

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Rembert Pendleton Jackson

SEC File Number:
801-21425

Date:
3/30/12

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Rembert Pendleton Jackson	IRS Empl. Ident. No.: 52-1256128
Item of Form (identify)	Answer
Item 1.D	<p>INVESTMENT ADVISORY SERVICES</p> <p>Rembert Pendleton Jackson ("RPJ" or the "Company") offers investment advisory services, in accordance with the terms of an investment management agreement, to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.</p> <p>RPJ's investment supervisory services encompass an assessment of the client's financial situation; risk tolerance and time horizon followed by asset allocation, investment selection and investment implementation recommendations. RPJ meets with clients to review performance periodically (e.g., quarterly, semi-annually, annually or on an as-needed basis).</p> <p>RPJ will provide investment consulting services that relate to matters such as allocation of assets among different classes, portfolio diversification, managing portfolio risk, and other general economic and financial topics. Account supervision is guided by the stated objectives of the client, and all managed accounts will be maintained with an independent custodian.</p> <p>THIRD PARTY MONEY MANAGERS</p> <p>As part of RPJ's investment process, we may evaluate, select, and oversee other investment managers to manage a portion of the client's account. We will monitor manager performance and various investment markets to determine if the allocation among investment options is appropriate or if changes to those options are necessary. The money managers recommended to clients will have full investment discretion, and trading authority, and shall have sole responsibility for the implementation of the investment program with respect to the client's account for which investment discretion has been delegated by the client and accepted by the institutional money managers. We will not place orders for transactions in the client's account or otherwise exercise trading authority over the account at any time when the account is being managed by an outside investment manager which may be a mutual fund manager or other third party manager.</p> <p>Money managers considered for RPJ clients will be subjected to a rigorous due diligence process. Factors considered will include, but not be limited to: reputation, performance record, philosophy, continuity of management, service to clients, awareness of after tax performance objectives, minimum dollar investment requirement and fees. Information with respect to money managers (e.g., performance figures, investment style, etc.) will be obtained from tracking organizations, business publications, money managers, personal interviews and other sources which we believe are reliable. We may also consider other criteria,</p>
Item 1.D. Cont'd.	

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	<p>including, but not limited to, the administration, recordkeeping and reporting services provided by a manager.</p> <p>FINANCIAL PLANNING SERVICES</p> <p>RPJ's comprehensive financial planning services may include the following (in addition to the asset management services described above): review of property and liability insurance; income tax planning; cash management; estate planning; planning for children's education; retirement planning; retirement plan distribution analysis; real estate investment analysis; charitable gifting techniques; planning for special needs (e.g., disabled child, elder care, Medicaid qualification, etc.); divorce counseling; advanced estate planning techniques; practice management; planning for special situations (e.g., a business opportunity, an investment opportunity, buy-sell agreement, employment agreement, etc.)</p> <p>RPJ and the client enter into an Engagement Agreement and the SEC Form "ADV" (Part I and Part II) is provided contemporaneously to the client. The Engagement Agreement stipulates the terms and conditions of the engagement.</p> <p>FEES AND COMPENSATION</p> <p>For investment supervisory services, compensation is derived as fee income based upon the percentage of assets under management. The compensation method is explained and agreed with the clients in advance before any services are rendered.</p> <p>Fees may a fixed flat fee for overall financial advice, or based on a percentage of assets under management. Percentage fees do not exceed one percent (1%). Flat fees and percentage-based fees are negotiated in advance and are usually paid quarterly in advance.</p> <p>Clients may terminate the agreement with a thirty (30) day advance notice or at the end of any quarter. Upon termination, the fees charged for advisory services will be pro-rated and a refund for any unearned fees will be issued. The client is responsible to pay for services rendered until the termination of the agreement. RPJ reserves the right to terminate the agreement under the same terms and conditions discussed above. Additionally, the Engagement agreement contains a five (5) day rescission period during which the client may void the Agreement and receive a full refund of any fees paid at the time of execution of the contract.</p>
Item 1.D. Cont'd.	Percentage fees will be billed in advance on a quarterly basis, beginning on the first day of the first full month that the Advisor has client's assets under management,

