

BradleyWhalen Financial Services, Inc.
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www.bradleywhalen.com

February 1, 2011

This Brochure provides information about the qualifications and business practices of [BradleyWhalen Financial Services, Inc.](#). If you have any questions about the contents of this Brochure, please contact us at [715-241-6935](tel:715-241-6935). 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.

[BradleyWhalen Financial Services, Inc.](#) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about [BradleyWhalen Financial Services, Inc.](#) also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

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

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

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

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

Currently, our Brochure may be requested by contacting [Patrick T. Bradley, Vice President](#) at [715-241-6935](#) or patrick@myfamilycfo.com. Our Brochure is also available on our web site BradleyWhalen.com, also free of charge.

Additional information about [BradleyWhalen Financial Services, Inc.](#) is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with [BradleyWhalen Financial Services, Inc.](#) who are registered, or are required to be registered, as investment adviser representatives of [BradleyWhalen Financial Services, Inc.](#)

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Brochure Supplement(s)

Item 4 – Advisory Business

BradleyWhalen Financial Services, Inc.(BWFS) is owned by Kerry R. Whalen and Patrick T. Bradley and has been in business since July 1, 2003. BWFS provides discretionary and non-discretionary portfolio management services. The investment advice provided is custom tailored to meet the needs and investment objectives of the client. Portfolios constructed by BWFS may consist of equity securities, mutual fund shares, corporate debt securities, municipal securities, and/or US government securities, among others, if BWFS determines such investments to be in the best interest of its clients. Once the portfolio is constructed, BWFS provides continuous supervision and re-optimization of the portfolio as changes in the market conditions and client circumstances may require.

myFamilyCFO™

myFamilyCFO™ is a family wealth management process that typically involves providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. The process typically begins with an initial complementary consultation. After the initial consultation, if the client decides to engage BWFS for financial planning services, pertinent information about the client's personal and financial circumstances and objectives is collected. As required, BWFS will conduct follow up interviews for the purpose of reviewing and/or collecting additional financial data. Once such information has been studied and analyzed, a written financial plan – designed to achieve the clients' expressed financial goals and objectives – will be produced and presented to the client.

Some clients may only require advice on a single aspect of their financial plan. For these clients, BWFS offers financial plans in a modular format that address only those specific areas of interest or concern.

Financial plans are based on the client's financial situation at the time the plan is presented and are based on financial information disclosed by the client to BWFS. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. BWFS cannot offer any guarantees or promises that the client's financial goals and objectives will be met. As the client's financial situation, goals, objectives, or needs change, the client must notify BWFS promptly.

Pension Consulting

BWFS will provide pension-consulting services to employee benefit plans and their fiduciaries based upon an analysis of the needs of the plan. In general, these services may include any one or all of the following:

Comprehensive Marketplace Search – BWFS will search the marketplace and provide quotations from leading retirement plan service providers.

Service Provider Analysis – BWFS will analyze data regarding fees and services of responding retirement plan service providers, including plan features and service standards.

Recommendations – BWFS will make recommendations regarding plan service provider selection based upon study results and the client's goals and objectives.

Plan Benchmarking Studies – BWFS will compare the client's current retirement plan data against industry and same-size employer benchmarks.

Existing Plan Review – A plan review is an exam of major components of the client's retirement plan in order to identify strengths and weaknesses. The review can cover such areas as overall plan structure, related costs, and plan documentation.

Ongoing Consulting – BWFS will also provide quarterly investment reviews of the plan's investments to ensure suitability of investments and conformity with the plan's investment policy statement. In some instances, where BWFS determines that current plan investments are under performing, the firm will make recommendations on investment alternatives.

All client accounts are regulated under the Employee Retirement Income Securities Act ("ERISA"). BWFS will provide consulting services to the plan fiduciaries as described above. The named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as BWFS recommends. The plan fiduciary is free to seek independent advice about the appropriateness of any recommended services for the plan.

Either party may terminate the pension consulting agreement by providing thirty days written notice to the other party. In the event that the agreement is terminated, the fees for pension consulting services will be pro-rated for the quarter in which the notice was given and any unearned fees will be refunded to the client.

BWFS assets under management on a discretionary basis are \$0.00 as of December 31, 2010.

