

McAvoy Kemp Wealth Management, LLC

Client Brochure

March 31, 2011

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Columbus, IN 47201

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This Brochure provides information about the qualifications and business practices of McAvoy Kemp Wealth Management, LLC. If you have any questions about the contents of this Brochure, please contact us at (812) 376-6463. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

McAvoy Kemp Wealth Management, LLC 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 McAvoy Kemp Wealth Management, LLC is also 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 McAvoy Kemp Wealth Management, LLC’s previous brochure did not require.

In the future, Item 2 of the brochure will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes as well as reference the date of the last annual update of the brochure.

In the past, McAvoy Kemp Wealth Management, LLC (hereinafter “MKWM”) has offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, MKWM will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business’ fiscal year. MKWM may further provide other ongoing disclosure information about material changes as necessary.

MKWM 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 Cheryl McAvoy, Managing Partner at (812) 376-6463 or cherylmcavoy@mcavoykemp.com.

Additional information about MKWM 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 MKWM who are registered, or are required to be registered, as investment adviser representatives of MKWM.

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Brochure Supplements

Item 4 – Advisory Business

A. Description of the Advisory Firm

This firm has been in business since January 17, 2003. The Managing Partners are Jim Kemp and Cheryl McAvoy.

B. Types of Advisory Services

MKWM is a SEC registered investment adviser. Individuals associated with MKWM are licensed and authorized to provide advisory services on behalf of MKWM. Such individuals are known as Investment Adviser Representatives (“IARs” or “advisory representatives”).

Financial planning services offered by MKWM include setting client goals and objectives to most effectively utilize clients’ resources to work towards short and long term financial objectives. As a part of financial planning, recommendations may include identification of financial goals, statements of present financial conditions, cash flow, net worth, income taxation, educational funding, estate planning, charitable planned giving, and asset allocation analysis. The fees for these services are documented in the client’s Financial Planning Agreement.

MKWM may utilize various investment management service programs in order to provide management services to clients. Advisory representatives assist clients to determine client’s time horizon, goals, and objectives for investing and recommend a portfolio strategy.

C. Client Tailored Services and Client Imposed Restrictions

MKWM offers advisory services that are tailored to each client’s situation, such as cash flow, net worth, income taxation, financial goals, and risk tolerance levels. Clients may impose restrictions in investing in certain securities or type of securities. However, if the restrictions prevent MKWM from properly servicing the client account or if the restrictions require MKWM to deviate from its standard process, MKWM reserves the right to end the relationship.

D. Wrap Fee Programs

MKWM does not participate in a wrap fee program.

E. Amounts Under Management

As of 12-31-2010, MKWM has the following assets under management:

Discretionary Amounts: \$ 45,621,300

Non-Discretionary Amounts: \$ 644,200

<h3>Item 5 – Fees and Compensation</h3>
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A. Fee Schedule

The maximum annual account fee is 2.25% of assets under management but may be discounted on an account-by-account basis. MKWM may charge the client a one-time fee on each account.

Clients may receive investment advice on a more limited or project-by-project basis. This may include advice on isolated areas of concern such as estate planning, retirement planning, or other specific topics. It may also include specific consultation and administrative services regarding investment and financial concerns of the client and/or the client's business operations. Additionally, advice may be provided on non-securities matters. Fees may be based on hourly rates, a retainer for up to six months in advance, or the scope of the project.

B. Payment of Fees

Upon entering a client agreement, the client has five (5) business days to cancel the agreement without penalty, and fees paid shall be refunded in full. A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice prior to the date on which the termination is to be effective. Upon termination of any account, any prepaid, unearned fees will be promptly refunded upon written request, determined on a pro-rata basis. The agreement is for one year and will be automatically renewed unless terminated.

C. Clients are Responsible for Third Party Fees

MKWM'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 addition to MKWM's fee, and MKWM shall not receive any portion of these commissions, fees and costs.

D. Prepayment of Fees

The specific manner in which fees are charged by MKWM is established in a client's written agreement with MKWM. MKWM will generally bill its fees on a quarterly basis in advance of each calendar quarter and directly debit fees from client accounts. Clients will not be charged more than \$1,200 for services that are more than six months in advance.

E. Outside Compensation for the Sale of Securities to Clients

Registered Investment Advisers of MKWM are Registered Representatives of a securities broker / dealer and FINRA member, Cambridge Investment Research, Inc. (“Cambridge”). As Registered Representative of Cambridge, MKWM advisers accept compensation for the sale of securities or other investment products to MKWM clients.

1. This is a Conflict of Interest

Registered Investment Advisers of MKWM accept compensation for the sale of securities or other investment products. This presents a conflict of interest and potentially gives the registered adviser and MKWM an incentive to recommend products based on the compensation received rather than on the client’s needs. When recommending the sale of securities or investment products for which MKWM receives compensation, MKWM will inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products from Other Brokers

Clients always have the option to purchase MKWM recommended products through other brokers or agents that are not affiliated with MKWM.

