

## **Form ADV : Part 2 A & B**

As of November 2, 2011

**Part 2A: The Brochure:** This brochure discloses information about the qualifications and business practices of the investment advisory firm named below for the benefit of its clients and prospective clients. If the adviser uses a wrap fee program, it is found in Appendix 1.[not applicable ]. If you have any questions about the contents of this brochure, please contact us at the telephone number(s) given below.

**Part 2B: The Brochure “Supplement** discloses information about persons providing advice.

**2A: Brochure : Item 1 :Cover Page : for**

### **The Social Equity Group, Inc.**

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[ crd # 123747 / SEC # 801- 67244 ]

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*Please note that this brochure has not been approved by the Securities & Exchange Commission or by any state securities authority. This firm is registered with the SEC and notice filed in one or more states; **registration does not mean approval or verification by those regulators.** More information about the firm is at Investment Adviser Public Disclosure : [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).*

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**Amendments Notice**

**2A: Brochure : Item 2: Material Changes :** *If we amend this disclosure brochure, we are to send you either a new copy of the brochure or at least this item 2 describing the changes made so you can decide if you want us to send you a complete, new copy.* A summary of material changes is :

\_\_\_\_\_ attached as an exhibit to or

**X** **included here as part of this updated brochure**

or : No summary of material changes is required because there have been no material changes to this adviser's brochure since its last annual updating amendment.

The changes made as of 11.2.2011 are:

In Item 4 We have added a note regarding Mr. Ron Freund, a Vice President of the firm.

In Item 18. A. . We have changed the \$1,500 limit for SEC registrants to the \$500 for California state registered IAs.

In Item. 19 we have added information regarding Mr. Freund.

**2A: Brochure : Item 3 : Table of Contents** : Information that investment advisers must provide to prospective clients initially and to existing clients annually, describing this firm's advisory business. and Appendix 1 for a "wrap fee" program brochure [*a specialized brochure*]. [*not applicable*]

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Part 2B for Mr. Duncan Meaney

## 2A: Brochure : Items 4 – 18:

### Item 4. : This advisory firm's business

4. A. **The Social Equity Group** (also “SEG,” “the firm” or “the advisor”) is a California corporation; it was registered in California as a state registered investment adviser in February of 1992. In November 2006 SEG registered with the SEC, notice filing in California, among other states.

The firm offers investment advisory services on a fully discretionary basis and general investment advice on securities. SEG charges a management fee based on a percentage of assets under management.

Note : The use of the phrase “registered investment adviser” or the term “registered” do not imply a certain level of skill or training.

The client is free at all times to accept or reject any investment recommendation from the advisor. The client is free to obtain legal, accounting, and/or brokerage services to implement any of the recommendations the advisor may make. The firm will exercise discretion over accounts opened for portfolio management, as agreed to in advance by the client in writing, allowing the firm to select securities for purchase or sale and in amounts as it deems suited to the parameters established in consultation with the client.

Mr. Duncan Meaney is the firm's sole owner, its President, Chief Compliance Officer and other official positions. Mr. Ron Freund is the firm's Vice President and Director of Asset Allocation.

4.B. The Social Equity Group offers the following services :

Specialized advisory service : Positive Social Portfolio Management

SEG provides investment consultation on partnerships and private securities offerings that have a positive social and economic impact on society. In the process, SEG provides the firm's clients with advice on the social and economic impact of investing as a specialized research topic and analysis.

Investment Consulting

SEG can also provide its clients general investment advice for an hourly fee of \$100.00. Such advice regards various forms of investments, primarily securities.

Referrals to third party advisors

SEG may enter into an advisory referral agreement with other, appropriately registered advisers who refer their clients to SEG for its advisory services. These referred clients will be charged a maximum rate of 1% and SEG will then pay the other adviser a referral fee that is a portion of the fee the client pays to SEG.

4.C. Do we tailor our advisory services to clients' individual needs? How?

Can clients impose restrictions on investing in certain securities or types of securities?

Clients may impose reasonable restrictions on the adviser's discretion to invest in certain securities or types of securities if a client provides clear, written directions to that effect.

4.D. Do we participate in a wrap fee program providing portfolio management services? No, The Social Equity Group does not participate in any wrap fee program.

[Therefore, the question : ] (1) How does our management of the wrap fee accounts differ, if it does, from how we manage other accounts? [is not applicable.]

4. E. The firm managed assets of \$50,083,633 in 98 discretionary accounts as of 6.30.2011.

Per the California rules code [CCR Section 260.238 (k) ] our firm states here that we have disclosed all material conflicts of interest which could be reasonably expected to impair the rendering of unbiased and objective advice by the investment adviser, its representatives or any of its employees.

Item 5 : Fees and Compensation. . — How our firm is compensated

5.A. A description of the range of fees.

Our fee schedule

<b>Portfolio Assets under management</b>	<b>Annual Fee</b>
Assets under \$250,000	1.50%
Additional Assets between \$250,000 and \$1 Million	1.25%
Additional assets over \$1 Million	negotiable

Fees are calculated and payable quarterly based upon the assets under management on the last business day of the quarter. The fee for clients referred to SEG from other advisers, with whom SEG may share a portion of the client fee, is negotiable. Lower fees for comparable services may be available from other sources.

5.B. Disclosure : Does the adviser bill clients for fees incurred OR has it been authorized by the client to deduct fees from clients' accounts' assets? May clients select either method? How often does the adviser assess fees (or bill clients)?

The Social Equity Group does practice "direct billing" that requires us to obtain a client's written permission to deduct our fees directly from the client's account held by the custodian. [See the ADV Part 1B, Item 2. I] We do send an invoice to the client ourselves for payment of our advisory fees; it will show the fees' calculation.

The firm also will create an invoice for its financial planning services

5.C. . Disclosure : Other types of fees or expenses clients may pay in connection with the advisory services. [custodian fees, mutual fund fees, etc.]  
SEG manages mutual funds on a discounted basis from the above fee schedule. In

addition to advisory fees, clients will pay a clearing cost of \$30.00 per transaction.

Disclose that clients will incur brokerage and other transaction costs, AND direct clients to the section(s) of the brochure that discuss brokerage costs. Clients may read disclosures regarding brokerage practices in section 12. Clients should understand that purchases and sales of securities in their accounts will also bear commission charges and the account will pay custodial fees.

