

Item 1 – Cover Page

Aspen Wealth Management, Inc.
7300 College Boulevard, Suite 306, Overland
Park, KS 66210
913-491-0500
www.aspenwealth.com
January 19, 2011

This Brochure provides information about the qualifications and business practices of Aspen Wealth Management, Inc. (“Aspen”). If you have any questions about the contents of this Brochure, please contact us at (913) 491-0500 or steve@aspenwealth.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Aspen Wealth Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Aspen Wealth Management, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year (December 31). We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Steve Small, Chief Compliance Officer at (913) 491-0500 or steve@aspenwealth.com. Our Brochure is also available on our web site www.aspenwealth.com, also free of charge.

Additional information about Aspen is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Aspen who are registered, or are required to be registered, as investment adviser representatives of Aspen.

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Item 4 – Advisory Business

ADVISORY SERVICES AND FEES

Aspen has been in business since 2000 and is wholly owned by Trevor Holsinger, President. Aspen provides the following investment Advisory services to clients. Approximately ninety-five (95) percent of Advisor's business activities are devoted to investment advisory services for its clients. From time to time, Advisor may provide advice to clients on matters not pertaining to securities. Such matters may include, but would not be limited to, retirement planning, estate planning, college savings, traditional insurance products (life, health, P&C), annuities, real estate, etc.

Aspen's professional advisory services are divided into two (2) main categories:

- Investment Management and Supervision, and
- Financial Planning.

Each of these services is addressed more fully on the following pages.

INVESTMENT MANAGEMENT AND SUPERVISION SERVICES

Aspen renders discretionary and non-discretionary investment management and investment supervisory services for a fixed fee or a fee based on a percentage of assets under management. These services include investment analysis, allocation of investments, quarterly portfolio statements and ongoing monitoring services for the portfolio.

Aspen provides asset management and investment planning services for individual, estate, trust, partnership, corporate, IRA, 401(k) and other qualified retirement plan accounts. Aspen's disciplined approach to asset allocation, diversification, market evaluation and risk management has proved to be attractive to investors seeking to preserve capital, accumulate wealth and manage risk.

Aspen understands that its clients' assets must grow over time in order to outpace inflation and preserve purchasing power. To accomplish its mission, Aspen begins with the principles of asset allocation and modern portfolio theory. Statistical studies indicate that the key factor to long-term portfolio performance is asset allocation (i.e., the proper allocation and diversification of investments among cash equivalents, fixed income assets, equities and trading strategies). Asset allocation means more than just "diversification." Many investors have broadly diversified portfolios that have very little relevance to their true objectives. Aspen tailors its clients' portfolios to meet individual needs and personal goals.

The “time” factor is perhaps the most important element to an investment program. The further the client’s investment time horizon can be extended, the greater the level of flexibility that can be designed into the investment program to meet the client’s objectives. Aspen encourages clients to develop long-term attitudes and be willing to participate in an investment management program for at least five years.

Clients are requested to complete an investor profile questionnaire, the results of which suggest a portfolio allocation to meet their long-term needs. Once a client’s investment portfolio has been designed and investments have been allocated accordingly, Aspen provides ongoing portfolio review and management services. This discipline calls for Aspen to review the client’s portfolio at least quarterly. The portfolios are re-balanced to an appropriate allocation when quarterly or other reviews indicate the need, or when new portfolio holdings are introduced.

As of February 28, 2011, Aspen has \$86,503,000 in assets under management, all of which is discretionary.

COMPREHENSIVE FINANCIAL PLANNING SERVICES

Aspen addresses virtually all aspects of personal finance by way of a personally tailored, custom-developed financial plan. A Comprehensive Financial Plan can include the following areas of planning: Balance Sheet Development and Analysis, Income Tax and Cash Flow Planning, Estate Planning, Insurance Planning, Investment Planning and Special Studies such as Retirement Planning, Debt Management, Education Funding and more. These areas of the plan are specifically tailored for each client.

The implementation of the comprehensive financial plan is even more important than the actual development of the plan. Implementing the recommendations of a Comprehensive Financial Plan may require the services of outside professionals such as a tax accountant, attorney, insurance representative or stockbroker.

In conjunction with all the benefits recognized through the development and implementation of a Comprehensive Financial Plan, many clients find that the greatest benefit comes from Aspen’s ongoing administration of their plan. Over time, we can expect a significant number of changes to occur: tax laws change, the economy and investment markets go through cycles, personal circumstances, goals and objectives change, etc. To maximize the effectiveness of the financial plan in the face of these events, Aspen offers a plan update service. This update service, which is performed on an approximate annual basis, calls for Aspen to review and update the financial plan analysis.