3. Advisory Fees in Addition to Commissions or Markups

Advisory fees that are charged to clients are not reduced to offset the commissions or markups on securities or investment products recommended to clients.

<h2>Item 6 – Performance-Based Fees and Side-By-Side Management</h2>

MKWM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

MKWM provides portfolio management services to individuals, high net worth individuals, pension and profit sharing plans, and trusts.

MKWM generally requires an account minimum of \$250,000 to provide advisory services to a client's portfolio. This minimum is negotiable, based upon factors such as the longevity of a client-advisor relationship or reasonable expectations of an increase in the client's assets to come under the advisor's management in the near future. Accounts below these minimums may be accepted on an individual basis at the advisor's discretion.

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

A. Methods of Analysis and Investment Strategies

The client may request asset allocation recommendations for a portfolio, given a stated investment objective and the amount of assets to be managed. Under this program, clients contract with MKWM for financial services on a fee basis. A contract will be prepared and, if agreed upon, assets will be periodically evaluated and managed by MKWM or its Investment Adviser Representative, based on the individual needs of each client. Assets will be managed on a discretionary or non-discretionary basis.

Account supervision is guided by the stated objectives of the client and the program chosen. Through personal discussions in which goals and objectives based on a client's personal circumstances, MKWM will develop a client's personal investment policy and create and manage a portfolio based on that policy. Considerations may include liability analysis, liquidity requirement, cash flow projections, risk tolerance, overall investment goals, and personal considerations.

MKWM provides reviews of a client's account on a set schedule (i.e. quarterly) or at the specific request of the client. Topics covered during a review typically include the following:

- Cash flow projections
- Distribution plans from investable assets
- Investable assets and their allocation
- Risk tolerance

B. Material Risks Involved

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

MKWM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and / or international equity markets.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9 – Disciplinary Information
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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of MKWM or the integrity of MKWM's management. MKWM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

A. Registration as a Broker / Dealer or Broker / Dealer Representative

Registered Investment Advisers of MKWM are Registered Representatives of a securities broker / dealer and FINRA member, Cambridge Investment Research, Inc. (“Cambridge”). As such, they execute securities transactions for clients on a commissioned basis. Jim Kemp, Managing Partner of MWKM, spends approximately 80% of his time on MKWM activities. The remaining 20% of his time is divided among his work as a Registered Representative of Cambridge and President / CEO of Indiana Insurance Solutions, Inc.

For tax planning and tax return preparation, MKWM may refer interested clients to Greg Spurling and Associates or to other accounting firms. In addition, MKWM may offer these services for a fee. A potential conflict of interest exists in any arrangement where the advisor will receive fees both for the advice given and also for effecting transactions in products or services recommended by any Investment Advisor Representative of MKWM.

Some Investment Adviser Representatives of MKWM are licensed insurance agent for life, health, property and casualty insurance products and can, through MKWM’s affiliated agency, Indiana Insurance Solutions, Inc., assist clients who desire to purchase them. Investment Adviser Representatives may suggest that clients implement investment advice by purchasing insurance products through Indiana Insurance Solutions, Inc. However, no client is obligated to use Indiana Insurance Solutions, Inc.

Investment Adviser Representatives of MKWM may suggest that clients implement investment advice by purchasing securities products through Cambridge and insurance products through Indiana Insurance Solutions, Inc. In the event that investment advisory clients of MKWM elect to purchase securities products through Cambridge and/or insurance products through Indiana Insurance Solutions, Inc., then Cambridge, Indiana Insurance Solutions Inc., and the client's Investment Adviser Representative will receive the normal and customary compensation in connection with the specific products purchased.

MKWM does not require its Investment Adviser Representatives to encourage clients to implement investment advice through Cambridge. Clients of MKWM are free to implement investment advice through any broker / dealer or product sponsor that they may select.

MKWM and Cambridge Investment Research, Inc. are not affiliated.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Adviser

Neither MKWM nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither MKWM nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

MKWM does not receive compensation, either directly or indirectly, by recommending or selecting other investment advisers for clients of MKWM.

Item 11 – Code of Ethics

A. Code of Ethics

MKWM had 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, a prohibition on rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at MKWM must acknowledge the terms of the Code of Ethics annually, or as amended.

MKWM anticipates that, in appropriate circumstances, consistent with client's investment objectives, it will cause accounts over which MKWM has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which MKWM, its affiliates and/or clients, directly or indirectly, have a position of interest. MKWM's employees and persons associated with MKWM are required to follow MKWM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors, and employees of MKWM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for MKWM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of MKWM 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 would have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of MKWM'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 MKWM and its clients.

It is MKWM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. MKWM 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 funds 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.

Investment Adviser Representatives of MKWM may, from time to time, purchase or sell securities for their own accounts. Transactions in these accounts may take positions that are the same as, similar to, or the opposite of those they recommend to various clients, due to similarities or differences in personal goals, risk tolerance, or other personal and financial considerations.

Any recommendation of a security or insurance product in which MKWM or its Investment Adviser Representatives may have a financial interest is purely coincidental and MKWM or its Investment Adviser Representatives would immediately disclose any such potential conflict to clients.