Other compensation-related disclosures: NFS has a category labeled “other” that may include any or all of the following:

- postage charges
- processing charges
- Ticket charges
- Early surrender
- Transfer fees
- administrative fees for investments in mutual fund fees and 12b-1 fees in addition to administrative fees, and other marketing fees for mutual funds, paid to a broker dealer;
- account maintenance fees charged by a broker dealer for an account, especially if inactive.

5.D. . Disclosure : Do clients pay fees in advance? How may a client obtain a refund of a pre-paid fee if the contract is terminated prior to a billed period's end? How will the amount of the refund be determined?

Fees are paid in arrears. Either party may terminate an account by submitting notice in writing to the other party. SEG will bill the client on the day of termination on a pro-rated basis, dependent upon the number of days the account has been managed.

5.E. Disclosure : Does the firm or any of its supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds?

Mr. Meaney, when acting as the registered representative of the broker dealer, Financial West Group, to effect transactions for an advisory client of The Social Equity Group, will receive the usual commission [usually a \$30 transaction fee] and possibly 12b-1 fees.

Disclosure 5.E.1. Please note : Whenever an investment advisory firm's representatives may earn a commission, or mutual fund management 12b-1 fees, or other forms of sales charges in their capacity as the registered representatives of a broker-dealer, that arrangement creates an incentive to recommend those sales and, as a consequence, an inherent possibility for a conflict of interest. An advisor is a fiduciary who is required to make only those recommendations for a client that solely are in the client's own best interest, uninfluenced by any calculation of personal gain.

Our firm addresses this potential conflict of interest first by informing clients of the conflict in this disclosure brochure. The broker dealer also reviews the trades placed with an eye to evaluating whether trades are suspiciously frequent. We do not normally reduce our advisory fees to offset the commissions or markups [or commissions to offset fees.]

Disclosure 5.E.2. Clients always have the option to purchase through unaffiliated broker-dealers and their agents those investment products our firm recommends

Disclosure 5.E.3 Does our advisory firm receive more than half its revenue from commissions and other sales-based compensation? No, our firm's primary business activity, in time and in revenues, is its fee-based advisory service. The firm receives no commissions as it is not a broker dealer or its agent.

Disclosure 5.E. 4. Do we charge advisory fees in addition to commissions or markups? We do, of course, charge advisory fees. That is how most investment advisers perform business. Our investment advisory firm is / is not also a broker dealer and therefore does / not receive commissions or markups.

Other disclosures for this section :

Our firm recommends primarily individual securities, not mutual funds to our clients. On the rare occasion that we do place a client in a mutual fund, it is only at net asset value, whether a load fund or not.

Item 6.: Performance-Based Fees and Side-By-Side Management.

Does our firm charge performance-based fees [fees based on a portfolio's increase in asset value] ? No, it does not. [See also: Form ADV Part 1A, Item 5. E. (6).

Does our firm have a supervised person who manages an account that pays performance fees? No, it does not.

NOTE: Regulators have stated that performance fees can cause incentives for an adviser to manage a portfolio with an eye to short term gains only, including investments that are more speculative or have a higher risk of loss. They may also tempt an advisor to allocate more time to them than to other clients' portfolios due to the possibility of a higher fee. As a fiduciary, an investment adviser is to provide equitable treatment to each client's managed portfolio as if it were the adviser's own portfolio - within the investment parameters agreed to with the client.

Item 7. : Types of Clients.

The types of advisory clients we service; and requirements for opening or maintaining an account. Currently our clients include primarily individuals, high net worth and others, and corporations and charitable organizations. We are prepared to provide services to other businesses, estates, and trusts.

The firm requires a minimum account size of \$25,000 for mutual fund accounts and a \$100,000 minimum account size for general securities.

Item 8. : Methods of Analysis, Investment Strategies and Risk of Loss.

A. An adviser must describe its methods of analysis and investment strategies used in formulating its investment advice. It must explain in detail any unusual risks.

**Caution : Investing in securities involves risk of loss.**

A. Charting Analysis

**Charting** – includes a variety of means of analysis that correlate charts, graphs, and similar market information to detect patterns that are judged to be predictable, to reoccur in essentially the same way, given the same chartable factors or relationships among factors. It seeks to predict trends and notice variations in those trends, using various calculated averages.

**Risks** inherent in using a charting analysis : Charting assumes 1) an accurate correspondence between real events and the factors charted by those selecting the data; 2) and that patterns can be detected in such charts such that 3) they are recognizable in advance, predictable as extrapolated from recurring and therefore essentially mechanistic financial events. It is a complicated theory with a mixed historical record. It depends upon a basic assumption that the fundamental influencing financial parameters are not radically different in the time periods considered. That assumption is a concept that recently has been questioned on a number of levels.

Particular stocks may diverge from the market/ sector averages radically. Charting may therefore need to be paired with another form of analysis such as fundamental or technical analyses in order to look more closely at particular securities.

The time period most suitable for use in charting analyses is dependent upon the investor's holding period, portfolio structure, and other factors. The choice of relevant segments of performance over time and the understanding of their place in mapping the forces within the larger time period framework is another consideration.

Time spent using one analytical method will compete with other analytical methods which might have proven more useful and profitable.

A. **Caution : Investing in securities involves risk of loss which a client must be able to bear..**

**Fundamental Analysis** – Called the “bottom-up” approach to investing, a fundamental analysis seeks an in-depth understanding of a **specific firm/** company to evaluate its intrinsic value and its future prospects before investing in its stock. Such an analysis studies the firm's management, its debt, equity and cash flow, history of financial performance/ growth, dividend payout percentages, its products, operating efficiency and marketing structures, among other factors. The firm's balance sheet and income statement are two key sources of information about the firm.

Fundamental Analysis will compare a firm's stock price with its earnings per share and its net earnings to its gross revenues and compare both with the averages for that

industry sector. The ratio of current liabilities to current assets is another important element of this form of evaluation. A central focus is deciding whether the stock is over-valued or undervalued.

As a term in large-scale economics, a fundamental analysis studies gross national product, inflation and interest rates, trade and unemployment trends, consumer confidence, savings and spending patterns and inventories in order to predict the larger movements of national and international economies. These larger concerns greatly influence the elements considered in a fundamental analysis of any given company.

**Risks** inherent in using a fundamental analysis : The factors involved can require time-consuming study that can fall behind the need to make decisions, if such factors begin to change rapidly. Few of the numbers are absolutes; many are relative to other factors or industry sector information. Most require intelligent judgment and experience to be applied meaningfully to stock values.

