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FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of Omicron Group Ltd. If you have any questions about the contents of this brochure, please contact us at 480-460-1991 or jeffw1@cox.net. 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 Omicron Group Ltd. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Omicron Group Ltd. is 104611.

Omicron Group Ltd. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

SUMMARY OF MATERIAL CHANGE

Omicron's Brochure has been updated with the following material change of transitioning to state registration/regulation in Washington and Arizona from SEC regulation per SEC compliance.

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Advisory Business

FIRM DESCRIPTION

Omicron Group Ltd. offers a range of investment advisory and financial planning services to individuals, pension and profit sharing plans, trusts, and estates since about May 1984.

PRINCIPAL OWNERS

Jeff Williams is 100% owner of Omicron Group Ltd.

TYPES OF ADVISORY SERVICES

Omicron offers the following types of advisory services: Financial planning services, Non-discretionary portfolio management for individuals and/or small business, portfolio management for businesses or institutional clients (other than investment companies), pension consulting services, and selection of other advisors.

Omicron offers broad financial planning for clients that includes personal and financial data gathering, extensive review and presentation of a written financial plan of actions to direct each client toward his/her expressed financial goals.

After the initial written financial plan, Omicron may provide wealth management services. This includes recommendations on products, strategies and implementation. All legal and accounting advice is incidental to the plan.

Financial Planning

Financial planning includes a review of most aspects of a client's current financial situation, including, but not limited to the following components:

- Cash management;
- Risk management;
- Insurance;
- Education funding
- Goal setting;
- Retirement planning;
- Estate and charitable giving planning;
- Tax planning; and
- Capital needs planning

Completion of a comprehensive plan which includes all of the above components generally takes 1-4 weeks to complete, and involves several meetings with the client,

other family members as appropriate, and other professionals such as accountants and attorneys, a review of related documents and data supplied by the client. Meetings may include a review of risk tolerance, financial goals and objectives, and time horizons. Additional meetings may include a review of additional financial information; sources of income, assets owned, existing insurance, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations.

The financial plan may include both long and short-term considerations, depending upon the individual scenario. Omicron provides the client with recommendations that are deemed compatible with the client's stated goals and objectives. Omicron reviews an implementation schedule with the client to determine which steps to pursue, and with whom the steps may be accomplished. The client is under no obligation to utilize additional services of Omicron and its representatives and is under no obligation to implement the advice or plan. Clients may choose all or certain components of advice and recommendations and can implement the recommendations through the service providers of their choice.

Investment Advisory Services

Omicron will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Investment strategies may include long-term and short-term purchases depending upon the individual needs of the client. Omicron uses asset allocation, or spreading investments among a number of asset classes and sectors (domestic stocks vs. foreign stocks; large cap stocks vs. small cap stocks; corporate bonds vs. government securities) for most client accounts as well as ETF's and mutual funds.

Omicron may also use other investment advisors as subadvisors. Omicron may select other investment advisors by reviewing some or all of the following qualitative criteria: ownership structure, quality and depth of personnel, career path for professionals, consistency of investment process implementation, quality of internal and external research and investment discipline. In addition, Omicron may review the following quantitative factors: consistency of returns during good and bad market environments, risk taken in relation to appropriate benchmarks, historical correlations to appropriate benchmarks and style analysis.

Omicron manages advisory accounts on a non-discretionary basis.

Omicron/Jeff Williams does not participate in a wrap fee program.

Assets under management are calculated at the end of each quarter. At the end of 2011 assets under management totaled \$31,104,322.

Raymond James Consulting Services

For separately managed accounts, Omicron may use Raymond James Consulting Services (RJCS) as a sub-advisor or Eagle Asset Management. RJCS and Eagle are divisions of

Raymond James and Associates, Inc. (RJA); a FINRA registered broker/dealer and SIPC member and offers a bundled asset based fee schedule.