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	<p>and quarterly thereafter. The fee will be calculated as a percentage of the market value of all assets in Client's Account on the last trading day of the most recent calendar quarter. No adjustments are made for contributions and/or withdrawals during the quarter. Fees will generally be deducted directly from the client's brokerage account pursuant to a written agreement. RPJ reserves the right to adjust the fee schedule for accounts depending on the size and type of account and the services required. In some cases negotiation of fees may result in different fees being charged for similar services and may be less than the stated fees. During times of increased market volatility, RPJ reserves the right to change the manner in which it calculates the quarterly fee charged to clients. The calculation will only be changed as long as the resulting fee is less than what the client would have paid had the fee been calculated as described above. RPJ will notify clients in writing whenever the fee calculation changes.</p> <p>Clients should be aware of their responsibility to verify the accuracy of the fee calculation submitted to the custodian by RPJ, as the custodian will not determine whether the fee has been properly calculated.</p> <p>Advisory fees charged by RPJ are separate and distinct from fees and expenses charged by mutual funds, which are recommended to clients. A description of these fees and expenses are available in each fund's prospectus. Additionally, the fees charged by RPJ are exclusive of all custodial and transaction costs paid to custodians, brokers or any other third parties. Clients should review all fees charged by RPJ, custodians and brokers and others (including but not limited to third-party sub advisers) to fully understand the total amount of fees incurred.</p> <p>Financial planning fees are a fixed flat amount. Clients or RPJ may terminate the Agreement with a thirty (30) day advance notice or at the end of any quarter.</p> <p>Additional fee information is described in Item 10 below (Conditions for Managing Accounts).</p>
Items 3.L & 4.C	<p>TYPES OF INVESTMENTS</p> <p>RPJ may utilize non-affiliated third-party money managers, who are completely independent and unaffiliated with RPJ, when managing client portfolios and therefore will provide advice on the selection of other investment advisors.</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Rembert Pendleton Jackson	IRS Empl. Ident. No.: 52-1256128
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Item 5	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>RPJ requires that each employee who determines or furnishes investment advice to clients be a graduate of an accredited college or university. We also require the employee to have general experience in business and investments that will enhance his or her ability to furnish investment advisory services as well as pass the Certified Financial Planner designation examination.</p> <p>RPJ will also require individuals to be properly licensed and registered, unless exempted, in states in which such individuals are conducting investment advisory business.</p>
Item 6	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p>The RPJ Investment Committee is comprised of: Donald M. Rembert, Newton G. Pendleton III, Charles E. Rembert, Dwayne Jackson and Leslie D. Irby.</p> <p>Donald Mosby Rembert Year of Birth: 1939</p> <p>Formal Education after High School: Western Maryland College, Westminster, MD - B.S. Economics – 1961</p> <p>Business Background for the Preceding Five Years: Rembert Pendleton Jackson - 1974 – present</p> <p>Newton G. Pendleton III Year of Birth: 1964</p> <p>Formal Education after High School: St. Lawrence University, Canton, N.Y. – 1986</p> <p>Business Background for the Preceding Five Years: Rembert Pendleton Jackson - 1990 – Present</p> <p>Charles E. Rembert Year of Birth: 1969</p> <p>Formal Education after High School: Western Maryland College, Westminster, MD - B.A. Business Admin. – 1991</p> <p>Business Background for the Preceding Five Years: Rembert Pendleton Jackson - 1995 - Present</p> <p>Dwayne A. Jackson Year of Birth: 1962</p>
Item 6 Cont'd	

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	<p>Formal Education after High School: College of William & Mary, Williamsburg, VA - 1985</p> <p>Business Background for the Preceding Five Years: Rembert Pendleton Jackson - 2002 - Present Mony Securities Corporation - 1988 – 2002</p> <p>Leslie D. Irby Year of Birth: 1950</p> <p>Formal Education After High School University of Texas, Austin, TX, B.A. 1972</p> <p>Business Background for preceding Five Years: Rembert Pendleton Jackson – 2007 – Present Visitar – 2005 – 2007</p> <p><i>Other employees that provide investment advice to clients include:</i></p> <p>Brett W. Roper Year of Birth: 1980</p> <p>Formal Education after High School: Virginia Tech., Blacksburg, VA, B. S. 2004</p> <p>Business Background for the Preceding Five Years: RPJ, 2004 – present</p> <p>Elizabeth D. Verdi Year of Birth: 1981</p> <p>Formal Education after High School: Virginia Tech., Blacksburg, VA, B. S. 2003</p> <p>Business Background for the Preceding Five Years: RPJ, 2011 – present United Capital Financial Partners, 2006 -- 2011</p> <p>Elizabeth S. Clough Year of Birth: 1979</p> <p>Formal Education after High School: University of Vermont, Burlington, VT, 2003</p>

