

Form ADV Part 2A Disclosure Brochure

Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Hanson McClain Retirement Network, LLC d/b/a Hanson McClain. If you have any questions about the contents of this brochure, please contact us at (916) 608-1525 or compliance@hansonmcclain.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 Hanson McClain is also available on the Internet at www.adviserinfo.sec.gov. You can view the firm's information on this website by searching for Hanson McClain Retirement Network. You may search for information by using Hanson McClain's name or by using the firm's CRD number. The CRD number for Hanson McClain is 103747.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

This item provides information regarding specific material changes and a summary of such changes made to the Disclosure Brochure since the last annual update of the brochure which occurred in March 2011. Since our last annual update, we have started using the name Pathway Retirement Network as a doing business as name.

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Item 4 – Advisory Business

Background and Ownership

Hanson McClain Retirement Network, LLC doing business under the name Hanson McClain and Pathway Retirement Network is a limited liability company formed under the laws of the State of California.

The firm is registered with the SEC as an investment advisor firm and a full service, introducing broker/dealer, member of FINRA and SIPC. Hanson McClain is also a licensed insurance agency. Hanson McClain's advisory services are separate from its brokerage and insurance business'. The brokerage and insurance activities conducted are not considered to have a material impact on the services provided as an investment advisor.

- Hanson McClain has been a registered Broker Dealer since July 7, 2000.
- Hanson McClain has been registered as an investment advisor since April 17, 2008.
- The firm is owned and controlled by Hanson McClain Group which is a holding company that also owns our affiliated investment advisory firms Hanson McClain, Inc. doing business as Hanson McClain Advisors and Hanson McClain Strategic Advisors, Inc.
- The controlling owners of Hanson McClain Group are Scott Hanson, Co-Chief Executive Officer and Pat McClain, Co-Chief Executive Officer.

Description of Services

We do not provide traditional investment advisory services to retail clients through Hanson McClain. Therefore, Hanson McClain does not have advisory clients and we do not provide investment advice or discuss investments with investors. We do not manage client assets or participate in wrap-fee programs. Hanson McClain has developed a client acquisition program for independent financial advisors. The name of the program is the Pathway Retirement Network (referred to as "Network" throughout this document). The Network focuses on providing marketing support and training to members (referred to as "Partners"). Partners are not considered supervised persons or affiliates of Hanson McClain and must be licensed as securities agents with a registered broker/dealer, licensed as investment advisor representatives with an investment advisor firm or dually licensed as both a securities agent and investment advisor representative. Partners are required to enter into a formal Joint Marketing Agreement with Hanson McClain prior to joining the Network.

Hanson McClain trains Partners to help employees of companies such as those in the telecommunications and utility industries with retirement planning. Services provided by Hanson McClain do not include investment advice directly to Partners or their clients. Hanson McClain does not meet with individual clients. Hanson McClain's marketing services focus on identification of key market areas and segments; marketing strategies to increase the Partner's client base; and developing and promoting workshops. Workshops suggested by Hanson McClain are general education in nature and focused on 401(k) and pension plans offered by the workshop attendees' company. Workshop materials provided by Hanson McClain to the partner do not include product sales or personalized investment advice. Partners specialize in both salaried and non-salaried employees' retirement programs.

For Partners that contract for enhanced Network services, Hanson McClain takes an active role in coordinating workshops for Partners. Under an enhanced arrangement, Hanson McClain will create and setup workshops as well as providing marketing materials for the workshop. In addition, Hanson McClain Relationship Manager(s) assigned to the Partner will solicit attendees to workshop(s). Relationship Managers are supervised persons of Hanson McClain and are licensed as investment advisor representatives.

Additional Disclosure Regarding Enhanced Services

When a Partner establishes an advisory agreement with a client actively referred by Hanson McClain to the Partner as a result of the enhanced Network services, the referral is considered a paid solicitation under Rule 206(4)-3 of the Investment Advisers Act of 1940. Hanson McClain is the paid solicitor. Therefore, the Joint Marketing Agreement executed between Hanson McClain and the Partner contains the written solicitor agreement requirements of Rule 206(4)-3. All marketing materials, including brochures and fliers, that are generated to actively solicit workshop attendees contain general language disclosing the fact that Hanson McClain is compensated for its marketing and solicitation services. Workshop attendees will be provided a solicitor disclosure statement containing the specific compensation arrangement between Hanson McClain and the Partner. Workshop attendees will also receive a copy of the Partner's Form ADV disclosure brochure and be offered a copy of the Hanson McClain Form ADV disclosure brochure. New clients referred to the Partner must acknowledge, in writing, their receipt of the solicitor disclosure statement and the Partner's Form ADV disclosure brochure. Clients of Partners are not clients of Hanson McClain. No client sharing arrangement exists between Hanson McClain and the Partners.