Omicron assists the client in selecting the appropriate portfolio manager(s) on the RJCS and Eagle platforms, based upon the client's financial needs and investment objectives. RJCS selects portfolio managers for the platform, establishes custodial facilities, monitors performance of client accounts, provides clients with accounting and other administrative services and assists portfolio managers with certain trading activities.

Omicron provides clients with information on each portfolio manager prior to entering into the Investment Management Agreement. Potential portfolio managers are considered for the platform if they meet the following:

- A well-defined investment style
- Proven past performance results
- Consistency of portfolio returns
- Risks taken within acceptable bounds of investment objectives
- Complementary philosophy of the manager with the existing managers

Other factors considered by Omicron or RJCS in the screening process may include: low turnover of personnel; in-depth interviews with top personnel; personal visit to the investment manager's office; the size of the investment manager; review of the investment manager's current ADV; no naked options, short sales or futures; and a cooperative, open attitude

After a portfolio manager has been selected to participate in the RJCS program, RJCS reviews and monitors, on at least a quarterly basis, each portfolio manager's activity to ensure they maintain consistent investment.

Other Services

Omicron may provide other miscellaneous financial services on a case by case basis where it feels competent to advise.

Fees and Compensation

Compensation

Fees may be charged on an hourly or fixed fee basis. Once determined, the exact fee arrangement is set forth in the Financial Planning Agreement. Hourly fees typically range from \$75 to \$150 per hour depending on the nature and complexity of each client's circumstances, as well as the individual involved in the planning process. An estimate for total hours will be determined at the start of the advisory relationship.

Fixed fees are determined by estimating the number of hours to be spent preparing the plan and then quoting a fixed price. Total costs for financial plans, whether per hour or on a fixed basis, may range from \$750 to as much as \$5,000 or more. There is no typical plan, as plans are customized to the specific needs of the client. All fees are due and payable upon completion of the work.

Investment Advisory Services

A guideline used for the quarterly investment management fee and other financial services fees are:

0 to \$500,000	=	1.5%
\$500,000 to \$3,000,000	=	1.0%
\$3,000,000 and up	=	negotiated
Blended rate	=	negotiated

These fees are negotiable and Omicron may, in certain situations, agree to set a maximum fee for a client. The quarterly fees are determined by Omicron preparing a portfolio statement for each client, which places values on all investments that Omicron is charged with overseeing by the client and providing miscellaneous financial services. Some investments such as mutual funds, stocks, bonds and other investments have easily recognizable/determinable value. Omicron will use the client's brokerage statements for values of all assets in the brokerage account. Other assets are purchased that are not included on a traditional brokerage statement such as a real estate transaction with a provider unrelated to the brokerage. For those assets Omicron has a written pricing policy that is provided to clients so clients are aware of how the value is calculated which is typically at cost. However, from time to time in consultation with the client a value other than cost may be utilized.

Fees may be deducted from clients account or paid individually at client's discretion and the Advisory Agreement asks client what they would prefer. As stated previously, clients are billed quarterly in arrears, not in advance of the management and other financial services. If a client determines at any time that they no longer want Omicron services they are only responsible for a pro rata fee up until services are cancelled in writing. Omicron is not licensed to receive any commissions from any product sales.

Clients have the option to utilize any brokerage they desire as well as any agent. Those situations are unique to the client and fees would be negotiable depending on the specific

circumstances.

In addition to Omicron fees, client will incur fees charged by mutual fund organizations for fund management and administration and sales charges if certain funds have sales charges. Although Omicron considers all fees charged by mutual fund organizations in determining what is appropriate for the client, other factors are considered which Omicron may feel are more important in any given set of circumstances for a specific client.

Client will incur additional fees in addition to Omicron fees if Omicron recommends a private money manager via RJCS, Eagle or otherwise for clients. In these cases, Omicron will negotiate the private manager fees to attain the lowest rate possible for the client. Under no circumstances does Omicron receive any compensation from mutual fund organizations or private money managers so Omicron has no conflict of interest in recommending a particular manager to the client. However, RJCS or Eagle may pay Omicron travel expenses for due diligence trips.