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	Business Background for the Preceding Five Years: RPJ, 10/2011 – present Highline Wealth Management, 4/2011 – 9/2011 Independence Wealth Advisors, 2005 -- 2011	
Item 7.B	OTHER BUSINESS ACTIVITIES As described in Item 1.D. above, RPJ's comprehensive financial planning services may include the following: review of property and liability insurance; needs analysis for life and disability insurance; income tax planning; cash management; estate planning; planning for children's education; retirement planning; retirement plan distribution analysis; real estate investment analysis; charitable gifting techniques; planning for a special need (e.g. disabled child, elder care, Medicaid qualification, etc.); divorce counseling; advanced estate planning techniques; practice management; planning for special situations (e.g., a business opportunity; an investment opportunity, buy-sell agreement, employment agreement, etc.). These services comprise approximately forty percent (40%) of our practice.	
Item 8.C.11	OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS Donald M. Rembert is a licensed real estate salesperson in the Commonwealth of Virginia. As a licensed real estate agent, he may receive commissions when selling real estate.	
Item 9.E	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS RPJ or its associated persons may buy or sell for themselves investment products or securities recommended to clients. This may present a conflict of interest; however, RPJ client transactions will be placed before any transactions for RPJ or its associated persons in order to ensure the best price and execution are procured for RPJ clients. Records will be maintained of all securities bought or sold by RPJ, associated persons or any related entities. Such records will be available for client inspection upon request. COMPANY CODE OF ETHICS Securities industry regulations require that advisory firms provide their clients with a general description of the advisory firm's Code of Ethics. The Company has	

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	<p>adopted a Code of Ethics in compliance with Rule 204A-1 in reference to the firm's controls over personal trading that sets forth the governing ethical standards and principles of the Company. It also describes the Company's policies regarding the protection of confidential information, including the review of the personal securities accounts of certain personnel of the Company for evidence of manipulative trading, trading ahead of clients, insider trading, trading restrictions, training of personnel and recordkeeping. A copy of the Company's Code of Ethics may be obtained via a written request to the Company.</p>	
Item 10	<p>CONDITIONS FOR MANAGING ACCOUNTS</p> <p>RPJ assesses a minimum annual fee of \$5,000 to accounts receiving ongoing asset management services. However, RPJ has discretion to waive or reduce the annual minimum fee at any time.</p>	
Item 11.A	<p>REVIEW OF ACCOUNTS</p> <p>Accounts are managed on a continuous basis. Each account is reviewed quarterly by at least one of the firm's investment committee members. Reviews are based on the client's investment objectives and the firm's investment policy and portfolio strategy.</p> <p>Below are the guidelines that are followed when managing a client's portfolio:</p> <p>1) Client investment objectives are identified by assessing the client's risk tolerance based upon their age, income, education, need for cash flows, investment goals, and emotional tolerance for volatility. The information provided by the client will be collected during client meetings, interviews, and/or questionnaires;</p> <p>2) After analyzing a client's financial situation and completing, together with the client, an investment policy process, we implement the investment strategy through an optimal combination of investments. RPJ's investment committee compiles a "Recommended List" of securities that meet RPJ's criteria for investment. RPJ expects that the majority of its client accounts will include the securities from the Recommended List;</p> <p>3) Capital market conditions and client circumstances are monitored; and</p> <p>4) Portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above variables.</p> <p>CLIENT REPORTING</p>	