BWFS assets under management on a non-discretionary basis are \$14,555,758.27 as of December 31, 2010.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

Assets Under Management

The specific manner in which fees are charged by BWFS is established in a client's written agreement with BWFS. BWFS will generally bill its fees on a quarterly basis. Clients will be billed in advance of each calendar quarter. Clients may also elect to be billed directly for fees or to authorize BWFS to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be refunded upon the client's request, and any earned, unpaid fees will be due and payable.

The annual fee for portfolio management services is billed quarterly in advance based on the market value of the assets on the last day of the preceding quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. On an annualized basis, BWFS's fees for portfolio management services, which are subject to negotiation depending on the client's financial position and the scope of the contracted services, are based on the following tiered fee schedule:

Portfolio Size	Maximum Annual Fee
First \$2,000,000	2.00%
Next \$2,000,000	1.50%
Assets in excess of \$4,000,000	1.00%

myFamilyCFO™

BWFS charges a fixed fee for myFamilyCFO™ financial planning services that ranges between \$500 and \$12,000. When the scope of the financial planning and/or consulting services has been agreed upon, a determination will be made as to the applicable fee. The final fee, subject to negotiation, is directly dependent upon the facts and circumstances of the client's financial situation and the complexity of the financial plan or service(s) requested and could be higher than the fee range stated above. Where the requested services are more complex, the fixed fees may exceed the initial estimate. Any increase in the originally agreed upon fee will be agreed upon in advance with the client. Generally, financial planning fees are payable in advance of services rendered. However, fees and fee-paying arrangements are negotiable and may differ from the arrangements described above. Under no circumstances will BWFS

require prepayment of a fee more than six months in advance and in excess of \$500. BWFS will bill the client for one third of the annual myFamilyCFO fee up front and the remaining balance will be billed in four month increments.

BWFS'S FEES ARE EXCLUSIVE OF BROKERAGE COMMISSIONS, TRANSACTION FEES, AND OTHER RELATED COSTS AND EXPENSES WHICH SHALL BE INCURRED BY THE CLIENT. CLIENTS MAY INCUR CERTAIN CHARGES IMPOSED BY CUSTODIANS, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to BWFS's fee. BWFS's clients are advised that they have total freedom to implement recommendations through any broker/dealer or insurance agent of their choosing. If the client implements recommendations made by BWFS by purchasing securities or other products through ON Equity Sales Company or by purchasing insurance through an IAR/insurance agent, the representative may receive additional compensation in the form of commissions, including 12b-1 fees for the sale of investment company products. This practice presents a conflict of interest and may give us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. BWFS will disclose to their clients information pertaining to any sale of a product that will result in a commission. BWFS will use no load mutual funds and ETFs when available for advisory clients and will not charge a fee on any assets where commission will be paid.

Pension Consulting

BWFS shall be compensated based on a fixed fee for Pension Consulting, which generally ranges between \$500 and \$24,000. Clients will be invoiced for the pension consulting fees and these fees are payable to BWFS in advance of any services rendered. However, the fees charged and the fee-paying arrangements will be negotiated on a case-by-case basis; therefore, arrangements with any particular client may differ from those stated above. Under no circumstances will BWFS require prepayment of a fee more than six months in advance and in excess of \$500.

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

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

Item 7 – Types of Clients

BWFS provides services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, trust programs, and other U.S. and international institutions.

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

BWFS typically manages each client's portfolio with one of five investment strategies; Conservative, Moderate, Balanced, Growth, or Aggressive, depending on the client's objectives and tolerance for risk. The Aggressive strategy will typically have the most stock market exposure, while the Conservative strategy will have the least. Overall BWFS's investment strategy is based on a strategic asset allocation discipline; however, it will make tactical adjustments as market conditions dictate. BWFS's strategy also includes diversifying portfolios across several investment styles and industry sectors utilizing primarily no-load mutual funds, however, portfolios may also include individual securities and exchange traded funds.

Portfolios are built with the intent of utilizing multiple fund managers, each having a distinct and unique process. BWFS conducts an extensive quantitative and qualitative analysis of potential fund managers, including a statistical analysis of historical risk/return data, style analysis data, stock selection philosophies, buy and sell disciplines, and manager longevity.