Other Fees

Omicron may receive performance fees on investments in some situations for clients who are not Advisory clients who may be interested only in a specific investment such as real estate. In these situations the investor has to receive all their original investment monies invested returned plus a simple 8% annual return before Omicron would receive a negotiated performance fee. That fee would be calculated such that after subordinated return to investor any additional proceeds would be split 80% to investor 20% to Omicron unless a different sharing arrangement is contractually agreed to in advance. Client would be billed for this fee after he has received his monies from the investment sale. Omicron may also charge a separate fee for work such as working with a general contractor on client's behalf for a home remodel. Clients are charged a quarterly fee based upon the cost/value of their investment in the same manner as a full service client and the firms pricing policy. In addition, a negotiated performance fee will be agreed to in advance of the client's investment for a non-full service Advisory client.

Financial Planning Fees

Fees charged for the initial financial planning service would be dependent upon the anticipated time and complexity of the plan and are negotiable. The fees are determined in advance and disclosed to the client prior to the time the Financial Planning Agreement is executed. Rarely will a fee quoted depart from the established fee schedule but exceptional circumstances may dictate a higher or lower fee. It is possible that a client of Omicron may pay more or less for similar services than another client. Similar services may be available from other providers for lower or higher fees.

Raymond James Consulting Services (RJCS) and Eagle Program Fees

RJCS and Eagle program fees are separate from the Investment Management Services disclosed above. RJCS and Eagle program fees include a Management fee (0.30% to 0.80%), an Administrative fee (0.05% to 0.15%) and a Clearing fee (0.05% to 0.15%). RJA

negotiates with the portfolio manager the management fee payable to the portfolio manager, based on factors including, but not limited to, the portfolio manager's assets under management in the RJCS program, average number of portfolio holdings, average annual turnover, anticipated sales and administrative service levels, among others. The fee payable to portfolio managers is typically 0.40% – 0.50% for equity and balanced accounts, and 0.25% - 0.30% for fixed income accounts, but may be lower due to incremental rate negotiation. Although the basis of RJCS' recommendation of portfolio manager is not based on this negotiated management fee, a conflict may exist due to the potential incentive RJCS may have to recommend a portfolio manager(s) with a lower management fee.

Fees are paid to RJCS and Eagle as the sub advisor and the underlying portfolio manager. The Administrative and Clearing Fees are paid to RJA, as the broker. Clients may also incur charges for other account services provided by RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, and fees for legal or courtesy transfers of securities.

The annual asset-based fee is paid quarterly in advance. When an account is opened, the asset-based fee is billed for the remainder of the current billing period and is based on the initial contribution. Thereafter, the quarterly asset-based fee is paid in advance, is based on the account asset value on the last business day of the previous calendar quarter, and becomes due the following business day. The client authorizes and directs RJA as custodian to deduct asset-based fees from the client's account; client further authorizes and directs the custodian to send a quarterly statement to the client that shows all amounts disbursed from client's account, including fees paid to RJA.

The brokerage statement will show the amount of the asset-based fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated. Should the client transfer management duties from one portfolio manager to another portfolio manager within RJCS or Eagle platforms, any prepaid asset-based fees will be reimbursed for the period not utilized by the previous portfolio manager and billed for the remainder of the period for the newly designated portfolio manager.

RJCS and Eagle accounts are subject to a minimum quarterly fee of \$375 but that may be negotiable. There generally is a minimum investment of \$100,000, although smaller accounts may be accepted based upon the specific circumstances of an account.

Performance-Based Fees and Side-By-Side Management

Omicron does not receive performance fees.

Types of Clients

Omicron clients cover a broad array of folks from professional athletes to business owners and to other individuals. He also provides advice to 401k and other retirement plans as well as estates and trusts.

Account Minimums

Omicron has no requirement for a minimum size account.

