

PART 2A OF FORM ADV: FIRM BROCHURE



121 Post Road East, Westport, CT 06880

Phone: 203.226.0603

Fax: 203.226.0200

Email: Info@catmg.com

Website: www.catmg.com

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This brochure provides information about the qualifications and business practices of Catamount Wealth Management. If you have any questions about the contents of this brochure, please contact us at 203.226.0603 or info@catmg.com. 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. Additional information about Catamount Wealth Management is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated March 30, 2011, is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information. Consistent with the new rules, we 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. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4: Advisory Business

CATAMOUNT MANAGEMENT GROUP, LLC, DBA Catamount Wealth Management (herein after referred to as CATMG), furnishes investment advisory services to clients, namely, investment supervisory services. CATMG investment supervisory services consist of providing continuous advice concerning the decisions and selection of securities. CATMG offers this service to individuals and institutions (including such individual's investment retirement account(s), pension and profit sharing plans, trusts, estates, charitable organizations, partnerships and corporations. CATMG will manage advisory accounts on a discretionary or nondiscretionary basis. CATMG's investment style consists of Large Cap and Mid Cap Growth. Client accounts are assessed and constructed based upon the client's needs, objectives, risk tolerances and tax situation.

CATMG has been in business for eight years and the principal owner, Louis F. Albanese, has been in the financial industry for thirty years.

Investment recommendations made by CATMG are not limited to any specific product or service offered by a broker-dealer and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign ADR's (American Depositary Receipts)
- Certificates of deposit
- Mutual fund shares
- United States governmental securities
- Corporate and municipal bonds
- Exchange traded funds

CATMG offers two different advisory arrangements for investment supervisory services clients:

1. Discretionary account with client-selected broker-dealers.

CATMG will provide only supervisory advisory services. Under this agreement, clients can select the broker-dealer to be used to implement recommended transactions and also have the option to use CATMG's recommended broker-dealer. Clients will be charged separate and typical commissions, mark-ups, and mark-downs by their broker-dealer.

2. Discretionary account management fees.

CATMG offers an advisory service fee based on the account's assets under management. CATMG requires a minimum of \$500,000 of assets to be placed under management for this service, which may be negotiable under certain circumstances. The single management fee charged quarterly by CATMG includes, but is not limited to, designing and managing the portfolio, as well as continuous consultation. The fee does not include the selection or recommendation of investment advisers other than that of CATMG, except to the extent CATMG chooses to invest a portion of a client's portfolio in a mutual fund which is managed by an unaffiliated investment adviser. All client portfolios are managed by CATMG, but CATMG does not have custody of any client funds and/or securities. The charges incurred by a custodian for the client's securities are not included in the management fee along with a minimal ticket charge. Under this payment option, CATMG will always attempt to get the best price on execution, however, this objective may not always be possible. In efforts to achieve this objective, CATMG, except in extraordinary circumstances, will affect all client transactions on an agency, rather than on a principal basis.

CATMG tailors advisory services to the individual needs of clients by designing an investment strategy based on said client's needs, investment objective, and risk tolerance. Clients may, at any time, impose restrictions on investing in certain securities, or types of securities, such as "sin stocks" (i.e. tobacco).

As of March 30, 2011, CATMG has \$65,233,047.00 in assets under management on a discretionary basis and \$2,376,180.00 in assets under management on a non-discretionary basis.

All clients of CATMG are permitted to make deposits to and withdrawals from their accounts at any time and have the option to request CATMG to do so on their behalf. Clients are advised to promptly notify CATMG if there are any changes in their financial situation or investment objectives. If a client wishes to impose any reasonable restrictions upon CATMG's management services, CATMG should be promptly notified or is otherwise not liable. A copy of CATMG's privacy policy notice and a written disclosure statement, both of which are in accordance with the requirements of Rule 204-3 of the Investment Advisors Act of 1940, are available to all clients.

Item 5: Fees and Compensation

The annual management fee charged by CATMG for investment supervisory services (excluding a ticket charge) will range from 1% to 2.00% of total assets under management. As noted below, under certain circumstances, fees may be negotiable. Except for in extraordinary circumstances, all securities transactions will be effected on an agency basis. In addition, there will be a minimal ticket charge per trade. CATMG's fee does not include certain odd lot differentials, transfer taxes, exchange fees, or any other fees required by law (hereinafter collectively referred to as "Additional Expenses"); such Additional Expenses will be charged separately to the client's account.