It should be noted that all investments are subject to inherent risks, and investments in the portfolios managed by BWFS are no exception. Accordingly, you may lose money when investing with BWFS. Portfolios utilizing each of BWFS's strategies will fluctuate, reflecting day-to-day changes in market conditions, interest rates and numerous other factors. It is possible, even in BWFS's Conservative strategy, that a client will lose money.

BWFS may allocate the investment management assets of its client accounts, on a discretionary basis, among one or more of its proprietary asset management programs, whereby BWFS shall exchange and/or transfer funds owned by the client among different asset categories within the same (or different) fund family(ies), in accordance with the investment objective(s) of the client. BWFS's proprietary programs have been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is specifically applicable to BWFS's management of client assets:

1. Initial Interview – at the opening of the account, BWFS, through its designated representatives, shall obtain from the client information sufficient to determine the client’s financial situation and investment objectives;
2. Individual Treatment – the client’s account is managed on the basis of the client’s financial situation and investment objectives;
3. Quarterly Notice – at least quarterly BWFS shall notify the client to advise BWFS whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of his/her/its account;
4. Annual Contact – at least annually, BWFS shall contact the client to determine whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of his/her/its account.
5. Consultation Available – BWFS shall be reasonably available to consult with the client relative to the status of the client’s account;
6. Quarterly Statement – client shall be provided with a quarterly report for the account for the preceding period;
7. Ability to Impose Restrictions – the client shall have the ability to impose reasonable restrictions on the management of the account, including, but not limited to, the ability to instruct BWFS not to purchase certain mutual fund.
8. Ownership – each client retains ownership of the account (right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

Associated persons of BWFS may be licensed to sell securities through The O.N. Equity Sales Company (“ONESCO”), a securities broker/dealer registered with the Securities and Exchange Commission. In this capacity, IARs of BWFS may be involved in the sale of securities of various types, including, but not limited to, stocks, bonds, and mutual funds. Additionally, IARs may be licensed insurance agents and, in this capacity, will sell and service various types of insurance products. **This practice presents a conflict of interest and may give us an incentive to recommend investment products based on the compensation received, rather than on a client’s needs.**

BWFS’s clients are advised that they have total freedom to implement recommendations through any broker/dealer or insurance agent of their choosing. If the client implements recommendations made by BWFS by purchasing securities or other products through ONESCO or by purchasing insurance through an IAR/insurance agent, the representative may receive additional compensation in the form of commissions, including 12b-1 fees for the sale of investment company products.

Kerry Whalen, President of BWFS, is also a minority shareholder in Advantage Community Bank located in Wausau, Wisconsin. As such, Mr. Whalen may receive dividend compensation if declared for all shareholders of record. Clients are instructed that they are under no obligation to use the services of Advantage Community Bank and that they may utilize the services of the banking institution of their choosing. However, clients of BWFS that are also clients of Advantage Community Bank are instructed that the fees paid to BWFS for advisory services are separate and distinct from the fees paid to this entity for services. BWFS and Advantage Community Bank are unaffiliated entities.

Kerry Whalen, President of BWFS and Patrick Bradley, Vice President of BWFS, are owners of Corporate Retirement Solutions, LLC a third party administrator for retirement plans. They are also owners of myCompanyCFO, LLC a business consulting firm and Paragon Group of Wausau, LLC.

Item 11 – Code of Ethics

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

BWFS anticipates that, in appropriate circumstances, consistent with clients’ investment objectives, it

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

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

BWFS's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Patrick Bradley.

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

Item 12 – Brokerage Practices

BWFS will recommend ONESCO, an affiliated firm, and its clearing firm to clients in need of brokerage services. Such recommendations will take into account a number of factors, some of which may include custodial fees charged by the broker for holding securities for the client, commission rates, quality of execution, and record keeping and reporting capabilities, among others. When recommending a broker, BWFS will attempt to minimize the total cost for all brokerage services paid by the client. However, it may be the case that the recommended broker charges a higher fee for a particular type of service, such as commission rates, than can be obtained from another broker. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as BWFS recommends. However, IARs who are registered representatives of ONESCO are subject to NASD Conduct Rule 3040, which restricts such registered individuals from conducting securities transactions away from ONESCO and its clearing firm. As such, BWFS and its IARs reserve the right to refuse accounts if the client does not choose to use ONESCO. While acting as a registered representative of ONESCO, there could be commissions received on products sold such as but not limited to, variable and fixed annuity contracts, mutual funds, stocks and bonds.