Methods of Analysis and Investment Strategies

Omicron uses various third party sources and his own research in deciding on investment recommendations. There is no one specific strategy or source of information. He subscribes to some publications like Navellier and Motley Fool for investing ideas for stocks and ETF's as well as the research services of Raymond James Financial. With those ideas and many other sources available on the internet he will recommend an investment he feels is consistent with the overall investing strategy determined in consultation with the client. The investment advice also considers non brokerage products like real estate and loans to third parties in the diversification of the client's investments. No loans are made to clients and the loans mentioned are arms length transactions.

From time to time the advisor may recommend to the client the use of a stop loss to protect against a significant decline in price of a stock or ETF. Stop losses are also suggested at times to protect significant price appreciation in a stock or ETF. The downside risk of a stop loss is that a stock is sold and rebounds to a higher price such that in hindsight it would have been better to keep the stock. This impact is discussed with a client prior to a stop loss being utilized to get their approval or not based upon the current investing climate.

Exchange traded funds, ETF's, are recommended in lieu of mutual funds for a pool of stocks similar to mutual funds as Omicron prefers to have the flexibility for the client to sell or place stop orders to sell from time to time based upon clients risk tolerances. The primary areas of investing are stocks, real estate, bonds, annuities, and ETF's.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Omicron's investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Initial Public Offerings

Omicron typically does not participate on behalf of its clients in initial public offerings.

Disciplinary Information

Neither Omicron nor Jeff Williams has every had a complaint filed with regulatory authorities relative to his business. Nor is either party subject to any pending criminal proceeding or violation nor are they subject to any current investigation. Neither he nor Omicron has ever been a participant in a legal proceeding. Omicron never been fined by regulatory authorities for any violations.

Other Financial Industry Activities and Affiliations

Financial Industry Activities – Broker-Dealer

Omicron is not registered as a broker-dealer, and none of its management persons are registered representatives of a broker-dealer.

Financial Industry Activities – Other

Neither Omicron nor any of its management persons is registered as (or associated with) a futures commissions merchant, commodity pool operator, or a commodity trading advisor.

Affiliations

Neither Omicron nor any of its management persons have a material relationship or arrangement with any related person or financial industry entities, including:

1. Broker-dealer, municipal securities dealer, or government securities dealer or broker
2. Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
3. Other investment adviser or financial planner
4. Futures commission merchant, commodity pool operator, or commodity trading advisor
5. Banking or thrift institution
6. Accountant or accounting firm
7. Lawyer or law firm
8. Pension consultant
9. Real estate broker or dealer
10. Sponsor or syndicator of limited partnerships.

Other Affiliations

Omicron has no arrangements or affiliations with other companies that would be material to its advisory or its clients.

Other Investment Advisors

Omicron may suggest other investment advisors for clients that they deem appropriate for the circumstances.

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

Omicron employees must comply with a Code of Ethics and Statement for Insider Trading. The Code describes the Firms' high standard of business conduct, and Fiduciary duty to its clients. The Code's key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Jeff Williams, President and Chief Compliance Officer, reviews all employee trades each quarter. These reviews ensure that personal trading does not affect the markets, and that clients of Omicron receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets. Omicron's employees must acknowledge the terms of the Code of Ethics at least annually. Any individual not in compliance with the Code of Ethics may be subject to termination. Clients and prospective clients can obtain a copy of Omicron's Code of Ethics by contacting Jeff Williams at 480 460 1991.

Participation or Interest in Client Transactions

Omicron and its employees do not recommend to clients, or buy or sell for client accounts, securities in which they have a material financial interest.

Omicron and its employees may buy or sell securities identical to those recommended to clients for their personal accounts. The Code of Ethics, described above, is designed to assure that the personal securities transactions, activities and interests of the employees of Omicron 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, primarily mutual funds, have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Omicron's clients. In addition, the Code requires pre-clearance of many transactions. 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 designed to reasonably prevent conflicts of interest between Omicron and its clients.

