

Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of Southwest Financial Services, LLC. If you have any questions about the contents of this brochure, please contact us at (918) 592-6810 or [krebubeck@beaconcompliance.com](mailto:krbubeck@beaconcompliance.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.

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

Additional information about Southwest Financial Services, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 132560.

Item 2 Material Changes

In July 2010, the SEC adopted "Amendments to Form ADV" which amends the disclosure document that we provide to you as required by SEC Rules. This brochure 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 from the previous disclosure documents, and includes some new information that we were not previously required to disclose.

After our initial filing of this brochure, future versions of this section will provide a summary of new and updated material changes to the brochure since the last update of the brochure. We will also reference the date of our last annual update of the brochure.

In the past we have offered or delivered information about our qualifications and business practices on at least an annual basis. Pursuant to new SEC Rules, we will provide you with one or more of the following:

- An updated annual brochure that includes a summary of any material changes to the brochure during the course of the previous business year within 120 days of the close of our business fiscal year. Our business fiscal year end is December 31st.
- A summary of material changes within 120 days of the close of our business fiscal year that includes an offer to provide a copy of the full annual updated brochure and information on how you may obtain the brochure from us.
- An interim amendment to the brochure if new information in response to Item 9 of Part 2A regarding disciplinary information is available.
- An interim amendment resulting from any material change that could affect the relationship between you and us.

We will provide, *free of charge*, a new brochure any time at your request, or as may become necessary based on material changes.

You may request our brochure by contacting our office at 918-592-6810.

Additional information about Southwest Financial Services, LLC is also available via the SEC's web site at www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with our firm who are registered, or are required to be registered, as investment adviser representatives of Southwest Financial Services, LLC.

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Item 4 Advisory Business

Our firm is a SEC-registered investment adviser with its principal place of business located in Oklahoma. The firm began conducting business in 2005.

There are three shareholders of our firm owning at least 25%. The shareholders are:

- David Alfred Cole, Managing Member
- George Francis Bashaw, Member
- Sheryl Dianne Bashaw, Member

Our firm offers investment supervisory services and financial planning to you.

As used in this brochure, the words “we,” “our” and “us” refer to Southwest Financial Services, LLC and the words “you”, “your” and “client” refer to you as either a client or prospective client of our firm.

INVESTMENT SUPERVISORY SERVICES

Our firm provides continuous advice to you regarding the investment of your funds based on your individual objectives, time horizons, risk tolerance and liquidity needs. We develop your investment policy through personal discussions with you in which goals and objectives are established. We also ask you about your prior investment experience. We then manage your portfolio based on that policy.

From time to time we may recommend changes to your policy based on our research and opinions regarding specific investments or the markets in general. You may disagree with our assessments and direct us to leave the policy as is or to make broader changes to the policy.

Without prior prompting on our part you may contact us and request changes to your investment policy. As part of our on-going responsibility to you we will request additional information from you and will render our opinion of your requested changes. If we feel that your request is not in your best interests we will inform you of that fact. If either of us feels that we can no longer provide the level of service you require, the investment management agreement can be terminated with notice as detailed in your individual agreement.

We manage your portfolio on a discretionary basis. This allows us to buy and sell various investments in keeping with your investment policy without your prior approval. You may revoke this discretionary authority at any time. We monitor your account based on your stated objectives. These objectives may include, but are not limited to items such as:

- Maximum capital appreciation
- Growth
- Growth and income
- Tax considerations

You may put reasonable restrictions on how your assets are invested. These restrictions could include, for example, your request that we do not make investments in specific

companies, types of securities, or industry sectors.

Our investment recommendations to you are not limited to any specific product or service. Our primary focus is on individual stocks, bonds, mutual funds, Exchange Traded Funds (ETF's), and government securities. We may also provide you with advice about the following types of investments:

- Corporate Debt Securities (other than commercial paper)
- Certificates of Deposit
- Municipal Securities
- Variable Life Insurance
- Variable Annuities
- Options Contracts on Securities

Some investments involve additional risk. These investments will only be implemented or recommended when consistent with your investment objectives, tolerance for risk, liquidity and suitability.