The exact fee to be charged to an investment supervisory services client will be based on the size and complexity of a client's portfolio and will be disclosed to the client prior to the client entering into an investment advisory agreement with CATMG (the "Advisory Agreement"). CATMG requires a minimum of \$500,000 of assets to be placed under management for this service, which may be negotiable under certain circumstances.

Clients will be invoiced in advance (at the beginning of each quarter) based upon the closing value of the client's account of the immediately preceding calendar quarter, or as of the date and value reported on the client's brokerage statement. The "value" of a client's portfolio is determined by the market value of the securities held in the client's account as reported by the broker-dealer or other custodian.

Client portfolio value is based on the balance as of the last business day of each calendar quarter period, plus any credit balance in the client's account during that quarter. Any other security or asset held in the client's portfolio will be valued in the manner determined as of (i) the date the Advisory Agreement is countersigned by CATMG, or (ii) the date the client's assets are deposited into the account, which is the subject of the Advisory Agreement.

All client Advisory Agreements are of a continuing nature and will remain in effect until terminated. Both CATMG and the client may terminate the Advisory Agreement by written notice to the other party. Termination by either party will not have the effect of canceling orders placed by CATMG prior to its actual receipt of notice of termination. In addition, CATMG retains the right to complete any transactions that remain open as of the termination date and can retain amounts in the client's account which are sufficient to complete those transactions. Upon termination of an Advisory Agreement, it shall be the client's exclusive responsibility to issue instructions to the custodian of the account regarding the disposition of the assets; CATMG will be under no obligation to recommend any action with regard to the disposition of the securities, or other property, held in the client's account. Fees will be refunded by CATMG to the

client, on a pro-rata basis, based on the number of days remaining in the calendar quarter when notice of termination was received.

No Advisory Agreement may be assigned by either party without the written consent of the other.

All fees paid to CATMG for investment advisory services (management fee and otherwise) are separate from the investment advisory fees and fund related expenses charged directly by money market funds and mutual funds, which may be included within an investment advisory client's account. A complete explanation of expenses charged by mutual funds is contained in each mutual fund's prospectus.

CATMG may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts not generally available to advisory clients of CATMG may be offered to family members and friends of associated persons of the firm.

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

As a matter of policy, CATMG does not accept performance-based fees.

Item 7: Types of Clients

CATMG provides continuous advice concerning the decisions and selection of securities to individuals and institutions, including such individual's investment retirement account(s), pension and profit sharing plans, trusts, estates, charitable organizations, partnerships and corporations. CATMG requires a minimum of \$500,000 of assets to be placed under management for this service. As mentioned previously, this minimum amount may be negotiable under certain circumstances.

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

CATMG subscribes to professional financial research providers for market analysis used to formulate investment advice and to manage assets. CATMG utilizes WONDA (William O'Neil & Co Inc., product), a computer-based institutional investment research tool which incorporates state-of-the-art screening capability on over 3,000 data items combining company fundamentals, earning estimates, industry group statistics, corporate data, and many of the most powerful technical tools in the business. WONDA gives 24 –hour access to the O'Neil Database with daily, weekly, monthly, and intra-day charts and fundamental data on over 10,000 equities, 150 market indicators, and 197 O'Neil Industry Groups. This service provides CATMG the ability to screen, rank, and create custom fundamental and technical support.

The following is a description of the key elements, process, and risk factors associated with CATMG's investment philosophy, modeled after William O'Neil's "CAN SLIM" Philosophy:

C: Current earnings - Per share, current earnings should increase sharply from the same quarter's earnings reported in the previous year. Additionally, if earnings are accelerating in recent quarters, it is a positive prognostic sign.

A: Annual earnings – Annual earnings should be up 25% or more in each of the last three years.

N: New product or service - The idea that a company should have new products that fuel the earnings growth seen in current and annual earnings. These products are what allow the stock to achieve new highs for pricing.

S: Supply and demand – Small supply and large demand for a stock creates and excels demand causing prices to advance significantly. It is an assessment of the relative strength and disposition of the stock's buyers and sellers and the clues offered by their stock trading tendencies.