Personal Trading

Jeff Williams often invests in some of the same securities and other investment products as his clients whether brokerage products like stocks and ETF's or anything else. The Code of Ethics, described above, is designed to assure that the personal securities transactions, activities and interests of the employees of Omicron 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. He pays the same transaction costs as his clients. When buying the same position in several accounts he does a block trade when possible so all investors get the same price whether a buy or sell. This avoids a conflict of interest potential of buying the same position at basically the same time where different investors get different pricing. However, since clients' accounts are non-discretionary it does not always work out this way depending on availability of client to be contacted. He does not receive any compensation from third parties for products purchased.

Clients are given priority when buys or sells are not done on a block trade basis and in non-discretionary accounts it is difficult to obtain the same prices at times due to client availability to consummate a block trade. As is typical with non-discretionary accounts, buys and sells are made at different times depending on availability of client to discuss the proposed transaction. Advisory clients are advised of the volatility of pricing in the securities industry and that at times clients might receive different pricing than other clients if a block trade is not done.

Brokerage Practices

Research and Other Soft Dollar Benefits

Omicron does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in "Directed Brokerage – Other Economic Benefits".

Brokerage for Client Referrals

Omicron does not receive client referrals from broker/dealers.

Directed Brokerage

While not routine, the client may direct Omicron to use a particular broker-dealer to execute some or all transactions for the client. This brokerage direction must be requested by the client in writing. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and Omicron will not seek better execution services or prices from other broker-dealers or be able to "batch" client transactions for execution through other broker-dealers with orders for other accounts managed by Omicron. By directing brokerage, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Not all advisers require or allow their clients to direct brokerage. Subject to its duty of best execution, Omicron may decline a client's request to direct brokerage if, in Omicron's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

While Omicron may at times recommend brokers, the client may direct Omicron in writing to use a particular broker or dealer to execute transactions for Client's account, of which the client will negotiate terms and arrangements with that broker or dealer. Commission rates will be the lowest rate available to Omicron based on its volume of activity. Commissions may be charged which are higher or lower than commission rates at other broker dealers.

While it is possible that clients may pay higher commission or transactions fee through RJF, Omicron has determined that RJF currently offers the best overall value to Omicron and its clients for the customer service, brokerage, research services and technology it provides. Omicron believes these qualities make RJF superior to most non-service oriented, deep-discount and internet/web based brokers that may otherwise be available to the public.

If the client requests Omicron to arrange for the execution of securities brokerage transactions for the client's account, Omicron shall direct such transactions through broker dealers that Omicron reasonably believes will provide best execution. Omicron shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

Directed Brokerage – Other Economic Benefits

Omicron may have the opportunity to receive traditional “non-cash benefits” from RJF such as customized statements; receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk servicing RJF Advisors exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; access to mutual funds which generally require significantly high minimum initial investments or those that are otherwise only generally available to institutional investors; reporting features; receipt of industry communications; and perhaps discounts on business-related products.

RJF may also provide general access to research and perhaps discounts on research products. Any research received benefits all clients. Omicron has no written or verbal arrangements whereby it receives soft dollars. From time to time, RJF may offer incentives such as the ability to attend industry-related conferences or other benefits, based on the amount of Omicron’s assets under management; however, Omicron does not believe that such incentives impair Omicron’s independence.

While these individuals endeavor at all times to put the interest of the clients first as part of Omicron’s fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

Trade Aggregation

At the sole discretion of Omicron, aggregate purchases or sales of the same security, instrument or obligation may be transacted on the same day for multiple accounts of one or more of Omicron’s clients. Although such aggregations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they will be effected only when Omicron believes that to do so will be in the best interest of the affected accounts. When transactions are so aggregated the actual prices applicable to the aggregation transaction will be deemed to have purchased or sold its share of the security, instrument or obligation at the average price. If a partial execution is attained at the end of the trading day, Omicron will generally allocate shares on a pro rata basis, but may fill small orders entirely before applying the pro rata allocation.