We may also provide investment management services to you relative to variable life/annuity products you may own or to your individual employer-sponsored retirement plans. As part of our service to you we shall direct or recommend the allocation of your assets among the various investment selections that comprise the variable life/annuity product or retirement plan.

FINANCIAL PLANNING

We provide financial planning services. Financial planning is a comprehensive evaluation of your current and projected future financial state. We use known variables about your current financial situation to predict future cash flows, asset values and withdrawal plans.

As part of our financial planning services, we can also provide accounting services, as well as business analysis and counseling.

Through the financial planning process, we gather detailed information about your entire financial and life situation. We then provide an analysis to you based on the information we receive. We consider what the impact of the information you provide will have on your financial and life situation. We also consider how your financial and life situation may be impacting your current and future results.

In general, the financial planning process can include any or all of the following areas:

Personal - We review your family records, budgeting, personal liability, estate information and financial goals.

Business - We review your business records, time horizons, succession planning, exit strategies, tax consequences, and impact on your life situation.

Tax & Cash Flow - We analyze your income tax and spending. We review any planning and budgeting for past, current and future years. We then illustrate the impact of various

investments, including your business, on your current income tax and future tax liability.

Investments - We analyze investment alternatives and their effect on your portfolio.

Insurance - We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.

Retirement - We analyze current strategies and investment plans to help you achieve your retirement goals.

Death & Disability - We review your cash needs at death, income needs of surviving dependents, estate planning and disability income.

Estate - We assist you in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid and elder law.

We gather all of the necessary information through in-depth personal interviews with you and others you may request including your spouse, your legal counsel, tax professional, and any other person or entity you may suggest or request we speak with.

Information we gather includes your current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review all of the documents you provide us, including a detailed questionnaire completed by you.

As part of our financial planning we may also provide you with investment supervisory services as described above. There are separate fees charged for both financial planning and investment supervisory services. If you engage us to prepare a financial plan or to conduct on-going financial consulting, our investment advice will adhere to your goals and objectives detailed by the financial plan.

Once the financial plan has been prepared, we will prepare a written report which provides you with the details of the financial plan and is designed to assist you in reaching your financial goals and objectives.

Should you choose to implement the recommendations contained in the plan, we will work closely with you, your attorney, accountant, insurance agent, and/or stockbroker to successfully implement your plan. Implementation of any or all components of our financial plan recommendations is entirely at your discretion.

AMOUNT OF MANAGED ASSETS

As of 12/31/2010, our firm actively manages approximately \$50,789,000 of clients' assets on a discretionary basis. We do not manage non-discretionary assets.

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES

Our annual fee for Investment Supervisory Services is based upon a percentage of assets under management. Our annual fee schedule is as follows:

< or = to \$5,000,000	1.00%
Amount in excess of \$5,000,000	.50%

Fees may be negotiable on a client-by-client basis depending on a number of factors, including the type and nature of services to be provided, the amount of assets to be managed, and/or anticipated future additional assets.

Your fee will be calculated on a quarterly basis and is paid in arrears. To calculate the fee we take the value of all assets in your portfolio as of the last day of the preceding quarter. That amount is then multiplied by the fee percentage which results in an annualized fee. The annualized fee is then divided by four to arrive at the quarterly fee you will be charged.

The sample calculation of an investment management fee is as follows:

Assets under Management as of 12/31	=	\$1,000,000
Fee Percentage	=	1%
Annualized Fee Amount	=	\$ 10,000
Quarterly Fee is one-fourth of Annual Fee	=	\$ 2,500

In the event this agreement is terminated for any reason by either of us, the fee shall be prorated for any portion of a quarter that the portfolio is being managed by us. This prorated period would include any notice required to be given in accordance with your investment management agreement.