L: Leader or laggard - O'Neil suggests buying "the leading stock in a leading industry". This somewhat qualitative measurement can be more objectively measured by the Relative Price Strength Rating (RPSR) of the stock using relative strength as a guide.

I: Institutional sponsorship- The ownership of the stock by mutual funds, particularly in recent quarters, but not over-owned.

M: Market indexes – Market indexes particularly refers to the Dow Jones, the S&P 500, and the NASDAQ. During the time of investment, O'Neil prefers investing during times of definite uptrends in these three indices, as three out of four stocks tend to follow the general market pattern.

CATMG recognizes that the majority of the investments it recommends involve risk, including loss of principal. Clients should be prepared to bear the risk of loss when investing. CATMG adheres to a stop-loss discipline of 8% to protect the principal of its clients.

Item 9: Disciplinary Information

CATMG is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of its advisory business or the integrity of its management.

CATMG and its management personnel have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

N/A

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

CATMG has adopted a Code of Ethics that sets forth high ethical standards of business conduct that CATMG requires of its employees, including compliance with applicable federal securities laws.

CATMG and its personnel owe a duty of loyalty, fairness, and good faith towards their clients and have an obligation to adhere not only to the specific provisions of the Code of Ethics, but to the general principles that guide the Code. CATMG's Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports, as well as initial and annual securities holdings reports, which must be submitted by the firm's access persons. Among other things, CATMG's Code of Ethics requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The code also provides for oversight, enforcement and recordkeeping provisions.

CATMG's Code of Ethics further includes its policy prohibiting the use of material non-public information. While CATMG does not believe it has any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of CATMG's Code of Ethics is available to advisory clients and prospective clients. A copy may be requested by an email sent to Info@catmg.com, or by calling 203.226.0603.

CATMG's Code of Ethics is designed to assure that the personal securities transactions, activities and interests of its employees 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.

CATMG, and/or individuals associated with it, may buy or sell for their personal accounts securities identical to or different from those recommended to its clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of CATMG that no person it employs may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

CATMG may aggregate its employee trades with client transactions where possible and when compliant with its duty to seek best execution for its clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, CATMG will allocate all purchases pro-rata, with each account paying the average price. CATMG employee accounts will be *included* in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to clients of CATMG, the following policies and procedures have been established to implement CATMG's Code of Ethics. The purpose of the Code of Ethics is to ensure CATMG complies with its regulatory obligations and provides its clients, and potential clients, with full and fair disclosure of such conflicts of interest:

1. No principal or employee of CATMG may put his or her own interest above the interest of an advisory client.
2. No principal or employee of CATMG may buy or sell securities for his/her personal portfolio(s) where his/her decision is a result of information received as a result of his/her employment, unless the information is also available to the investing public.
3. It is the expressed policy of CATMG that no person employed by CATMG may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. CATMG requires prior approval for any IPO or private placement investments by related persons of the firm.

5. CATMG maintains a list of all reportable securities holdings for CATMG and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by CATMG's Chief Compliance Officer or by her designee.
6. CATMG has established procedures for the maintenance of all required books and records.
7. Clients can decline to implement any advice rendered, except in situations where CATMG is granted discretionary authority.
8. All principals and employees of CATMG must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. Delivery and acknowledgement of the Code of Ethics is required by each supervised person of CATMG.
10. CATMG has established policies requiring the reporting of Code of Ethics violations to its senior management.
11. Any individual who violates any of the above restrictions may be subject to termination.

Item 12: Brokerage Practices

CATMG recommends Fidelity Investments as a broker-dealer for client transactions based on the company's proven track record of providing one-on-one guidance, a variety of investment choices, and exceptional service for over sixty years. One of the largest financial institutions in the world, managing an estimated \$1.5 trillion in assets, CATMG believes that Fidelity Investments is an industry leader that employs highly trained professionals who consistently provide powerful screening and planning tools to customers. Fidelity Investments offers great value to clients and their lower costs and account minimums allow client's money to go further. Free, exceptional service is available to clients and advisers twenty-four hours a day, seven days a week.

CATMG has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides CATMG with "institutional platform services". The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist CATMG in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help CATMG manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom CATMG may contract directly.