All investment analyses and recommendations will be based upon information provided to Aspen by the client. There will be no independent investigation of client background information, nor update of such information, without the express involvement and consent of the client. It remains

the client's responsibility to advise Aspen of any changes in circumstances (e.g. financial needs, objectives, goals and investments held with other firms) or any other changes, which would impact the client's financial condition.

Item 5 – Fees and Compensation

INVESTMENT MANAGEMENT FEES

Aspen traditionally offers Investment Management services for long-term investors. Fees are negotiable and may vary based on the size of the account, complexity of the portfolio, extent of activity in the account or other reasons agreed upon by Aspen and the client.

Aspen's advisory fees are not considered wrap fee arrangements. In addition to these management fees, the client will separately pay all securities trading commissions, transaction costs, and other charges that could occur as a result of the purchase or sale of securities for the client's account. A portion of Aspen's fees may be paid to parties other than Aspen as compensation to such parties for client referrals to Aspen.

Aspen's standard fees for investment management services shall be paid quarterly in arrears based upon a percentage of the market value of the managed assets, determined on the last business day of the calendar quarter, as follows:

<i>Standard Asset Management Fee(s)</i>		
(e.g., allocated portfolio, private placements, etc.):		
Market Value of the Managed Assets	Annual Management Fees (%)	Quarterly Management Fee (%)
\$0 to \$1,000,000	1.00%;	0.25%
\$1,000,001 to \$3,000,000	0.70%	0.175%
\$3,000,001 and over	0.50%	0.125%
(Note: A minimum fee of \$250 per quarter may be assessed for clients. This fee will apply when a client's asset management accounts total less than \$100,000).		

Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable. The Investment Management Services Agreement, percentages, and services may be modified in writing by both parties for special situations, such as for more frequent reviews, additional investments or withdrawals that change the asset basis for calculating quarterly billings, and any other extra services.

COMPREHENSIVE FINANCIAL PLANNING FEES

Comprehensive Financial Planning service fees may be based on either the client's current gross annual income or a fixed dollar fee that is quoted upon arrangement of services. This particular fee will be considered the development fee for the initial plan. The fee for the update service may be in addition to the initial plan fee. The fees will be specified in the client services agreement.

The standard percentage or fixed fees are estimated by Aspen upon a preliminary assessment of the complexity of the client's financial circumstances, the level of skill required to perform the services, and the time likely to be required to perform the services.

One-half of the fee is due and payable upon acceptance of the client services agreement by Aspen. The balance of the fee will be due and payable upon presentation of the plan.

Under no circumstances will Aspen require prepayment of a fee more than six months in advance. Fees are fully refundable for seven days following the execution of the client agreement. Aspen will not assign the agreement without the express written consent of the client.

OTHER FEES

Aspen's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Aspen's fee, and Aspen shall not receive any portion of these commissions, fees, and costs.

COLLECTION OF ADVISORY FEES

Along with the execution of the Investment Management Services Agreement, you will be asked to authorize the custodian of any of your account(s) to debit such account(s) the amount of any service fees owed to Aspen and remit such to Aspen.

The authorization shall remain valid until a written revocation of the authorization is received by Aspen. In the event of termination of this agreement, the service fees shall be calculated to the nearest day the agreement was terminated.

Should the client grant Aspen the authority to receive quarterly payments directly from the client's account(s) held by an independent custodian, the custodian will send to the client a statement, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to Aspen.

If the client accounts do not have sufficient funds, or are restricted from direct withdrawal (e.g., 401(k) plan assets), the client agrees to pay Aspen directly with personal funds, in which case Aspen may bill the client directly.

OTHER FEE CONSIDERATIONS

In addition to the services and fees noted above, Aspen wants to remind you of the following matters.

- Aspen may, in its sole discretion, reduce or eliminate the fees it charges for its investment advisory services. Aspen may not reduce or eliminate fees charged to its clients by parties other than Aspen.
- No increase in Aspen's fee(s) shall be effective without prior written notification of at least thirty (30) days.
- Management fees charged by Aspen are separate and distinct from the fees and expenses charged by mutual funds, insurance companies, or other products offered through Aspen by other entities (i.e. insurance companies), which may be recommended to you. You may incur certain charges imposed by third parties other than Aspen. A description of these and other expenses are available in each product's prospectus or other offering document.
- Brokerage fees/commissions charged to you by parties other than Aspen for securities trade executions will be billed to you by the broker-dealer or custodian of record for your account(s), not Aspen. To the extent allowed by law and/or regulation, a portion of such fees may be received by certain investment advisor representatives of Aspen, in connection with their association with such other third parties.
- Client acknowledges that some or all of the mutual funds in which client invests may, as allowed under the Investment Company Act of 1940, pay fees to broker-dealers and persons registered therewith with respect to the distribution of the mutual funds' shares. Such fees are described in the product's prospectus.