Fundamental analysis places value on the financial structure and health of the firm to be invested in. These factors at times are of little or no interest to the market place, such that the stock prices for very sound companies may wither when investors look to other reasons and areas for investing.

For a relatively short time period, a firm can falsify facts to hide poor performance or a fragile financial situation. The independence of balance sheets' and other reports' numerical information from such possible manipulation may not be readily verifiable.

Time spent using one analytical method will compete with other analytical methods which might have proven more useful and profitable.

A. **Caution : Investing in securities involves risk of loss which a client must be able to bear.**

**Technical** – Technical Analysis is, together with fundamental analysis, one of the two major schools of stock market study. This form of value analysis focuses on patterns of **volume and price fluctuations** for a **given stock** as compared to the activity of the larger, general market(s) indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, etc. that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little or no concern for any company's fundamental structure, production or worth. Market indicators kept in view include volume and direction of market activity, as indicators of supply and demand for securities, often using one or more established index/ indices, such as the NASDAQ, S&P 500, and the Dow Jones Industrial Average. Trends and Penetrations (e.g. of previous "highs") are another type of indicator used.

The patterns discerned, often using charts for a quick grasp of the relationship of various factors, are used to predict future market moves and their effects on stocks in general and/ or on particular sectors of the market.

**Risks** inherent in using a technical analysis : Technical analysis purports to see patterns deemed repeatable in similar market conditions. Market conditions may

consist of many factors any one of which may alter the outcome of an otherwise very similar situation. No one indicator is absolutely reliable, and a multiple of indicators may just as likely complicate understanding and evaluation as much as or more than it allows deeper insight into the market's mechanics.

The understanding(s) offered clients in explanation tend to use generic Technical Analysis, while the working concepts that are derived from those basics and modified by experience and a firm's emphasis may well be hidden in part or completely as proprietary strategy /strategies that may let one advisor or market participant outperform another.

Technical analysis assumes that all the market factors are known to and considered by all the market's participants, although, in fact, the market can act in highly partial and even apparently irrational ways.

Use in a highly volatile market, sometimes termed "dynamic," may have to evaluation possible indications that the underlying causal relationships may be shifting.

**A. Caution : Investing in securities involves risk of loss.**

**Cyclical** – This form of analysis classifies sector types of stock and possibly specific stocks with regard to their relation to recurring up and down business cycles and/ or market movements.

Certain kinds of stock show marked tendencies to mirror these larger economic movements, either directly or inversely. Automobile industry stocks, housing stocks, and many others belong to these groups. Others, such as food-related stocks, have little or no relation to these cyclical economic movements. It is important for the analyst using cyclical predictors to have a good understanding of how certain industries relate to the overall economy and any verifiable changes occurring within the system, to ascertain which business sectors will be affected and how greatly by economic changes.

**Risks** inherent in using a cyclical method of analysis : The analysis is applied to limited kinds of stocks, which either could limit a portfolio or require other forms of investing whose analyses would then need to be related to and integrated with the concepts and investment goals inherent in a cyclical view.

Understanding business cycles is a complicated endeavor at the least.

The time involved in these cycles are generally longer historical periods whose effectiveness may easily be eclipsed by other forms of market action.

Changes in the economy may vary in the magnitude of their cyclical effects from period to period. Deciding when to enter into a predicted cycle and when to leave can require very careful monitoring; demand for certain cyclical industry items may not always be predictable if a significant portion of consumption is from certain foreign purchasers, the Chinese Peoples Republic, for example. Time spent using one analytical method will compete with other analytical methods which might have proven more useful and profitable.

8. Other forms of analysis and strategies : Third Party Money Managers

The firm may introduce clients to third party investment advisors who provide discretionary or non-discretionary management of individual portfolios of equity and/or fixed income securities. In advising firm's retail clients investing in the programs of third party investment advisors, firm uses model portfolios of mutual funds, Exchange Traded Funds (ETF's) and Variable Annuity sub-accounts provided by a number of institutional investment strategists and based on their information, research, asset allocation methodology and investment strategists.

**Risks** in using these methods and strategies : As the managers' strategies and methods may vary widely, they may include the risks noted above in a fundamental analysis or others specific to their methods. None is a proven, absolutely sure means of obtaining positive results. There is always a risk-return relationship : the greater the chance of a higher return on an investment, the higher will be the risk of loss as well.

In formulating our investment advice, the firm uses financial newspapers and magazines, inspections of corporate activities and facilities, timing services, research prepared by others, corporate rating services, annual reports, prospectuses, filings with the SEC, and company press releases.

8. B. There are material risks involved if an adviser's strategy involves frequent trading of securities. Our firm's trading strategies include holding for the long term (a year or more), short term investments (traded within a year) and sales within 30 days of purchase. All these strategies are intended to enhance the portfolio's value and ability to meet a client's stated goals. What may be regarded as "frequent trading" varies according to both client and to the type of security involved. Trades in individual securities are performed "as needed" when the individual security attains its target price. Frequent trading is likely to cost a client more in commissions charged; it may also be a sign of "churning," that is, making trades in order to create commission revenues.

8. C. Do we recommend primarily a particular type of security? What are the material risks involved with that type of security? Are those risks unusual or significant?  
We primarily recommend individual securities. We are prepared to provide advice on most types of securities :

<u>Equity Securities</u>	<u>Notable risks</u> involved with this type of investment
exchange-listed securities	Market fluctuations can bring losses, lower dividends
over-the-counter securities	More susceptible to market fluctuations; <b>significant risk</b>
foreign issuers	May not be subject to US standards of financial reporting; higher risk
Warrants	Same as OTC; <b>significant risk</b>
Corporate debt securities	Same as exchange listed
Commercial paper	Same as OTC; <b>significant risk</b>
Certificates of deposit	Limited liquidity
Municipal securities	Same as exchange listed; It is possible that they can default
Investment company securities	
mutual fund shares	Market fluctuations can bring losses; various fees

US government securities		Returns can be low or even, rarely, negative.
Options contracts on securities		Market fluctuations can bring losses; must make transaction to realize profits; if the contract expires it is worthless
Interests in partnerships investing in		
real estate		Historically prone to bubbles and after effects; may lose entire amount invested; not covered by SIPC
Other : partnerships and private securities offerings that have a positive social and economic impact on society. As noted, the additional parameter may compromise other goals.		

Item 9 :Disciplinary Information.

9. What facts about any legal or disciplinary event involving our firm or its personnel should you know of, because it is material to an evaluation of the integrity of our firm or its management persons?