The fee that you are being charged by us for the investment management of your assets is exclusive of, and in addition to, brokerage commissions, transaction fees, custodial fees, and any other related costs and expenses. We do not receive any portion of these commissions, fees, other costs and expenses.

We may use sub-advisors to manage all or a portion of your assets. The sub-advisor will charge our firm a fee for managing those assets, however, the only fee you will pay us is the fee outlined in your investment management agreement with us.

A portion, or all of your assets that we or a sub-advisor manage may be invested in mutual funds or exchange traded funds. These funds charge an annual internal management fee as outlined in their prospectuses which is deducted directly from your account balance by that fund. We do not receive any of these additional fees, however, these fees do represent an additional fee that you are paying above that being charged by us.

While we generally invest in “no-load” funds, if we did invest in a fund that imposes a sales charge, you may pay an initial or deferred sales charge. You could invest in a mutual fund directly, without our services. In that case, you would not receive the services provided by our firm which are designed, among other things, to assist you in determining which mutual fund or funds are most appropriate to your financial condition and objectives. Accordingly, you should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by you and to thereby evaluate the advisory services provided.

We request that you authorize and direct the custodian of your account to pay our fees directly to us from the portfolio. However, it is your option to authorize this process and if you do not approve of the direct deduction from your account, we will submit periodic invoices directly to you or the custodian as you request.

Our employees and their family members may be exempt from management fees charged by us to manage their personal accounts.

FINANCIAL PLANNING FEES

Our financial planning fee is determined based on the nature of the services being provided and the complexity of your circumstances. All fees are agreed upon prior to entering into a financial planning agreement with you.

Financial Plan Fee

Generally, we charge a fixed fee to perform a financial plan. The fee will be determined based on the complexity of the plan. A deposit of one-half of the agreed upon fee is due upon the execution of the financial planning agreement. The remaining one-half is due upon the completion of the plan. A financial plan normally takes about three months to complete.

Hourly Fee

If you request tax preparation or accounting services we will enter into a separate hourly fee arrangement. We may also consult with you on an hourly basis for other matters. Our hourly fee ranges from \$80 to \$250 per hour and is based on the complexity of services we provide you.

We will provide you with an invoice for all of the above financial planning related fees. All invoices will be due upon receipt of the invoice.

You may terminate the agreement within (5) business days of entering into the agreement and receive a full refund of any amount paid to us for the agreement.

If the agreement is terminated by either of us after (5) business days, we will return any unearned fees. The amount refunded will be based on the number of hours incurred to-date multiplied by the applicable hourly rate subtracted from the amount already paid by you.

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

Our firm does not charge any performance-based fees.

Item 7 Types of Clients

Our firm provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals

- Pension and profit sharing plans (other than plan participants)
- Trusts and Estates
- Charitable organizations
- Corporations or other businesses not listed above

Generally we require a minimum opening account size of \$1,000,000. This is a guideline only. The minimum account size can be waived, increased or decreased at any time for any reason.

Examples of reasons we may choose to waive or decrease the minimum would include; the value of all accounts we manage for you which are controlled by you or which are part of your household; the anticipation of additional accounts you may open with us; or the level of complexity required to manage your account(s) is low.

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

METHODS OF ANALYSIS

We utilize sub-advisory firms to assist in managing your assets. They may use the following methods of analysis in formulating the advice we provide to you and/or in the actual managing of your assets:

Charting - In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

Fundamental Analysis - We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental Analysis does not attempt to “time” or anticipate market movements. The risk of this type of analysis is that the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the individual stock or fund.

Technical Analysis - We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical Analysis does not consider the underlying financial condition of a company. The risk of this type of analysis is that that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis - In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Cyclical Analysis carries the risk that a particular stock may perform counter to previous occurrences.

Asset Allocation - Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to your investment goals and risk tolerance. Once we have determined what we feel is the proper allocation, we then identify the securities, funds, etc., to make up that allocation.