MKWM has established the following restrictions in order to ensure its fiduciary responsibilities:

1. A director, officer, or employee of MKWM shall not buy or sell securities for their personal portfolio where their decision is substantially derived, in whole or in part, by reason of his or her employment with MKWM unless the information is also available to the investing public on reasonable inquiry.

2. Clients are fully informed that certain individuals associated with MKWM may receive compensation when effecting transactions for clients.
3. MKWM emphasizes the unrestricted right of the client to decline to implement any investment advice.
4. MKWM emphasizes the unrestricted right of the client to select and choose any broker or dealer, and /or insurance company through which to implement recommendations.
5. MKWM requires that all related persons to act in accordance with all applicable Federal and State regulations governing investment advisory services, including the Insider Trading and Securities Fraud Enforcement Act of 1988.

MKWM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Cheryl McAvoy at 812-376-6463.

B. Recommendations Involving Material Financial Interests

MKWM does not recommend that clients buy or sell any security in which a related person to MKWM has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MKWM may buy or sell securities for themselves that they also recommend to clients. MKWM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At / Around the Same Time as Clients' Securities

From time to time, representatives of MKWM may buy or sell securities for themselves at or around the same time as clients. MKWM will not trade non-mutual fund or non-ETF securities for one business day prior or one business day after trading the same security for clients.

Item 12 – Brokerage Practices

A. Factors Used to Select Custodians and / or Broker / Dealers

With respect to the discretionary investment management services, Investment Adviser Representatives of MKWM will have authority, without being required to first obtain specific client consent, to select the categories and/or amount of securities to be bought or sold in clients' accounts. Clients have the ability to place reasonable restrictions on the types of investments that may be purchased for these accounts. Clients may also place reasonable limitations on the discretionary power granted to their Investment Adviser Representative, if any, so long as the limitations are specifically set forth in the client agreement.

In general, investment advisory clients of MKWM will be referred to one of the following broker / dealers: Fidelity Investment Advisory Group, Cambridge, NFS, or Charles Schwab & Company (this list is not all inclusive). Other broker / dealers may be used. In general, these transactions will have no commissions charged, but there may be ticket charges for brokerage transactions.

MKWM recommends Cambridge for broker / dealer services that a client may choose to implement. Commission rates charged by Cambridge may be higher or lower than those charged by other firms for essentially the same services. A client is not obligated to use Cambridge's services. However, all Investment Adviser Representatives of MKWM are obligated to use Cambridge for any brokerage services and will not be able to assist clients with their brokerage needs if that client chooses to employ a brokerage firm other than Cambridge.

Sales commission for mutual funds or variable products will be outlined in the prospectus. No-load funds (i.e. no commissions) may be used in some instances. However, ticket charges may still apply. Stock commissions and / or ticket charges may be either higher or lower than those available at other broker / dealers.

MKWM bills the advisory client's account directly, which is allowed only with the client's permission by signed agreement. MKWM sends the client a detailed invoice at the same time that the fee is deducted from the client's account. It remains the client's responsibility, using the information provided in the invoice, to check on the correctness of the calculations made in determining the fee.

B. Aggregating (Block) Trading for Multiple Client Accounts

MKWM does not aggregate the purchase or sale of securities on client accounts.

Item 13 – Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Investment portfolios are reviewed in terms of price fluctuations, distributions from investments, and applicable changes in portfolios due to additions and withdrawals. Annual reviews are provided when requested by clients. These reviews include a review of the investment portfolio and related items such as taxes, cash flow, retirement planning, estate planning and, if needed, changes in personal and financial goals and objectives. Reviews are conducted by the client's Investment Advisor Representative of MKWM.

MKWM does not undertake to vote any proxies for any shares held in any client's portfolio. The voting of any proxies deriving from a client's portfolio remains the client's own responsibility.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in a client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Clients are strongly urged to inform their Investment Advisor Representative of any changes in their financial situation or goals as soon as practicable.

C. Content and Frequency of Regular Reports Provided to Clients

Quarterly reports may be provided to advisory clients about their investment portfolios by MKWM. In addition, clients will receive financial statements from the custodial broker-dealer detailing orders placed and confirmations of transactions as well as account holdings and activities.

Item 14 – Client Referrals and Other Compensation
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A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

MKWM does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to MKWM clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

MKWM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15 – Custody

MKWM does not have custody of client funds or securities.

At least quarterly, clients should receive statements from the broker-dealer, bank, or other qualified custodian that holds and maintains the client's investment assets. MKWM urges you to carefully review these statements and compare to the any account statements provided by MKWM. Statements from MKWM may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

MKWM 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, MKWM observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, MKWM's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to MKWM in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, MKWM does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. MKWM may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

A. Balance Sheet

MKWM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither MKWM nor its management has any financial conditions that are likely to reasonably impair its ability to meet contractual and fiduciary commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Neither MKWM nor its management has been the subject of a bankruptcy petition in the last ten years.