Our clients may review the answers to the same or similar disciplinary questions found in the ADV, Part 1A, Item 11 (and, for state registered investment advisers, in Part 1B, Item 2. C.D.E and F.]

The SEC requires that we inform you, our client, if our firm or any of our management persons has been involved in any of the events listed below in 9. A, B, and C. and, beyond those points, if there is any material fact about any legal or disciplinary event that you should know about in order to evaluate our integrity. “Involved” means having engaged in “any act or omission, aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.”

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Has our firm or any of our management persons been involved in : [answers in red ]

9. A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which our firm or a *management person*

1. was convicted of, or pled guilty or nolo contendere (“no contest”) to

(a) any *felony*; **No, our firm has not and no one in our firm has been.**

(b) a *misdemeanor* that *involved* investments or an *investment-related* business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; **No, our firm has not and no one in our firm has been.** or

(c) a conspiracy to commit any of these offenses; **No, our firm has not and no one in our firm has been.**

2. is the named subject of a pending criminal *proceeding* that involves an *investment-related* business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses; **No, our firm has not and no one in our firm has been.**

3. was *found* to have been *involved* in a violation of an *investment-related* statute or

regulation; **No, our firm has not and no one in our firm has been.** or

4. was the subject of any *order*, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a *management person* from engaging in any *investment-related* activity, or from violating any *investment-related* statute, rule, or *order*. **No, our firm has not and no one in our firm has been.**

9. B. An administrative *proceeding* before the SEC, any other federal regulatory agency, any state regulatory agency, or any *foreign financial regulatory authority* in which your firm or a *management person*

1. was *found* to have caused an *investment-related* business to lose its authorization to do business; **No, our firm has not and no one in our firm has been.** or

2. was *found* to have been *involved* in a violation of an *investment-related* statute or regulation and was the subject of an *order* by the agency or authority

(a) denying, suspending, or revoking the authorization of your firm or a *management person* to act in an *investment-related* business **No, our firm has not and no one in our firm has been.**;

(b) barring or suspending your firm's or a *management person's* association with an *investment-related* business **No, our firm has not and no one in our firm has been.**;

(c) otherwise significantly limiting your firm's or a *management person's* *investment-related* activities; **No, our firm has not and no one in our firm has been.**

(d) imposing a civil money penalty of more than \$2,500 on your firm or a *management person*. **Yes. The California Department of Corporations made such a finding. See Part 2B for Mr. Meaney, a "management person"**

9. C. A *self-regulatory organization (SRO)* *proceeding* in which your firm or a *management person*

1. was *found* to have caused an *investment-related* business to lose its authorization to do business; **No, our firm has not and no one in our firm has been.** or

2. was *found* to have been *involved* in a violation of the *SRO's* rules and was:

(i) barred or suspended from membership or from association with other members, or was expelled from membership - **No, our firm has not and no one in our firm has been.**;

(ii) otherwise significantly limited from *investment-related* activities - **No, our firm has not and no one in our firm has been.** or

(iii) fined more than \$2,500 – **SRO: Yes. The NASD (now FINRA) made such a finding and fine. See Part 2B for Mr. Meaney, a "management person"**

Item 10 :Other Financial Industry Activities and Affiliations.

What material relationships does our firm or any of our management persons have with related financial industry participants? What material conflicts of interest may arise from these relationships and how are these conflicts addressed?

Duncan Meaney is a one-third owner of HLM LLC, an entity that manages a separate limited liability company called Community Commercial Ventures, LLC ("CCV"). This LLC has no general partners per se, but as a managing partner, Mr. Meaney holds a similar position. Periodically the LLC pays management fees to another partner who manages the LLC on a day-to-day basis. By the LLC's terms, the dispersals the partnership allows, when provided, are 75% to the introduced investors, the remaining 25% to the three partners. Otherwise, the asset is held in a fee-based account and is valued together with the rest of each client's portfolio assets, paying the stated percentage advisory fee to Mr. Meaney.

Also by the terms of the LLC, upon dissolution, and contingent upon the investment being profitable to allow a payout, the introduced investors receive a priority pay-out of 180% of their investment in the net distribution, before the initial partner/ managers receive the remainder to be split among them.

The advisory fees are paid by direct billing to the custodian, defined as a form of custody, but allowed as a "modern practice." The dispersals also constitute a form of custody, as the three managers vote for or against it, noting that 75% of any such dispersal must go to the other investors. The firm must arrange for an annual audit in order for the custodian to value the holdings.

CCV LLC is a private placement which will use Financial West Group as the placement agent. SEG may recommend to suitable clients that they invest in CCV. Duncan Meaney is a registered representative of FWG but SEG and FWG are unaffiliated entities.

A. Have we, or has any of our management persons, registered either as a broker-dealer or as the representative of a broker-dealer? OR, Do we or any management person have such a registration pending?

As noted, SEG's president is also registered as a representative of the unaffiliated broker-dealer, Financial West Group, Inc.. Clients may place orders for securities or partnership interests through the firm's unaffiliated broker-dealer, in which case Mr. Meaney or his associates may earn the usual commissions for those sales.

We inform our Clients here that there always exists an inherent possibility of a conflict of interests in any arrangement in which the agent receiving compensation for effecting securities transactions is also the advisory representative who recommended those transactions. Advisory clients are not obligated to effect transactions through the affiliated broker-dealer.

As agents of an unaffiliated broker-dealer, certain advisory representatives may also receive commissions for sales the client chooses to effect through that broker-dealer and, additionally, those persons in their capacity as broker-dealer agents may also

receive the normal 12b-1 fees from certain mutual funds in which the client is invested.

B. Have we, or has any of our management persons, registered as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of any of these entities named here? OR, Do we or any management person have such a registration pending? No, none of this item applies to our firm.

C. Do we have any “related person” – a person or a firm that we control or that controls us through ownership or as an officer – with whom we have a material relationship, any arrangement that may cause a conflict of interest when providing our clients with investment advice? Item 10 noted in its initial paragraphs Mr. Meaney’s ownership relation to a real estate management company, HLM LLC; it is owned by Mr. Meaney and two other partners. HLM LLC will function as the manager of commercial properties owned by Community Commercial Ventures, LLC, a private placement firm owned by clients and Mr. Meaney and one partner and organized to purchase realty. HLM will do the paperwork, filings, etc. The risk for a conflict of interest in any such arrangement would lie in the compensation to be received; it creates an incentive to recommend the service, except that the offering is currently closed. All the persons invested at net asset value in CCV are or have been investment advisory clients of The Social Equity Group or the partner’s money management investment advisory firm.