- If Aspen's advisory relationship (commencing with the execution of an Investment Management Services Agreement) with you begins after the first day of a calendar quarter or terminates before the last day of a calendar quarter, fees are prorated accordingly, and, in the event of termination of your Agreement, you will receive a refund of any pre-paid fees attributable to any period after the termination.
- Other fees for which you may be responsible may include costs associated with special transfers, bank wire orders, and those incurred pursuant to agreements establishing qualified plans.
- You will be solely and directly responsible for fees, including fees other than Aspen's fees, billed directly to you.

TERMINATION OF SERVICES AND REFUNDS

Any Investment Management Services Agreement may be terminated by the client without penalty upon delivery of written notice to Aspen within seven business days after the date of the client's execution of the client services Agreement. All fees paid by the client will be promptly refunded if the Investment Management Services Agreement is terminated during the initial seven-day period.

After the initial seven-day period, any unearned portion of prepaid financial services fees will be refunded to the client within 30 days of the receipt of that notice. After the initial seven-day period, there will be no refund of fees already paid for work done and all fees for planning services paid shall be considered earned after Aspen has received financial planning data from the client. Any fees not paid, but owed for work done, shall be considered due and payable upon such termination.

After this initial seven-day period has elapsed, either party may terminate the contract upon 30 day's written notice. In the event of termination, the management fee(s) for the quarter in which the termination occurs will be prorated as of the date of cancellation. Aspen or the client may not assign the agreement to a third party without the written consent of the other.

Item 6 – Performance-Based Fees and Side-By-Side Management

In some cases, Aspen has entered into performance fee arrangements with qualified clients: such fees are subject to individualized negotiation with each such client. Aspen will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisors Act of 1940 (The Advisors Act) in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Aspen shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for Aspen to recommend

investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Aspen has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

Aspen may provide portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans including 401(k) plans, Taft-Hartley plans, charitable institutions, foundations, endowments, private investment funds, trusts, corporations or other business entities.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Investment Risks and Rewards

Investing in securities involves risk of loss that clients should be prepared to bear. Securities and other types of investments bear different types and levels of risk. Those risks are typically discussed with clients when defining the investment policies and objectives that will guide investment decisions for their accounts. As part of our advisory services, Aspen may discuss alternative investment vehicles or strategies that we believe may be appropriate for a particular client, based on that client's circumstances.

Clients must realize that obtaining higher rates of return on investments entails accepting higher levels of risk. Based upon discussions with clients, Aspen will attempt to identify the balance of risks and rewards appropriate and comfortable for the client. It is still the client's responsibility to ask questions if they do not fully understand the risks associated with any investment. Clients are strongly encouraged to read prospectuses, when applicable, and ask questions prior to investing.

Aspen strives to render the best advice for its clients. Still, we cannot assure or guarantee clients that investments will be profitable or that no losses will occur in their portfolios. Past performance is an important consideration with respect to any investment, investment advice or an investment advisor, but it is not a guarantee or accurate predictor of future performance.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Aspen or the integrity of Aspen's management. Aspen has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Approximately five (5) percent of Aspen's time is devoted to activities not involving investment advisory services. Aspen is the managing member of AWM Real Estate Fund I LLC, Terrazzo Investments LLC, and Terrazzo II LLC, each of which is a private entity exempt from registration under Regulation D of the Securities Act of 1933.

AWM Real Estate Fund I, LLC invests in residential and commercial real estate by loaning funds for property purchase and/or restoration. Terrazzo Investments LLC and Terrazzo II LLC, each invests in finished residential lots in the Phoenix, Arizona area.

Aspen sells Financial Planning services to clients.

Aspen has a banking relationship with the First National Bank of Centralia. Trevor Holsinger's wife is a part owner of the bank. The President of the bank is Trevor's brother-in-law.

Item 11 – Code of Ethics

Aspen has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading and personal securities trading procedures, among other things. All supervised persons at Aspen must acknowledge the terms of the Code of Ethics annually, or as amended.

Aspen anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Aspen has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Aspen, its affiliates and/or clients, directly or indirectly, have a position of interest, including private investments of which Aspen is a Managing Member. Aspen's employees and persons associated with Aspen are required to follow Aspen's Code of Ethics. Subject to satisfying this policy

and applicable laws, officers, directors and employees of Aspen and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Aspen's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Aspen will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Aspen's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Aspen and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Aspen's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Aspen will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Aspen's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Steve Small.