A risk of asset allocation is that you may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not rebalanced, will no longer be allocated in the manner appropriate for your goals.

Mutual Fund/ETF Analysis - We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to successfully invest over a period of time and in different economic conditions.

We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments which may be held in another fund(s) in your portfolio. We also monitor the funds or ETF's in an attempt to determine if they are continuing to follow their stated investment strategy.

A specific risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by you may purchase the same security, increasing the risk to you if that specific security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for your portfolio.

Third-Party Sub-Advisor Analysis - We examine the experience, expertise, investment philosophies, and past performance of independent third-party sub-advisors who we may utilize as investment managers for a portion or all of your assets. We perform this examination in an attempt to determine if that sub-advisor has demonstrated an ability to successfully invest over a period of time and in different economic conditions.

We monitor the sub-advisor's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the sub-advisor's compliance and business enterprise risks.

A risk of investing with a third-party sub-advisor who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as may be the case with mutual funds and ETF's, we do not control the underlying investments in a third-party sub-advisor's portfolio. There is also a risk that the sub-advisor may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for you.

Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis - Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data.

While we try to be aware of any indications that data may be incorrect, there is always a risk that our analysis, as a result of incorrect data, may be compromised and therefore incorrect. This may result in the poor performance of your investments or a loss of your principal.

INVESTMENT STRATEGIES

We may use a single strategy or multiple strategies in managing your account(s). We review any strategy we may use for your account(s) to make sure that they are appropriate to your needs and are consistent with your investment objectives, risk tolerance, time horizons, and other considerations. The following are the primary types of investment strategies we may utilize in the management of your account(s).

Long-term purchases - We purchase securities with the idea of holding them in your account for twelve (12) months or longer. Typically we employ this strategy when:

- We believe the securities to be currently undervalued, and/or
- We want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to you. Moreover, if our projections are incorrect, a security may decline sharply in value before we make the decision to sell, resulting in loss to your portfolio.

Short-term purchases - When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time which is typically twelve (12) months or less. We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in this strategy is that we sell a security before it has made the move upward that we anticipate, or that after we have sold the security it continues to move higher.

Option writing - We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We may use "covered calls", in which we sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price. We utilize this strategy to produce income.

RISK of LOSS

Investments in most any type of securities involve the risk of loss. The types of risks that you may experience include;

- **Loss of Principal Risk**
- **Interest Rate Risk**
- **Market Risk**
- **Inflation Risk**
- **Currency Risk**
- **Liquidity Risk**
- **Business Risk**
- **Financial Risk**

Past performance of any security does not guarantee future results.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to your evaluation of our advisory business or the integrity of our management personnel.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm has affiliations with several other entities. We are affiliated with M Holdings Securities, Inc., and with FAS Corp. Both firms are registered broker-dealers and are members of FINRA. We are also affiliated with Financial Advisory Service, Inc., an SEC registered investment advisor, and with XCorp Financial, a licensed insurance agency.

XCorp is licensed to sell traditional lines of insurance as well as variable life and annuity products in those states in which it is licensed. XCorp is affiliated with us through common ownership of at least 25% of both XCorp and Southwest Financial Services by both George Francis Bashaw and Sheryl Dianne Bashaw. Securities are offered through M Securities which is owned and operated independently from XCorp and from our firm. Sheryl Dianne Bashaw, an owner of XCorp is a registered representative of M Securities.

David Alfred Cole, one of the principal owners of Southwest Financial Services, LLC is a registered investment advisor of Financial Advisory Service, Inc., and receives a percentage of the investment management fees charged by Financial Advisory Service, Inc. to its clients in our geographic area.

David A. Cole, is also a registered representative of FAS Corp and receives compensation in the form of commissions from FAS Corp for the placement of variable life and annuity products offered by FAS Corp and sold to FAS Corp clients located in our geographical area. Management fees for those clients are based on a percentage of the assets under management.