D. Do we recommend or select other investment advisers for our clients?

Yes, we do. We will receive compensation from those other advisers for our referrals in the form of a portion of the fee our client pays to the other investment adviser. The compensation we will receive, clients should note, creates an incentive to make the recommendation and thereby an inherent risk for a conflict of interest. We address this possible conflict of interest by bringing it to our clients’ attention.

Do we have any other business relationships with these advisers that also could cause a conflict of interest and, if “yes,” how do we address them? No.

The Social Equity Group’s management undertakes to review any third party adviser to whom it may refer its clients with the purpose of ascertaining that the third party is registered /licensed or notice filed with the California Department of Corporations as required.

Item 11. Code of Ethics / Advisory Persons' own trading and possible personal interest in our clients' trades.

A. In accordance with Section 204A of the Investment Advisers Act of 1940, the firm also maintains and enforces written policies, adopted as a "Code of Ethics," and reasonably designed to prevent the misuse of material, non-public information by the firm or by any persons associated with the firm. It includes procedures for monitoring proprietary trading activities of persons in the firm who may have access to insider information, among other provisions. A copy is available to current and prospective clients upon written request.

Please note that using any insider information, information that is not readily available to all participants in the securities markets (upon making a reasonable effort to obtain that information), for any person, ourselves or relatives or clients or any other person, is strictly illegal and punishable by fines and imprisonment.

We control the access to information in our firm with the building's security, locked doors and password access to computers. That said, all information for our investment decisions held in our offices is publicly available.

11. B. [ also in Form ADV Part 1A, Item 8. (1)(2) (3) and the former Part II, Item 9, A, C, D, E ]

Does our firm or a related person recommend to our clients, or do we buy or sell for our clients' accounts, securities in which we or a related person has a material interest?

A. Our firm and/ or its associates **do**

- buy or sell for the firm or for themselves securities (other than shares of mutual funds) that we also recommend to our advisory clients;
- buy or sell for the firm or for themselves shares of mutual funds that we also recommend to our advisory clients;

Our firm and its associates **do not**

- buy securities for the firm or for themselves from advisory clients (principal transactions);
- sell securities the firm or its associates own to advisory clients (principal transactions);
- in their capacity as a broker/ dealer agent, transact purchases or sales of any client's securities directly to any other person (an "agency cross transaction" that side-steps using a securities market place)
- recommend securities (or other investment products) to our advisory clients in which our firm or any person or other firm related to our firm has some other proprietary (ownership) or other financial interest.
- Act as an investment adviser to an investment company that we recommend to our clients.

11. C. **Personal Trading** : investing in the same or related securities:

Does our firm permit itself, its personnel, or a person related to our firm (by ownership or other forms of control) to invest in the same securities that we recommend to our clients, or in securities that are related to those securities, such as options or other

derivatives? Yes.

From time to time Mr. Meaney and other associates of The Social Equity Group may purchase or sell securities for their own (proprietary) accounts. The positions they purchase or sell may be the same as, similar to, or the opposite of positions that they recommend to their clients, as indicated by differences in suitability for personal risk tolerance and investment goals. Client transactions always take precedence over any proprietary account activity.

NOTE : Conflicts could arise if an adviser recommends that clients invest in a pooled investment vehicle that the firm advises or for which it serves as the general partner, or when an adviser with a material financial interest in a company recommends that a client buy shares of that company.

#### 11. D. **Personal Trading** :

Investing in the same or related securities at the same time.

What specific conflicts do we have when our firm or a related person trades in the same securities at or about the *same time* as it places trades for a client's account?

The possible conflicts of interest that arise whenever we might recommend, or, in our discretion, buy or sell for you a security that we may also buy or sell for ourselves are

- using your order's market effect to benefit ourselves ("front running");
- using your order as "inside information" that would give us an unfair advantage in the markets to benefit ourselves or any other person (which is an illegal act);
- gaining a lower brokerage cost for ourselves in bunching orders, which can create an incentive to involve your account in that transaction.

What internal controls do we have to prevent our firm and/ or our staff from buying or selling the same or related securities at the same time as we may be placing orders for our clients' accounts? Our internal controls designed to prevent "contemporaneous trading" are : Mr. Meaney and his associates must be the last to buy or sell. Persons who are also broker dealer agents must have their trades reviewed by the broker.

#### Investment Policies with regard to Proprietary Account Activity

– No employee of the firm may effect for her/ himself or for her/his immediate family (i.e. spouse, minor children – collectively "Covered Persons") any transactions in a security which is being actively purchased or sold, or considered for purchase or sale, on behalf of any of the advisor's clients.

#### Firm Procedures : Enforcement of our firm's guidelines : .

– In order to implement its Investment Policy, the firm will follow these procedures with respect to the advisor and its Covered Persons:

(1) If the advisor is purchasing or considering purchasing any security on behalf of an advisory client, no Covered Persons may transact in that security prior to the sale on behalf of the client having been completed by the advisor, or until a decision has been made not to purchase the security on behalf of the client; and

(2) If the advisor is selling or considering the sale of any security on behalf of the advisor's client, no Covered Persons may transact in that security until the sale on behalf of the client has been completed by the advisor, or until a decision has been made not to sell the security on behalf of the client.

Exceptions -

This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of the advisor's clients do trade in broad markets. Transactions in those securities will not have any appreciable impact on the market value of those securities, and transactions for clients and the accounts of Covered Persons should not cause a conflict of interests.

Exceptions to the above stated policy may be made under certain circumstances. Records of these trades, including the reasons for the exceptions, will be maintained with the advisor's records in the manner set forth above.

"The SEC generally dislikes 'contemporaneous' trading," that is, that anyone in our firm might enter an order for her or his own account at the same time as an order in the same security for a client. Note that these restrictions are not applied to investments in mutual funds that are unaffiliated with our firm. Unaffiliated means a mutual fund that we have not ourselves created or helped establish and/ or in some way act as the fund's managers.

The SEC has stated that "an adviser's ability to place its own trades before or after client trades in the same security may affect the objectivity of the adviser's recommendations" and therefore states further that the SEC believes *disclosure of this practice* is warranted. The SEC has not in that opinion stated a specific length of time before or after. In that respect it could also be noted conversely that clients might have reservations in employing an adviser who does not invest in the same securities the adviser recommends.

Does any person in our firm participate in or have an interest in our clients' transactions? How does such a person participate or what is the interest and what conflicts of interest can that create? Only as noted above in the discussion of the private placement, Community Commercial Ventures, LLC.