Item 13 – Review of Accounts

Client accounts are reviewed on a continuous basis and formal reviews with clients are conducted at least once per year. The accounts are reviewed by either Kerry R. Whalen, President or Patrick T. Bradley, Vice President, Investment Adviser Representatives. Reviews are conducted for the purpose of evaluating, reporting and implementing the investment objectives of each client. At that time, either the client or the financial advisor will determine if a meeting is necessary. Triggering factors that stimulate the review of client's accounts include, but are not limited to, changes in economic conditions, changes in the client's financial situation, and the client's request for an additional account review.

Clients will receive account statements directly from the brokerage firm, account custodian, investment company, trust, or financial institution that holds their account(s) on a monthly basis. Additionally, clients whose accounts have been referred to a third party money manager will receive a performance report directly from that manager on a quarterly basis.

Clients that have contracted with BradleyWhalen Financial Services, Inc. for financial planning services will receive updates to their plan as needed.

Item 14 – *Client Referrals and Other Compensation*

BWFS may recommend that the client utilize the services of independent, third party investment advisers, e.g. Genworth Financial Wealth Management and Steele Capital Management, Inc., among others, to manage a portion of, or their entire portfolio. All third party advisers to whom BWFS refers its clients must be either registered with the Securities and Exchange Commission or with the appropriate state jurisdiction(s).

After gathering information about a client's financial situation and investment objectives, an IAR of BWFS will make recommendations regarding the suitability of a third party adviser (TPA) or investment style based on, but not limited to, the client's financial needs, long-term goals, and investment objectives. Upon selection of a TPA(s), BWFS will monitor the performance of the TPA(s) to ensure their performance and investment style remains aligned with the investment goals and objectives of the client.

Under such an arrangement, BWFS may share in the fee charged by the TPA. Fees may be negotiated, depending upon the TPA selected, the size of the account and the services covered. Fees paid by the client to the TPA are established and payable in accordance with the Form ADV Part II or other equivalent disclosure document provided by each TPA to whom the client is referred. Such compensation may differ depending upon the individual agreement with each TPA. Therefore, BWFS or its IARs may have an incentive to recommend one of these TPAs over other TPAs with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements. Clients will never be charged an annual fee of more than 3.0% of assets under management.

Clients who are referred to TPAs will receive full disclosure, including services rendered and fee schedules, at the time of the referral by delivery of a copy of the relevant TPA's Form ADV Part II or equivalent disclosure document. In addition, if the investment program recommended to a client is a wrap fee program, the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. BWFS or the TPA will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees to BWFS and its IARs as required by the Securities and Exchange Commission Rule 206(4)-3.

Clients will be required to sign an Investment Advisory Agreement directly with the TPA(s) selected. The client, BWFS or the TPA, in accordance with the provisions of those agreements, may terminate the advisory relationship. If the TPA is compensated in advance, the client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. BWFS urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

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

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

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

Item 17 – Voting *Client* Securities

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

Item 18 – Financial Information

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

Item 19 – Requirements for State-Registered Advisers

Education and Business Background

Kerry R. Whalen

Year of Birth: 1960

Formal Education:

- University of Wisconsin Marathon Campus, Attended 1978 - 1980.

Business Background for the Previous Five Years:

- BradleyWhalen Financial Services, Inc., President, 01/2003 to Present.
- The O.N. Equity Sales Company, Registered Representative, 12/2003 to Present.
- Advantage Community Bank, Minority Shareholder, 03/2003 to Present.

Patrick T. Bradley

Year of Birth: 1960

Formal Education:

- University of Wisconsin, Attended 1978 - 1983.

Business Background for the Previous Five Years:

- BradleyWhalen Financial Services, Inc., Vice President, 01/2003 to Present.
- The O.N. Equity Sales Company, Registered Representative, 12/2003 to Present.