A potential conflict of interest may exist under certain conditions involving the sale of variable life and/or annuity products and the subsequent use of our firm by you to manage the investment portion of premiums paid by you. The investment portion of these premiums may only be invested in mutual funds or other approved and suitable products as may be provided by the issuer of the securities.

You may choose any qualified and properly registered investment management firm to assist in the allocation of the investment portion of the premiums and are under no obligation to use our firm for this or any other purpose. Should you choose to use us to provide investment advice or management with regard to the investment portion of the premiums, you will enter into a written investment advisory agreement and will be charged an annual fee based on a percentage of the assets under management.

Our annual fee will be prorated and charged quarterly, in arrears, based upon the market value of the assets under management on the last day of the previous quarter. The agreement may be terminated by either party upon thirty days written notice. In the event this agreement is terminated, you may be obligated to pay us for that portion of any period continuing for thirty days after the date written receipt of the notice of termination is received by us and for which we have not yet been paid.

In addition to our firm activities of Investment Supervisory Services and Financial Planning, we also engage in a limited amount of Tax Preparation and Accounting Services. You and other clients may utilize at your discretion any one or all of our services. In addition, we may provide Tax Preparation and Accounting Services to clients that do not utilize our Investment Supervisory Services or Financial Planning Services. Fees we receive for Tax Preparation and Accounting Services are billed on an hourly basis.

Our firm does not receive any additional compensation for services or products from any other entity not already listed in this document. In addition, we do not receive any additional compensation for placing your assets in a mutual fund or exchange traded fund. We do not receive any additional compensation for using any other sub-advisor who may be involved in the management of your assets.

In the future if additional conflicts were to arise with regard to our other Financial Industry Activities or Affiliations, including the receipt of compensation from those sources we would;

- Disclose in this section to you the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation in addition to our firm's stated advisory, financial planning, tax preparation and accounting fees;
- Disclose to you that you are not obligated to purchase recommended investment products from our employees or affiliated companies;

- Require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- Periodically monitor any outside employment activities of our employees to verify that any conflicts of interest continue to be properly addressed by our firm.

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

CODE of ETHICS

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

We feel that our firm and its employees owe a duty of loyalty, fairness and good faith towards all of our clients, and have an obligation to adhere not only to the specific provisions of our Code of Ethics but to the general principles that guide the Code of Ethics.

The purpose of our Code of Ethics is to reinforce the fiduciary principles that govern the conduct of our firm and the actions of our advisory personnel. Each member of the firm is instructed to act in the best interests of all of our clients, to avoid any real or potential conflicts of interest, and to conduct their personal activities with the utmost of integrity.

Our Code of Ethics has been distributed to all members of the firm. The following is a summary of the policies contained in our Code of Ethics:

- Standards of Business Conduct
- Compliance with Federal Securities Law
- Review and/or Approval of Personal Securities Transactions of Certain Persons
- Ability to Purchase the Same Securities Recommended to or Owned by Firm Clients Subject to Approval
- Obligation to Report Violations and Enforcement of Sanctions Where Necessary
- Annual Employee Certification Required

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions, initial and annual securities holdings reports that must be submitted by the firm's access persons, and restrictions on the acceptance of significant gifts and the reporting of gifts and business entertainment items incurred by our personnel. Our code also provides for oversight, enforcement and recordkeeping provisions.

Our Code of Ethics also prohibits the use of material non-public information. We do not believe that we have any particular access to non-public information, however, employees are reminded such information, if received, may not be used in any manner.

You may receive a free copy of our Code of Ethics by sending your request to krbubeck@beaconcompliance.com, or by calling us at 918-592-6810.

INTEREST in CLIENT TRANSACTIONS

Our firm does not participate in Principal Trades or in Agency Cross transactions. Principal transactions are those where our firm, acting on behalf of our own account, buys or sells a security to you or another client. An Agency Cross transaction is one in which our firm acts as a broker for both the buyer and seller of a security.