Item 12 :Brokerage Practices.

12. A.. Does our firm select a broker/ dealer for you? On what basis do we do so? How do we determine the reasonableness of the broker's compensation (commission charges)? We do recommend the broker-dealer with whom we are employed, Financial West Group, for our clients' transactions.

SEG discloses to its advisory clients that its associates may, in their capacity as registered representatives of the broker-dealer, also receive commissions from Financial West Group. Clients should note, as stated above, that there always exists a potential for a conflict of interests in any such relationship/ arrangement whereby the advisor may receive remuneration for transactions it recommends.

SEG may negotiate discounted commission schedules from all broker-dealers who service its client accounts. Commissions charge by Financial West Group may be higher or lower than those offered by other broker-dealers for the same or essentially similar services. Generally, Mr. Meaney has negotiated the transaction cost with Financial West Group down to \$30, which in most cases is less than that at other, comparable firms. As noted in the first paragraph of this section, advisory persons who also are registered as broker/ dealer agents would receive a portion of this negotiated commission per equity trade, if acting as the client's agent.

The variety of product choices offered at Financial West Group is comparable to those at most wire firms.

12. A. 1. Research and other "Soft Dollar" benefits :

Do we have any conflicts of interest such as receiving "soft dollars" from Financial West Group?

SEG pays a monthly fee for research materials it receives through Financial West, Group. Research materials obtained are used for all clients' accounts as may be applicable. We receive no soft dollar benefits from Financial West Group, nor from any other third party source.

Required disclosures / explanations:

- a. If an adviser uses client brokerage commissions (or markups or markdowns) to obtain research or other products or services, the adviser receives a benefit in not having to produce or purchase them itself.
- b. Any such benefit creates an incentive to select or recommend the broker-dealer that provides it; an adviser's duty is to select a broker-dealer based on the most favorable execution services for the adviser's clients.

[c.] Do we "pay up" to obtain soft dollar benefits (that is, do we pay more than the lowest available commission rate)? Do we make our clients pay commissions (or markup or markdowns) higher than those charged by other broker-dealers in return for "paying-up"? No, we do not.

[d.] Do we use soft dollar products, research or other items for the benefit of all our clients or only certain clients? Do we allocate benefits proportionately to accounts as those accounts generate the soft dollars by our directing brokerage to a specific broker-

dealer? No, we do not.

[e.] The types of products, services or other benefits our firm or any of its related persons acquired in our firm's last fiscal year due to directing our clients' brokerage to any broker dealer are : None : *not applicable*.

[f.] The procedures our firm used during its last fiscal year to direct our clients' transactions to a particular broker-dealer in return for soft dollar benefits received were : *Not applicable*.

Clients need to understand that "soft dollars" are an enticing benefit for an adviser in so far as they provide access to research and / or other products both of use to the adviser in its business and at no expense to the adviser. Clearly, such an enticement creates an incentive to use the broker-dealer in question and may cause the adviser to use a broker that charges the adviser's clients higher commission rates than another broker-dealer.

An adviser has a duty to seek the best execution of trades for its clients, which includes considerations in addition to the commission rate, however.

Are there additional, material conflicts of interest involved in our use of directed brokerage, due to a relationship with the broker-dealer? No, there are not.

#### 12. A. 2. Brokerage for client referrals

Do we direct brokerage to a specific broker-dealer in return for client referrals either to our firm or to a related firm? [*includes referrals from a BD or other third party.*]

Yes, we do. / No, we do not.

The Social Equity Group, Inc. has material arrangements with Financial West Group, Inc. ("FWG"), a broker dealer, for the purpose of trade executions. The two firms are not, however, "related" in that neither controls the other through ownership or by other means. Because Mr. Meaney is a registered representative of FWG, that broker dealer has an FINRA-imposed responsibility to supervise in some respects Mr. Meaney's outside business activities, to include his independent investment advisory business.

Clients must understand that there always exists a potential conflict of interests in any such situation where the adviser may make recommendations that a client may choose to follow and use the same advisor in his or her capacity as the registered representative of a broker dealer to effect the recommended transaction, in that the possible commission generates an incentive to make the recommendation. An investment adviser's fiduciary duty requires her or him to make only those recommendations that are purely in the client's own best interest without taint of self-interest.

There exists another potential conflict of interest with regard to advisory representatives of The Social Equity Group, Inc who also are registered as advisory representatives of Financial West Group, Inc.'s investment adviser

The advisory representative would have an incentive to recommend investments that provided a higher pay-out due to the different advisory fees charged. Here should be noted one main distinction in choosing between the two advisors : SEG requires a minimum investment of \$100,000 for accounts in securities other than mutual funds; lower account minimums are available through Financial West. The percentage of the total fee earned is very slightly higher for SEG's advisory representative.

The inherent conflict of interest in this practice stems from an adviser's fiduciary duty to the client to put the client's interests first. The referrals create an incentive to use the broker-dealer not for the services a client will receive, but due to the benefit to the advisory firm. Directed brokerage may result in brokerage costs that are higher than a client might obtain from another broker-dealer.

What procedures did we use during our last fiscal year to direct brokerage to Financial West Group? As registered representatives of the broker dealer, persons associated with The Social Equity Group must use Financial West Group to effect any transactions, per FINRA rules, so as not to be selling away.

12. A. 3.

[a] Do we "routinely recommend, request or require" our clients to direct brokerage?  
[describe the practice/ policy]

SEG offers its clients security transactions through Financial West Group ("FWG"), a registered broker-dealer, **or any other competitive broker-dealer the client may prefer, assuming that the desired** securities may be obtained through the desired broker-dealer. FWG clears through National Financial Services, a wholly owned subsidiary of Fidelity.

Clients should know that not all advisers do require directed brokerage.

Is the broker-dealer in question an affiliate of our firm or have some other economic relationship? No. Note: By directing brokerage, an advisor may not be able to achieve the most favorable execution for client transactions, at an increased cost to our clients than they might have incurred with another broker-dealer.

SEG discloses to its advisory clients that its associates may, in their capacity as registered representatives of the broker-dealer, also receive commissions from Financial West Group. Clients should note, as stated above, that there always exists a potential for a conflict of interests in any such relationship/ arrangement whereby the advisor may receive remuneration for transactions it recommends.

[b] Do we permit a client to direct brokerage to a specific broker-dealer? To do so, we would be required to obtain prior, written permission from Financial West Group. . Clients should understand that their choice of broker-dealer may lead to higher brokerage costs than they might have otherwise obtained, due to higher rates or an inability to aggregate orders and thereby reduce transaction costs.