It is Aspen's policy that the firm will not effect any principal or agency cross securities transactions for client accounts. Aspen will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Aspen has Limited Power of Attorney (LPOA) which grants Aspen the authority to determine the securities transactions including size, in client accounts. The brokerage account application form authorizes Aspen to make discretionary trades on behalf of the client. The Advisor Investment Management Agreement also authorizes Aspen to effect securities transactions on behalf of the client.

Initial Public Offering (IPO) Policy. Advisor on occasion may recommend the purchase of IPOs for its individual client accounts. This policy will also apply for those individual clients of Aspen who, on a completely unsolicited basis, contact Aspen to request that Aspen purchase a specific IPO for his/her/their/its account, to the extent the same has been made available to Aspen. In the event of any such solicited or unsolicited request(s), Aspen, after first determining that the client(s) is *qualified* for such specific IPO (i.e., suitable for the client(s) relative to the client's(s') investment objective(s), financial situation(s) and current asset allocation(s)), *may* (to the extent possible under the circumstances) purchase such IPO on a pro-rata basis with other solicited or unsolicited client requests. To the extent possible and applicable under the circumstances, Aspen will allocate solicited/unsolicited individual client IPO share purchases among *qualified* individual clients on a rotational basis. To the extent possible and applicable under the circumstances, Aspen will use reasonable efforts to allocate available IPO shares on a fair and equitable basis in accordance with the terms and conditions of the aforementioned policy.

INVESTMENT OR BROKERAGE DISCRETION

Aspen, as part of its investment management service, may request that a client open a securities account with either Charles Schwab & Co. Inc. ("Schwab"), TD Ameritrade ("TDA") or First Trust Company of Onaga ("FTCO"). Aspen is not registered, licensed or affiliated with these brokerage firms and does not receive any compensation for introducing clients to them, or any other type of compensation from them. Advisor Representatives are not licensed or registered with Schwab, TD Ameritrade or FTCO as securities agents (registered representatives). In the rare circumstances where Aspen maintains custody of client accounts (e.g. private Regulation D investment managed by Aspen), such accounts will be subject to an annual audit performed by an independent CPA firm with PCAOB accreditation.

Aspen regularly monitors the services provided by the custodians used to ensure that they are meeting the requirements for best execution of securities trades and interfacing with Aspen's portfolio management software and other administrative tools. The trading commission rates paid by clients to Schwab, TDA or FTCO are set by the respective custodian, not by Aspen or its representatives.

Clients may authorize these custodians in writing, as part of their client account agreement, to send Aspen copies of client's brokerage statements and confirmations, as well as give Aspen limited or full discretionary authority in regards to the buying and selling of securities held by Schwab, TD

Ameritrade or FTCO for client's account. Clients residing in the State of Minnesota will approve all transactions of any kind in advance.

Clients may authorize Schwab, TD Ameritrade or FTCO, in writing, to provide Aspen with access, by computer or otherwise, to client accounts and transaction information. Aspen uses Schwab, TD Ameritrade and FTCO brokerage services to provide clients with the ability to combine a variety of their investment assets (stocks, bonds and mutual funds), which might be provided by a variety of financial institutions, into a single account. The Schwab or TD Ameritrade brokerage/mutual fund account also offers the client the ability to buy and sell hundreds of mutual funds from various fund families, have them consolidated into one account, and receive one monthly statement instead of numerous monthly statements.

These brokerages do not allow their own representatives to offer advice to clients, only information.

Certain criteria may influence Aspen's recommendation of a particular broker-dealer, such as the investment research products, information, and/or services available from that broker-dealer, which assist Aspen in its investment decision-making process or maintaining client account information. All securities transactions that may result from Aspen's use of such information, materials, and/or services, shall be in compliance with Section 28(e) of the Securities Exchange Act of 1934. Specifically, although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Aspen may receive from a particular broker-dealer/custodian, without cost, support services which allow Aspen to better monitor and service client accounts maintained at a particular broker-dealer/custodian. Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Although not a material consideration when determining whether to recommend that a client purchase a specific mutual fund, Aspen's associated persons who also are registered representatives (if applicable), may receive assistance from certain mutual fund sponsors when providing investment seminars to prospective and existing clients. There is no commitment made by Aspen to any mutual fund sponsors that their products will be mentioned at seminars, recommended to, or purchased by clients of Aspen.