We do not recommend to you or other clients that you take a position in a security in which our firm, our employees, or our related persons has a material financial interest.

PERSONAL TRADING

Our Code of Ethics is designed to assure that the personal securities transactions by our employees, and the activities and interests of our employees will not interfere with:

- Making decisions in your best interests; and
- Implementing such decisions while, at the same time, allowing our employees to invest for their own accounts.

Our firm and employees of our firm may make recommendations for the purchase or sale of securities that we either may:

- Already have an interest in; or
- Subsequently may invest in

Our firm and our employees of the firm may buy or sell for their personal accounts securities identical to or different from those recommended to you. In addition, any related person(s) may have an interest or position in securities which may also be recommended to you or which you may already own.

Where our employee and your account are seeking to place a trade in the same security, at the same time, we may aggregate our employee trades with your transactions where possible and when compliant with our duty to seek best execution for you and our other clients. In these instances, both the employee and you will receive an average share price, and the transaction costs will be shared equally and on a pro-rata basis.

In the instances where there is a partial fill of a particular aggregated order, we will allocate all purchases pro-rata to both you and the employee, with each of you receiving the average price and with the transactions costs being shared pro-rata.

As situations like these may represent actual or potential conflicts of interest to you, we have established the following policies and procedures as part of our Code of Ethics to ensure we comply with our regulatory obligations and to provide you, other clients, and other potential clients, with full and fair disclosure of such conflicts or potential conflicts of interest:

- No principal or employee of our firm may put his or her own interest above the interest of your account(s).

- No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is based on information received because of his or her employment unless the information is available to the investing public.
- We may ban or otherwise require prior approval for any IPO or private placement investments by any employee or related persons of the firm.
- We maintain a list of what we consider to be "Covered" or "Reportable" securities holdings for our firm, our employees, and anyone associated with our firm that has access to our investment recommendations. This person is referred to as an "Access Person".
- Any individual who violates any of the above restrictions may be subject to varying levels of disciplinary action including termination.
- We will maintain all records regarding personal securities transactions as is detailed in Rule 204A-1 of the Investment Advisors Act of 1940.

Item 12 Brokerage Practices

RESEARCH and SOFT DOLLAR BENEFITS

Our firm does not maintain any soft dollar arrangements or agreements with any broker-dealer. However, we do receive research and services from some broker-dealers that while not covered in a soft dollar agreement, nonetheless, may be a benefit to our firm.

In many cases, if not directed to do otherwise by you, we will utilize Schwab Institutional Services for the custody and trading of our client accounts. Schwab Institutional is a division of Charles Schwab & Co., Inc., a FINRA registered broker-dealer and a member of SIPC.

Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers, like ourselves, on an unsolicited basis, at no charge as long as we maintain a total of at least \$10 million in client assets with them.

Our firm benefits by maintaining your assets with Schwab or one of the other large retail broker-dealers such as Fidelity or TD Ameritrade. In exchange for maintaining the minimum required client assets we receive brokerage services which can include:

- Execution of securities transactions;
- Custody services;
- Research; and
- Access to mutual funds and other investments generally available only to institutional investors or individual investors with significantly higher minimum initial investment requirements.

Some or all of these services can be directly beneficial to your account while others may not result in any benefit to your account.

For our client accounts which are maintained in Schwab's custody there is no separate charge for custody services. Instead Schwab is compensated by account holders, such as your account, through commissions and other transaction related or asset based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. The same basic principal holds true with the other large retail broker-dealers such as Fidelity and TD Ameritrade.

Schwab Institutional and the other large retail broker-dealers make available to our firm other products and services that benefit our firm but which may not directly benefit your account(s). In other words, the keeping of your account at Schwab or one of the other large retail broker-dealers is helping us maintain our required minimum asset level in order that we might receive the services previously outlined. Some of these and other services may not be applicable to your account(s), but they may be received by other accounts we manage, including those not maintained at Schwab.