12. B. When we place orders with a broker/ dealer for our clients, do we aggregate or “bunch” your trade order with orders for other clients?

SEG may “bunch” or aggregate client orders to ensure average pricing of equities for the accounts involved. Any cost reductions realized will be shared by all participants on a pro rated basis.

Item 13 :Review of Accounts.

13. A.

Does someone in our firm review your investment account portfolio and how often?

It is anticipated that accounts will be reviewed by portfolio managers of The Social Equity Group on at least a quarterly basis. However, the receipt of any meaningful information relating to the economic or market environment, individual companies or industries, or factors that affect its clients’ investment objectives could prompt immediate review of each account affected by such developments.

Because we send you an account statement, we urge you, our client, to compare carefully that account statement with any other statement you may receive from the account’s qualified custodian.

13. B. What factors might trigger a review in addition to our periodic reviews?

All clients receive quarterly performance reports and annual evaluations. At least once a year, investment objectives are reviewed with each client.

13. C. What regular reports do we or others provide you? Are they written reports? What do they contain? Our clients will receive the usual confirmations of trades made in any given month, quarterly performance reports from the adviser giving the investment outlook for future quarters., and, from NFS, monthly statements showing current versus previous statement holdings, transactions, dividends deposited, and fees and commissions charged.

Item 14 :Client Referrals and Other Compensation.

A. Does someone other than a client of our firm pay our firm or related persons, or otherwise provide some economic benefit to our firm, for the investment advice we provide to our clients? [\[12b-1 fees; other; sales awards or prizes\]](#)

As agents of an unaffiliated broker-dealer, certain advisory representatives may also receive commissions for sales the client chooses to effect through that broker-dealer and, additionally, those persons in their capacity as broker-dealer agents may also receive the normal 12b-1 fees from certain mutual funds in which the client is invested.

B. Does our firm or a firm related to us through some form of ownership pay someone, directly or indirectly, for client referrals?

The firm uses solicitors to refer clients to its advisory services, in accordance with the California Code of Regulations, as Disclosed to clients in the Solicitor Disclosure and this ADV Part 2 AB, to be given to the client.

Item 15: Custody.

Does our firm have custody of your assets? The qualified custodian of your assets' account is National Financial Services. The custodian will send to you a monthly financial statement. NOTE : These statements should be reviewed carefully. It is not the custodian's responsibility to ascertain the accuracy of the calculation for fees subtracted from your account. Our firm does not have custody of our clients' assets.

Item 16 :Investment Discretion.

A. Does our firm have discretionary authority over your assets?

SEG manages its accounts on a fully discretionary basis. Clients are interviewed to determine their financial goals and to gain other relevant information for proper management of their accounts. Accounts may be managed for income, growth, or a balanced approach, as agreed to by the client. These general parameters limit the choices the adviser may make on behalf of the client. Additionally, any reasonable restrictions the client may choose to note in writing will also be followed.

Clients choosing to use the advisor to supervise portfolio accounts will be asked first to sign an agreement allowing the advisor limited power of attorney to make investments on the client's behalf, choosing the type and amount of securities to be purchased or sold for the account without prior approval of the client, within any parameters agreed upon in advance. The firm's other, self-imposed restriction, as noted above, is that the firm will seek securities that generally it regards as having positive social impact.

B. What limitations are there, or can you place, on our discretionary authority? [Please see also section 4] Clients sign a limited Trade Authorization Form allowing the firm to act as their agent to place trades, choosing the securities in amount and at what cost

and when, without having to obtain the clients' prior permission for each and every trade. The adviser must make all decisions within the suitability parameters agreed to by each client and the adviser. Clients may also place reasonable restrictions on what kinds of trades may be made or the securities to be traded.

Item 17. : Voting Client Securities..— proxy voting practices

A & B. Our firm does not have and will not accept authority to vote client securities. This is our policy and our procedure and it is available here in this form ADV Part 2.A. Item 17.

Item 18 :Financial Information.

A. Custody situations : Does our firm have custody of your funds or your securities?

- Do we require prepayment of a fee of \$500 or more, 6 or more months in advance of services? We do not require prepayment of fees.
- Direct Billing : We do bill clients' accounts directly at the custodian.
- Trustee for an advisory client : We are not.

The only form of custody our firm has is "direct billing" which, however, does not require that we mark the Form ADV for custody and does not require us to provide a balance sheet in the Part 2A under this Item 18.

18. B. Financial difficulties : If our firm has discretionary authority over your assets [see Item 16] or custody of our clients' securities or funds, or require or solicit prepayment of fees of \$500 or more, six or more months in advance, then we must disclose if there is any financial condition reasonable likely to impair our firm's ability to meet its contractual commitments to its clients.

Our firm has no financial condition that could reasonably seem likely to impair our ability to meet our contractual commitments to you, our client. This question is important, especially if an investment adviser has discretion, custody or both; if our financial condition were precarious, our clients would be exposed to increased risks that we might not manage their assets properly, according to the SEC. Prepaid fees might not be refunded if an advisory firm were to cease being able to do business due to insolvency.

18. C. Has our firm been the subject of a bankruptcy petition during the last 10 years? No, it has not.

Item 19 :State Registrant Information.

A. In Item 4. A, above, and in the Part 2B following we have identified Mr. Duncan Meaney as the firm's owner, principal executive officer and management person, with a description in Part 2B of his formal education and business background.

Mr. Ron Freund is the firm's Vice President and Director of Asset Allocation. Mr. Freund was born 11.19.1947. He is an Investment Adviser Representative who has been with this firm since 11.1992. Mr. Freund obtained his post high school education at :

Haverford College: BA, Political Science, 1969

Northwestern University, M.A., Political Science, 1970

Pacific School of Religion, Social Ethics program, 1984

Institute of Business and Finance, Certified Fund Specialist Accreditation, 1993

His Employment History is :

11.01.2005 to present : Solicitor for The Social Equity Group, Inc. working from Illinois.

11.1992 to present : Registered Representative for the Broker Dealer Financial West Group and investment advisor representative for its related investment advisory firm, Financial West.

03/1984 to present : Teacher for the Hayward School District

01/1981 to present : self-employed as a writer.

B. In item 10 we have described Mr. Meaney's other business affiliations; his current work history is also disclosed in the Part 2B following.

