securities. LPL does not permit RIAs to vote client proxies. In addition, HWM will not take any action or render any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. HWM will, however, forward to client any information received by Advisor regarding class action legal matters involving any security held in the account.</p> <p>Certain associated persons of HWM are registered representatives of LPL Financial. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about HWM's clients, even if client does not establish any account through LPL. If you would like a copy of the LPL Financial privacy policy, please contact HWM.</p>

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