Accounts for Omicron or its employees will be included in a block trade with client accounts.

Review of Accounts

Reviews are performed under the direction of Jeff Williams, President and Chief Compliance Officer. Jeff actively reviews client accounts on at least a quarterly basis, however reviews could also occur at the time of new deposits, material changes in client's financial information, changes in economic cycles, at Omicron's discretion, or as often as the client may direct. Reviews entail analyzing securities, sensitivity to overall markets, economic changes, investment results and asset allocation, etc., to ensure the investment strategy and expectations are structured to continue to meet clients' objectives and risk tolerance.

Omicron encourages frequent client contact; clients are obligated to promptly notify Omicron of any changes in the client's financial status to ensure that investment strategies continue to meet the client's changing needs. Omicron encourages regular contact with clients – this may be on a quarterly, semi-annual or annual basis.

For those clients that receive general financial planning advice such as budgeting, cash flow management, asset allocation, tax- planning, estate planning and retirement planning, Omicron actively reviews these topics with clients on at least an annual basis.

Jeff serves as primary contact on client accounts and maintains contact with clients quarterly by phone or in person; however, administrative personnel will assist with general client communication and services.

Review Triggers

Other conditions that may trigger a review are changes in market, political or economic conditions, tax laws, new investment information, and changes in a client's own situation.

Reporting

Clients receive holding and activity reports at least quarterly from custodial and brokerage firms as well as trade confirmations. At least quarterly, clients receive a brokerage statement from their custodian. The brokerage statement contains the cash balance, type, name and amount of each security, account activity for the period and when available, the unrealized gain or loss of each security.

Additionally, clients typically receive a personalized quarterly statement generated by Omicron demonstrating the value of their investments, current asset allocations, and current holding gains/losses within the accounts.

All clients have access to account statements and activity via a secure broker network.

Client Referrals and Other Compensation

Omicron receives no economic benefit, other than normal compensation and hourly fees if applicable as a result of a non-client for business referrals so there are no conflicts of interest. However, Omicron may accept travel expenses for due diligence trips from investment advisors such as Raymond James or Eagle Asset Management or others.

Omicron does not make or accept referral fees or any other form of remuneration from other professionals when a prospect is referred to them.

Custody

Custody – Fee Debiting

With the exception of the ability to pay investment advisory fees directly from client accounts, Omicron does not and will not have custody of the clients' funds or securities. Client assets shall be held in the custody of a bank, trust company or brokerage firm agreed upon by the client and Omicron. However, as part of the Investment Management Agreement signed by the client, the client authorizes Omicron to debit fees directly from the client's account at the custodian.

Omicron distributes invoices to the client and the broker that state the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. The broker is advised of the limitation of Omicron's access to the account, and will send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Omicron.

Though Omicron will assist the client in establishing and maintaining accounts at the custodian, Omicron shall have no responsibility or liability with respect to custodial arrangements or the acts, omissions or other conduct of the custodian.

Custody – Account Statements

As described above and previously, clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Clients are urged to carefully review such statements and compare such official custodial records to the account statements or other reports that Omicron provides. Omicron statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Investment Discretion

Omicron does not have investment discretion to place trades without the client's approval. Omicron has discretion on the timing of investments based upon his discussions with the client.

Voting Client Securities

Omicron has no authority to vote client securities as clients receive their own proxies and voting materials. Clients are advised they can contact Omicron if questions.

Financial Information

No investment advisory fees are collected in advance so no balance sheet is required by regulatory authorities. If a financial plan is prepared an estimate is made of the cost to prepare the plan and a portion of that cost is due up front prior to start of the financial plan preparation. However, the financial plan is a stand-alone document. If the client decides to utilize Omicron for Advisory services after the plan that will be a separate contract and fee arrangement.

Omicron has not been the subject of a bankruptcy proceeding.

Requirements for State-Registered Advisers

Omicron is a registered investment advisor and is a state registered advisor in the states of WA and AZ.