The approximate amount of time Mr. Meaney spends on his activities is :

- 35 hours a week as the advisory representative of this firm
- 4-5 hours per week as the registered representative of a broker-dealer
- 0-15 minutes per week as the manager of the noted LLC's; as Mr. Meaney performs their tax calculations, March is the busy period for his duties to those firms.

Mr. Freund's other business activities are noted above under his employment history.

C. As stated in Item 6, above, this firm and its representatives are **not** compensated for advisory services with performance-based fees. Clients should understand that performance-based compensation may create an incentive for an adviser to recommend an investment that may carry a higher degree of risk to the client.

D. Neither the firm nor its management persons have been involved in one of the events listed below in [1.] An award or otherwise being *found* liable in an **arbitration claim** alleging damages in excess of

\$2,500, *involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

Regarding the following areas for disclosure:

2. An award or otherwise being *found liable* in a civil, *self-regulatory organization*, or administrative *proceeding involving* any of the following:

- (a) an investment or an *investment-related* business or activity;
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

We have disclosed in the Part 2B following that The California Department of Corporations initiated an action in March 2003 regarding Mr. Meaney's work with Financial West Group(FWG), alleging failure to maintain adequate books and records and failure to file an annual report. The matter was settled 11.19.2004 with *an order* and a monetary fine.

E. Neither the firm nor Mr. Meaney nor Mr. Freund has any relationship or arrangement with any issuer of securities.

**Part 2B: The Brochure Supplement** : Here we provide information about advisory personnel on whom you rely for investment advice. We must provide this supervised person's supplement to you, our client initially at or before the time when *that* specific supervised person begins to provide you with advisory services.

**Item 1. Cover Page.**

**The Social Equity Group, Inc.**

2550 9<sup>th</sup> Street, Suite 204A, Berkeley, CA 94710

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This brochure supplement provides information about **Duncan John Meaney** that supplements The Social Equity Group, Inc. brochure. You should have received a copy of that brochure. Please contact Mr. Duncan Meaney at (510) 644-9484 if you did not receive The Social Equity Group, Inc.'s brochure or if you have any questions about the contents of this supplement. Additional information about [name of *supervised person*] is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Duncan John Meaney  
CRD # 1124359  
Born September 2, 1956 President and Investment Advisor Representative,  
With the firm since 2.1992

**Item 2. Educational Background and Business Experience**

Formal education after High School: Sonoma State University (Rohnert Park, CA) from 1975 - 76 and University of California at Berkeley, 1979-81, B.A. in Political Economy

Business background for the preceding 5 years:

- 02/1992 to present - President, owner and advisory representative for The Social Equity Group, Inc.
- 10/1991 to present - Registered Representative, Financial West Group, Inc. CA
- 11/1987 to 09/1991 - Registered Representative, Progressive Asset Management President, PAM Housing; V.P., Due Diligence.
- 12/1985 to 11/1987 - Registered Representative for Protected Investors of America, San Francisco, CA
- 09/1983 to 12/1985 - Registered Representative for Working Assets Money Fund, San Francisco, CA

Mr. Meaney has passed the Series 6, 7, 24, and 63 examinations.

**Item 3. Disciplinary Information.**

The Investment Adviser Public Disclosure site provides the following information.

Are there events disclosed about this Investment Adviser Representative? **Yes**

The following types of events are disclosed about this Investment Adviser Representative

- Regulatory Event
- Customer Dispute

1. The California Department of Corporations initiated an action in March 2003 regarding Mr. Meaney's work with Financial West Group(FWG), alleging failure to maintain adequate books and records and failure to file an annual report. The matter was settled 11.19.2004 with an order and a monetary fine.

Item 4. Other Business Activities.

As noted in the firm's ADV Part 2A, Mr. Meaney is the registered representative of a broker dealer, Financial West Group. Per FINRA rules forbidding "selling away" without the employing broker dealer's written permission, any trades that Mr. Meaney effects for his advisory clients must be executed through Financial West Group.

Clients may place orders for securities or partnership interests through the firm's unaffiliated broker-dealer, in which case Mr. Meaney or his associates may earn the usual commissions for those sales. Financial West Group's commissions may be higher or lower than those charged by other broker dealers for the same or essentially similar services.

Clients are hereby notified that there always exists an inherent possibility of a conflict of interests in any arrangement in which the agent receiving compensation for effecting securities transactions is also the advisory representative who recommended those transactions. Advisory clients are not obligated to effect transactions through the affiliated broker-dealer. Time required for this business activity : Registered representative of the broker/ dealer : requires approximately 4 - 5 hours per week.

HLM LLC : Real Estate : Mr. Meaney is the Secretary and on-third owner of HLM LLC. Time required for this business activity : ca. 1 day per year.

Item 5. Additional Compensation. This item requires that the supplement describe arrangements in which someone other than a client gives the supervised person an economic benefit (such as a sales award or other prize) for providing advisory services.

Mr. Meaney may, as the registered representative of a broker dealer receive commissions and 12b-1 fees. As noted in the ADV Part 2A, these payments cause an incentive to recommend those services and an inherent risk for a conflict of interest.

Item 6. Supervision. Within the investment advisory firm, Mr. Meaney is his own supervisor and the supervisor for other persons in the firm. He maintains on file records of his proprietary trading activities for his broker dealer, Financial West Group, to review for his "outside business activities" as their registered representative.

Item 7. State Registration requirements

Mr. Meaney is currently registered in California, Illinois and Texas as a representative of his firm. He must renew these registrations each year. Please note that registration does not imply any form of approval from these jurisdictions. Mr. Meaney has not been the subject of any of the

The ADV Part 2B requires that we disclose (A) in addition to the events covered in Item 3 of this Part 2B, if Mr. Meaney has been involved in one or more of the following events:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
  - (a) an investment or an investment-related business or activity;
  - (b) fraud, false statement(s), or omissions;

- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or **administrative proceeding** involving any of the following:

- (a) an investment or an investment-related business or activity;**
- (b) fraud, false statement(s), or omissions;
- (c) theft, embezzlement, or other wrongful taking of property;
- (d) bribery, forgery, counterfeiting, or extortion; or
- (e) dishonest, unfair, or unethical practices.

As noted above in Item 3, the California Department of Corporations initiated an action in March 2003 regarding Mr. Meaney's work with Financial West Group(FWG), alleging failure to maintain adequate books and records and failure to file an annual report. The matter was settled 11.19.2004 with an order and a monetary fine.

Mr. Meaney has not been the subject of a bankruptcy filing in the past 10 years.