Item 13 – Review of Accounts

Reviews:

Investment Management and Supervision – At least every quarter following the initial investment allocation, Aspen will review the client's investment allocation. Aspen, at its discretion, may re-

position the client's assets according to an appropriate investment allocation. On a quarterly basis, Aspen will send the client a report summarizing the client's holdings and the performance thereof.

Financial Planning – Approximately every eighteen (18) months following completion of an initial financial plan, or more often as needed, clients whose assets under management exceed \$250,000 may be contacted concerning a financial plan update. The purpose of this update is to analyze the client's balance sheet, investment assets, investment performance judged by the individual portfolio's real rate of return, and, if appropriate, to suggest changes in specific portions of the complete financial plan (including estate, retirement and tax planning, and risk management).

In addition to that which is noted above, events that may trigger further client account reviews may include, but would not be limited to, a customer request to either reduce or increase portfolio risk, a notable increase in the volume of requests by a client to effect transactions in their accounts, where such transactions may appear to be inconsistent with the client's previously stated investment objectives.

Other factors may include requests by a client to liquidate certain securities positions/contracts where such transactions may appear to be inconsistent with the client's previously stated investment objectives.

Additional triggering factors could be the performance on an individual account being outliers to the performance of accounts with similar investment objectives, and a very important trigger would be customer complaints. This last trigger would be a prime example of a trigger for an intermittent review of a customer account.

Reviewers:

Number of reviewers: 2

Trevor K. Holsinger

Stephen Small

CFP, President, General Supervisor

Chief Compliance Officer

Quarterly asset management reports are sent to clients as well as the annual financial updates described in the section above regarding the "Review of Client Accounts." Asset management reports illustrate each security, initial purchase date, cost basis, and quarter end market value in the portfolio. Portfolio performance is illustrated on a quarterly, year-to-date basis, and since inception basis.

Item 14 – Client Referrals and Other Compensation

ADDITIONAL COMPENSATION

To the extent allowed by applicable law, rule, and/or regulation, certain Aspen representatives may receive certain sales compensation as a result of transactions facilitated by such persons on a client's behalf. Such compensation is not related to Aspen's investment management or financial planning services or fees and does not affect such fees. An example of such compensation may include, but would not be limited to, an Aspen representative facilitating a securities transaction and receiving a commission as a result of such transaction.

Aspen and/or individuals associated with Aspen may receive referral fees from independent investment managers, some of whom may or may not be affiliated with Aspen. For example, if Aspen recommends a client to a third-party, such as a limited partnership or limited liability company, the third-party may in turn pay Aspen a referral fee or other compensation. Such fees or compensation may be in the form of a percentage of the management fee collected by the other manager(s) and/or a percentage of performance fees collected by that third party from participants in a particular investment program/product managed by that third party. In such instance, these fees are fully disclosed to the participant/client.

Aspen, from time to time, may compensate, on a one-time or ongoing basis, certain affiliated or unaffiliated third parties for client referrals. At no time shall any such compensation increase the overall fee charged to Aspen's clients. Such compensation shall generally be a portion of the advisory fees collected by Aspen for the advisory services it performs for its clients referred to it by such third parties. Individuals referring advisory clients to Aspen are required to provide all clients/prospective clients a copy of their solicitor brochure, which outlines the referral/solicitor arrangements between Aspen and any such party.

As part of Aspen's overall financial services, clients may be referred to other professionals (lawyers, accountants, insurance agents, etc.) for relevant additional services. Although Aspen does not collect referral fees from such other professionals, other professionals may similarly refer clients to Aspen.

Arrangements with vendors may offer Aspen access to discounted rates on products or services or discounted or "gratis" access to certain events.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. **Aspen** urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Aspen is the Managing Member of AWM Real Estate Fund I LLC, Terrazzo Investments LLC, and Terrazzo II LLC, each of which is a private entity exempt from registration under Regulation D of the Securities Act of 1933. As the Managing Member of these entities, Aspen may have access to client funds and/or assets. For these entities, Aspen sends quarterly statements to investors which indicate the quarter ending value of the client's account. Additionally, once each calendar year, an independent certified public accountant shall produce an auditor's report and audited financial statements which will be distributed to investors in these entities.

Item 16 – Investment Discretion

Aspen usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, **Aspen** observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to **Aspen** in writing.

Item 17 – Voting *Client* Securities

Clients may obtain a copy of **Aspen's** complete proxy voting policies and procedures upon request. Clients may also obtain information from **Aspen** about how **Aspen** voted any proxies on behalf of their account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Aspen's financial condition. Aspen has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

As of March 31, 2011, Aspen is a federally registered Investment Adviser who also notice files to the states of Missouri and Kansas.