The owner, only executive officer and management person is Jeff Williams who graduated with a BS in Business and an MBA. He has also passed the Series 7, 63, 6 and 65 NASD examinations and been practicing comprehensive financial planning for over 25 years.

Approximately 75% of his time is spent with his investment advisory business and 25% with other financial matters/planning related to his clients financial affairs.

PRICING POLICY

OMICRON GROUP LTD., PRICING POLICY FOR DETERMINING FEES ON ADVISORY CLIENTS QUARTERLY PORTFOLIO REPORTS

Aspects of this memorandum are not applicable to all clients. If a concern arises on this policy as it relates to your specific circumstances please discuss with Omicron so a mutually acceptable procedure can be agreed upon.

Initially, the Investment Portfolio report is an estimate of the value of the assets as of the date prepared. In some cases the figures are taken directly from data believed reliable, such as a brokerage statement, but Omicron cannot attest to the brokerage statements accuracy and correctness even though we make every effort to ascertain accuracy for our reports.

The following chart demonstrates the “terms/verbiage/asset classes” Omicron utilizes to prepare your quarterly portfolio report titled “Investment Portfolio”. In this example, Raymond James is the example for brokerage statements. The RJ brokerage statement uses similar, but not the same, language. So that you understand which categories are the same, this chart can be used for reference purposes.

OMICRON	RAYMOND JAMES
Stocks	Equities
Bonds	Fixed Income
Mutual Funds	Mutual Funds
Cash/Time Deposits	Cash/cash equivalents
Miscellaneous	No misc. category

The Omicron portfolio report may list a value for an annuity that is different than the insurance company because Omicron attempts to update your value for the exact day of the end of the quarter. Insurance companies typically issue only an annual statement.

Bond category

Most bonds are purchased as a bond ladder and thus the strategy is to hold the bonds until maturity to redeem at par/face value. Therefore, on our report we show the original cost and the par/face value for when the bond will be redeemed at maturity. However, the RJ and other brokerage statements will always show the current market value of the bond on their statement. Sometimes this value will be lower or higher than the redemption value of the bond. Since it is anticipated that no loss or gain will be recognized on the bonds held to maturity, we do not list the current value. To show a value higher than the maturity value would increase your fees. So when you look at the bond gain/loss column, there could be a significant loss or gain because of our pricing policy. If you need further explanation please call.

Miscellaneous category

The general rule is **value** is listed as the same as the cost unless we get information to the contrary or some event occurs that necessitates a change. However, if Omicron has information that leads us to believe the value is less than cost, they will report a smaller value if no value can be obtained from the manager or if Omicron feels the manager is being aggressive in his pricing. This value is subjective and intended to demonstrate that Omicron has concerns about the health of the investment. If client approves of a real estate tax free exchange, the monies going into the new project will be the new investment amount listed on the portfolio report.

Also, IF a real estate manager provides a value, and most don't, it is usually provided well after the end of the quarter. Therefore, our reporting value will be the previous quarter or year for which the manager provided a value. We would adjust the value if a sale took place and the manager provided us with an amount of the distribution since you would be recognizing that value.

As to the **cost column** in this category, a client may opt to show a cost different than their original cost. The reason this might occur is when the total distributions since inception are greater than the original cost. Or, another reason might be because a particular real estate investment has been refinanced and all of the investor's original investment has been returned. In this situation Omicron will show a cost of \$1 and a value that purports to represent the amount of equity left in the project on a pro rata basis with the other investors.

Some clients prefer to show all their investments, including employer sponsored retirement plans such as 401k and others, on our report. The values for these types of things are the

most current that I have which could be several months old due to a lack of information from when the 401k statement was prepared. In addition, the cost information is typically not available. However, to the extent I can obtain this data and the client wants me to monitor the investments, I will include it. If a client disputes a price, he should contact the Advisor to discuss his concerns so a mutually satisfactory outcome is obtained.

Privacy

Omicron is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed. We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver our Privacy Notice to you annually, in writing.