Although Hanson McClain provides services to Partners, Hanson McClain does **not** and will **not** have on-going contact with Partner clients, enter into any investment advisory or securities brokerage agreement with Partner clients, nor otherwise provide any securities brokerage or investment advisory services to clients through a Partner. Hanson McClain will **not** provide Partner clients with investment recommendations or specific advice about when to retire. HMRN will not execute securities transactions on behalf of Partner clients. All investment advice and recommendations are provided by the Partner in his or her capacity as a registered representative of the Partner's broker/dealer and/or investment adviser representative of the Partner's investment advisory firm, which are unaffiliated with Hanson McClain. Hanson McClain does not approve or otherwise supervise investment advice or recommendations, trade execution or processing, advertising/sales literature/correspondence or other sales practices of Partners.

Hanson McClain receives from Partners information about the Partner's clients including confidential, non-public information regarding their account(s), investment(s), and the compensation earned by Partner's. The receipt of such information is used for the limited purpose of verifying the amount of compensation due by the Partner to Hanson McClain under the Joint Marketing Agreement described above.

Item 5 – Fees and Compensation

As consideration for the services provided by Hanson McClain to its Partners, Partners must assign, as compensation, a percentage of all revenues earned from Partner's clients attained as a result of the marketing training and services provided by Hanson McClain. Revenue includes the Partner's receipt of commissions earned from brokerage services and/or advisory fees earned from advisory services. Hanson McClain may receive up to 30% of all revenue earned by the Partner. The compensation allocation continues throughout the term of the Joint Marketing Agreement, including renewal period(s), between Hanson McClain and the Partner. The exact arrangements, including term and compensation, are detailed in the Joint Marketing Agreement between Hanson McClain and the Partner.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to Hanson McClain's brochure because we do not manage client accounts or provide personalized investment advisory services to investors. Therefore, we do not charge advisory fees including performance based compensation.

Item 7 – Types of Clients

Hanson McClain does not have retail advisory clients. Hanson McClain provides marketing and solicitation services to financial professionals that join the Network. Financial professionals include securities agents licensed with a registered broker/dealer, investment advisor representatives licensed with an investment advisor firm, or financial professionals dually licensed as both securities agents and investment advisor representatives.

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

In its capacity as an investment advisor, Hanson McClain does not (1) offer investment advice, (2) provide securities analysis, or (3) suggest investments strategies to Partners or their clients. Hanson McClain's sole advisory service is providing marketing and solicitation services in connection with the Network.

Item 9 – Disciplinary Information

This item is not applicable to Hanson McClain's brochure because we do not have any legal or disciplinary events listed at Item 9 of the Form ADV Part 2 instructions.

Item 10 – Other Financial Industry Activities and Affiliations

Hanson McClain is **not** and does **not** have a related company that is a (1) futures commission merchant, commodity pool operator, or commodity trading advisor, (2) banking or thrift institution, (3) accountant or accounting firm, (4) lawyer or law firm, (5) pension consultant, (6) real-estate broker or dealer, or (7) sponsor or syndicator of limited partnerships.

Other Business Activities

Hanson McClain is a full-service, introducing broker/dealer, member of FINRA and SIPC. Relationship Managers of Hanson McClain are registered securities agents with Hanson McClain. Hanson McClain is also a licensed insurance agency and the Hanson McClain Relationship Managers may be independently licensed to sell insurance products through various insurance companies. However, Partner clients are not referred to Hanson McClain for brokerage and insurance services and such services are considered materially separate from the Network services provided by Hanson McClain.

Affiliation with Hanson McClain, Inc. and Hanson McClain Strategic Advisors, Inc.

Hanson McClain is under common ownership with a retail investment advisor firm, Hanson McClain, Inc., doing business as Hanson McClain Advisors (referred to as "HMA"). Hanson McClain is registered with the SEC, relying on Rule 203A-2(c) under the Investment Advisers Act of 1940, because Hanson McClain is under common control with HMA, an investment adviser that is registered with the SEC, and Hanson McClain's principal office and place of business is the same as HMA.