Schwab and the other large retail broker-dealers may also provide us products and services that assist us in managing and administering your account(s). This includes software and other technology that:

- Provides access to your account data including trade confirmations and account statements;
- Facilitates trade execution and allocation of aggregated trade orders for multiple client accounts;
- Provides research, pricing and other market data;
- Facilitates payment of our fees from client accounts; and
- Assists with back-office functions, recordkeeping, and client reporting.

We may also receive other services intended to help us manage and further develop our business enterprise. These services may include:

- Compliance, legal and business consulting;
- Publications and conferences on practice management and business planning;
- Access to employee benefits providers, human capital consultants, and insurance providers.

Schwab and other large retail broker-dealers may make available third-party vendors for some of the services rendered to us. These broker-dealers may discount or waive fees they would otherwise charge for some of these services, or they may pay all or a part of the fees of the third-party providing these services to our firm. These broker-dealers may also provide benefits such as educational events or occasional business entertainment of our personnel.

In evaluating whether to recommend that you custody your assets at one of these broker-dealers, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider. Thus this decision is not based solely on the nature, cost or quality of custody and brokerage services provided by the broker-dealer. This may create a potential conflict of interest.

BROKERAGE for CLIENT REFERRALS

Our firm does not receive or participate in any program whereby we receive client referrals in exchange for using any particular broker-dealer.

DIRECTED BROKERAGE

You are under no obligation to use any particular broker-dealer. We are regularly asked if we would recommend a particular broker-dealer. Because we have an established relationship with Schwab, receive services as outlined in the section titled “Research and Soft Dollar Benefits”, and feel that Schwab can provide our customers with high quality service, we oftentimes suggest Schwab. However, you are free to use any broker-dealer that you may choose.

If you allow us to choose the broker-dealer for your account, your investment management agreement with us will reflect that you are providing us with the authority to determine the broker-dealer to use. In addition, you will also be allowing us to choose the commission costs that will be charged to you for these transactions.

You may change your broker-dealer at any time, as well as amend or revoke discretionary authority at any time by providing us with written notice.

If you should request that we utilize a specific broker-dealer that is someone we do not utilize on a regular basis you should be aware that your choice may interfere with our ability to “batch” or combine your trades with other client trades. This may impact the price at which your security is bought or sold and may impact the commission cost you pay for your order.

TRADE AGGREGATION and ALLOCATION

Generally, we will not aggregate trades. The large majority of all trades are in mutual fund products and as the price is determined at the end of each day, the price (Net Asset Value) is established for all clients at the same time at the end of that day.

For other orders, our firm may, **but is not obligated to**, combine or “batch” your orders with orders of other clients. In the event an employee of the advisor is seeking to purchase or sell the same security as is being contemplated for your account at the same time, then we may, if possible, seek to combine or “batch” your order with the employee’s order. In no event will an employee receive any preferential treatment over any account of yours or of other clients.

The process of combining these orders oftentimes allows us to negotiate more favorable commission rates. We also can allocate equitably among you, other clients, and employees the differences between prices, commissions, and other transaction costs that we and you may not have received had each order been placed independently. This allows you to receive the average price paid or received as well as to share in the purchase or sale pro-rata in the event that an order is only partially completed. Our firm will not receive any additional compensation as a result of aggregating these orders.

We also may choose not to aggregate orders. Reasons that we may not aggregate an order may include:

- Only a small percentage of an order is completed and thus the shares may be

assigned to the account with the smallest order or position, or that is out of line with respect to a security or sector weightings.