CATMG is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

CATMG does not receive client referrals from broker-dealers or third parties in return for recommendations or selection of service and does not require clients to direct brokerage. CATMG routinely recommends Fidelity Investments as a custodian, but clients have the option to use the custodian of their choosing. CATMG does not receive any compensation or soft dollars for recommendations.

CATMG aggregates the purchase and sale of securities for various client accounts to receive an average price on transactions and to obtain overall better executions in efforts to ensure that each account transaction (of the same security on the same date and time) receive the same price. CATMG has both aggregation and allocation procedures in place that are designed to maintain fairness across all client accounts under management. Additionally, all procedures are designed to conform to applicable regulatory principals.

Item 13: Review of Accounts

While the underlying securities within individual portfolio management services accounts are continually monitored, CATMG's client accounts are reviewed daily. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables, such as the client's individual circumstances or the market, political or economic environment. Daily reviews of client accounts are conducted by Louis Albanese, the President of CATMG, and monthly reviews of client accounts are jointly conducted by Louis Albanese and Laurie Stefanowicz, CATMG's Vice President and Chief Compliance Officer.

In addition to monthly statements and confirmations of transactions that clients receive from Fidelity Investments, or their designated broker-dealer, quarterly reports are provided by CATMG summarizing account performance, balances, and holdings. CATMG utilizes ABOS's (Advent Back Office Systems) software and services for the purpose of account reconciliation and to calculate quarterly performance reports. ABOS provides the necessary tools that meet the Charter Financial Analyst (CFA) standards, which includes ensuring uniformity in reporting so that results are directly comparable by investment managers in reporting their investment results. These standard results are also known as GIPS (Global Investment Performance Standards).

Item 14: Client Referrals and Other Compensation

CATMG does not offer any incentives and/or compensation for client referrals, with the exception of its registered employees.

Item 15: Custody

As a matter of policy and practice, CATMG does not permit employees or the firm to accept or maintain custody of client assets. As a matter of policy, CATMG will not accept, hold, directly or indirectly, client funds or securities, or have any authority to obtain possession of them. CATMG will not take custody of client cash or securities.

Item 16: Investment Discretion

CATMG accepts discretionary authority to manage securities accounts on behalf of clients only with the written consent of said client. Written consent to manage individual accounts and fee agreements are given by clients in the form of an Advisory Agreement. All Advisory Agreements are signed by Louis F. Albanese, the principal investment advisor, as well as all account owners, before any activity occurs in the account on behalf of CATMG. Clients reserve the right to withhold full discretionary authority from CATMG to manage securities accounts.

Item 17: Voting Client Securities

CATMG, as both a matter of policy and as a fiduciary to its clients, has the responsibility of voting proxies for portfolio securities consistent with the best economic interests of its clients. CATMG maintains written policies and procedures as to the handling, research, voting, and reporting of proxy voting and makes appropriate disclosures about its proxy policies and practices. CATMG's policy and practice includes the responsibility to monitor corporate actions, receive and vote client proxies, and disclose any potential conflicts of interest, as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records. If clients choose to receive proxies directly, CATMG is available to answer any questions or concerns regarding said materials.

Investment advisers registered with the SEC, and who exercise voting authority with respect to client securities, are required by Rule 206(4)-6 of the Advisers Act to (a) adopt and implement written policies and procedures that are reasonably designed to ensure that client securities are voted in the best interests of clients, which must include how an adviser addresses material conflicts that may arise between an adviser's interests and those of its clients; (b) to disclose to clients how they may obtain information from the adviser with respect to the voting of proxies for their securities; (c) to describe to clients a summary of its proxy voting policies and procedures and, upon request, furnish a copy to its clients; and (d) maintain certain records relating to the adviser's proxy voting activities when the adviser does have proxy voting authority.

Item 18: Financial Information

Under no circumstances does CATMG require or solicit payment of fees more than six months in advance of services rendered. Therefore, CATMG is not required to include a financial statement in its Brochure.

As an advisory firm that maintains discretionary authority for client accounts, CATMG is also required to disclose any financial condition that is reasonably likely to impair its ability to meet its contractual obligations. CATMG has no additional financial circumstances to report.

CATMG has not been the subject of a bankruptcy petition at any time during the past ten years.