Hanson McClain Relationship Managers are also investment advisor representatives of HMA and may have active retail client practices. However, Partner clients are not referred to HMA and the services

provided by HMA are considered materially separate from the Network services provided by Hanson McClain.

Hanson McClain Strategic Advisors, Inc. (referred to as “HMSA”) also under common ownership with Hanson McClain, is an SEC-registered investment advisor created in 2011 as a spin-off from HMA to provide third-party investment advisory and money management programs primarily to clients of unaffiliated investment advisors (referred to as “Introducing Advisors”) including some Partners of the Pathway Retirement Network. Although Introducing Advisors that are also Partners of the Network compensate Hanson McClain directly for Network services, there is a conflict of interest when Partners serve as Introducing Advisors for HMSA because Partners may be influenced to refer clients to HMSA based on the services and support provided by Hanson McClain and not solely based on the performance history and investment services provided by HMSA.

HMSA, conducting business under the name Pathway Strategic Advisors, provides investment advice and management services, for a fee, to the following three mutual funds.

- Pathway Advisors Conservative Fund (PWCNX)
- Pathway Advisors Growth and Income Fund (PWGFX)
- Pathway Advisors Aggressive Growth Fund (PWAGX)

HMSA may provide marketing information to Partners intended to inform Partners about the Pathway Funds in an effort to have Partners solicit funds to their clients. However, Hanson McClain and HMSA do not compensate Partners for selecting Pathway Funds for their underlying clients. A Partner's decision to recommend Pathway Funds to his or her clients is at the complete discretion of the Partner.

Introducing Advisors that are also Partners must enter into a written Co-Advisor agreement with HMSA which is separate and distinct from the Joint Marketing Agreement all Partners must sign. The two agreements detail the different services provided by both firms. HMSA does not provide client acquisition like those provided by Hanson McClain. Conversely, Hanson McClain does **not** provide investment advice, investment strategies, recommendations or any other securities analysis services to Partners. HMSA's investment advice to Partners is restricted solely to the recommendations and investment strategies available and offered through HMSA as outlined in the Co-Advisor agreement.

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

Code of Ethics Summary

Hanson McClain has established a Code of Ethics, which all supervised persons must read and then execute an acknowledgement agreeing that they understand and agree to comply with Hanson McClain's Code of Ethics. Hanson McClain's fiduciary duty is considered the core underlying principle for Hanson McClain's Code of Ethics and represents the expected basis for all supervised persons. All supervised persons will conduct business in an honest, ethical and fair manner. All supervised persons will comply with all federal and state securities laws at all times. If current or prospective Partners or Partner clients wish to review Hanson McClain's Code of Ethics in its entirety, a copy may be requested from a Hanson McClain Relationship Manager and a copy will be provided promptly.

Hanson McClain's services do not involve recommending securities to investors because Hanson McClain, in its capacity as an investment advisor, does not provide investment advisory services to retail clients or manage client assets.

Item 12 – Brokerage Practices

This section does not apply because Hanson McClain's services do not involve recommending securities to investors and does not include providing investment advisory services to retail clients or managing client assets. Therefore, Hanson McClain, in its capacity as an investment advisor, does not have participation or interest in client transactions. Further, Hanson McClain, in its capacity as an investment advisor, does not suggest brokers to clients, nor does it directly or indirectly compensate any person for client referrals. Please see Items 4 and 5 of this Disclosure Brochure for more details.

Item 13 – Review of Accounts

Hanson McClain does not provide investment supervisory services, manage investment advisory accounts, or provide financial planning services.

Item 14 – Client Referrals and Other Compensation

This item does not apply to our brochure because Hanson McClain is not compensated from a non-client, in connection with giving advice to clients, nor does it directly or indirectly compensate any person for client referrals.

Item 15 – Custody

This item does not apply to our brochure. Because we do not have advisory clients, Hanson McClain does not have access or control over client funds and/or securities, nor does it have the ability to access or control client funds or securities.

Item 16 – Investment Discretion

This item does not apply to our brochure. Hanson McClain does not manage client assets on either a discretionary or non-discretionary basis.

Item 17 – Voting Client Securities

Hanson McClain does not vote proxies or other securities.

Item 18 – Financial Information

This item is not applicable to our brochure.