- Allocations may be given to one account when that account has investment limitations which restrict it from purchasing other securities which are expected to produce similar investment results.
- If an account reaches an investment guideline limit and cannot participate in an allocation which may occur due to unforeseen changes in account assets after an order is placed.
- Sale allocations may be given to accounts that are low in cash.
- When a pro rata allocation would result in a de minimis allocation in one or more accounts.
- In the case where a proportion of an order is filled in all accounts, shares may be allocated to one or more accounts on a random basis.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES

Review of Account(s) -

We continually monitor the underlying securities within your account(s). Accounts are reviewed in the context of your stated investment objectives and guidelines. All account(s) are reviewed in detail at least on a quarterly basis and more frequently as you may request or as material events may dictate. These material events may include:

- Individual life events;
- Market driven events;
- Economic events; and
- Political events.

In addition to our reports, you should receive at least a quarterly report from the custodian of your accounts.

David A. Cole performs all reviews of your account(s).

Regular Reports –

If we provide you with investment advisory services you will receive a report from us that may include account and market information. You will also receive a report on both a quarterly and annual basis that will include information such as an inventory of account holdings and account performance.

FINANCIAL PLANNING

David A. Cole will provide you with the detailed financial plan when it is completed. David A. Cole is the senior member of the firm and acts in a supervisory role to all accounts.

Regular Reports –

Upon the completion of a financial plan you will receive a complete report.

Item 14 Client Referrals and Other Compensation

Our firm does not engage solicitors or pay any related or non-related persons for referring potential clients to our firm.

It is our policy not to accept or allow our employees and related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to you.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that we request that you direct your custodian to allow our firm to directly debit your management fees from your account(s). Again, the approval of the direct debit of fees is solely your choice. You have no obligation to allow us to do so.

Technically, SEC rules consider this to be custody. However, if this is the only manner in which we are considered to have custody and certain conditions are met, then we will not be subject to the requirements established for true custody of your assets.

If you agree to allow us to direct debit fees from your account(s) we will require authorization in writing from you. Each billing period we will notify your custodian of the amount of the fee to be deducted from your account(s). On at least a quarterly basis, the custodian is required to send to you and us a statement showing all transactions, including management fees disbursed from your account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted from your account, it is important for you to carefully review the custodial statements to verify the accuracy of the calculation, among other things. You should contact us directly if you believe that there may be an error in your statement.

In addition to the periodic statements that you receive directly from your custodians, we also send or provide via electronic format, account statements directly to you on a quarterly basis.

We urge you to carefully compare the information provided on these statements to the statements you receive from the custodian to ensure that all account transactions, holdings, and values are correct and current.

Our firm does not have actual or constructive custody of your account or of any other client account.

Item 16 Investment Discretion

The vast majority of our accounts are discretionary in nature. We will request that we be given discretionary authority from the outset of our advisory relationship so that we may provide discretionary asset management services for your accounts. You may deny such authority. If that authority is denied or revoked in the future we may, at our sole discretion, choose not to enter into, or to terminate any advisory relationship with you.

When you agree to give us discretionary authority we can place trades in your account without contacting you prior to each trade to obtain your permission.

Our discretionary authority includes the ability to do the following without contacting you:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

In all cases this discretion is to be used in a manner consistent with the stated investment objectives for your account.

When we select securities and determine the amounts of those securities to buy or sell we will observe the investment policies and any restrictions you may have given us to follow.

You give us discretionary authority when you sign a discretionary investment management agreement with our firm, and you may limit this authority by giving us written instructions in advance of entering into an agreement. You may also limit this authority at any time after entering into an agreement while that agreement remains in effect by once again providing us with written instructions. These limitations and other instructions will become a part of your permanent file.

Item 17 Voting Client Securities

We do not vote proxies on behalf of any of our clients. You retain the right and obligation to vote any and all proxies relating to the securities held in your accounts.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

If we maintain discretionary authority for your account or are deemed to have actual or constructive custody of your assets or collect fees as described in the preceding paragraph we are required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations.

Our firm has no financial circumstances to report. Additionally, our firm has not been the subject of a bankruptcy proceeding at any time during the past ten years.