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Item 11.B	<p>Clients are kept fully informed about their portfolio activity by receiving copies of transaction confirmations and/or monthly/quarterly statements from brokerage firms, mutual fund companies, or the custodian. Clients also receive quarterly reports prepared by RPJ or the money manager of the account.</p>
Item 12.A.(1-4)	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>RPJ rarely invests directly in any publicly traded equity securities or fixed income instruments. Instead, RPJ recommends that its clients invest in open-end mutual funds or third party money managers. The Company, therefore, conducts limited trading in stocks or bonds but realizes it still has a duty to seek best execution for its clients when it does trade directly in the markets. RPJ may effect security transactions but does so only at the client's request. Thus, trading of individual securities by RPJ is done on a very limited basis.</p> <p>Where a principal of the firm is serving as trustee of a trust, the principal has the authority to determine both the security and the amount to be purchased or sold. If such authority is exercised, it must be consistent with the principal's fiduciary obligations to the trust beneficiaries. The only limitations on the investment authority will be those limitations imposed in writing by the client.</p> <p>In the course of providing our services, we will execute trades for our clients through various broker-dealers. Generally most trades will be placed with the broker dealer that has custody over the client assets. However, when a client has given us broker discretion, there is no restriction on the brokers we may select to execute client transactions. Our general guiding principle is to trade through broker-dealers who offer the best overall execution under the particular circumstances. With respect to execution, we consider a number of qualitative factors, including the actual handling of the order, the ability of the broker-dealer to settle the trade promptly and accurately, the financial standing of the broker-dealer, the ability of the broker-dealer to facilitate the trade, our past experience with similar trades, and other factors which may be unique to a particular order. Based on these judgmental factors, we may trade through broker-dealers that charge fees that are higher than the lowest available fees.</p> <p>If a client's account is managed on a non discretionary basis, the firm generally does not have the authority to determine the amount of securities to purchase or sell without obtaining specific client consent. A client may grant principals of the firm the authority to execute trades in the client's account(s) at a discount brokerage firm, such as Charles Schwab & Co., Inc. A client may also grant a principal up to</p>

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	30 days to execute a trade. Nevertheless, in accordance with the Non-Discretionary Engagement Agreement, the firm will not execute or direct any securities transactions without obtaining the client's prior consent.
Item 12.B (cont.)	RPJ recommends discount brokerage firms, such as Charles Schwab & Co., Inc., because of the wide range of investments (especially no load mutual funds), quality of execution, discounted transaction costs, client service and quality of reporting. A discount brokerage firm's commissions are significantly lower than those of full-commission brokers.
Item 13.A	<p>ADDITIONAL COMPENSATION</p> <p>RPJ participates in Charles Schwab & Co.'s, Schwab Institutional (SI) and TD Waterhouse (TD) advisory service platforms. While there is no direct affiliation between the investment advice given and participation in the programs, economic benefits are received which would not be received if RPJ did not participate in the programs. These benefits may include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI and TD participants exclusively; ability to have investment advisory fees deducted directly from client accounts; access to an electronic communication network for client order entry and account information; receipt of compliance publications; participation in conferences sponsored by TD and/or SI; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. RPJ understands that the benefits received through its participation in the programs generally does not depend upon the amount of transactions directed to, or amount of assets custodied by Charles Schwab & Co. or TD. In addition, RPJ may participate in educational conferences sponsored by other third party entities that may cover employee expenses for travel and lodging.</p> <p>RPJ fully discloses that RPJ receives no direct or indirect fees, compensation or any other consideration from any investment vehicle. RPJ reserves the right to participate in soft dollar transactions with broker-dealers in accordance with the recent SEC guidance regarding Section 28(e) of the Exchange Act.</p> <p>PROXY VOTING POLICY</p> <p>RPJ does not exercise proxy-voting authority over Client securities unless an employee of RPJ is serving as a trustee over a clients account. The obligation to vote Client proxies shall at all time rest with Client. Client shall in no way be</p>

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	<p>precluded from contacting us for advice or information about a particular proxy vote. However, we shall not be deemed to have proxy-voting authority solely as a result of providing such advice to Client.</p> <p>In the event that an employee of RPJ serves as trustee for a client's trust the CCO is charged with identifying the proxies upon which RPJ will vote, voting the proxies in the best interest of clients, and submitting the proxies promptly and properly.</p> <p>RPJ's policy is to vote proxies in the interest of maximizing shareholder value. To that end, RPJ will vote in a way that it believes, consistent with its fiduciary duty, will cause the issue to increase the most or decline the least in value. Consideration will be given to both the short and long term implications of the proposal to be voted on when considering the optimal vote.</p> <p>We have currently identified no conflicts of interest between our client interests and our own within our proxy voting process. Nevertheless, if we determine that RPJ is facing a material conflict of interest in voting a proxy, our procedures require that we contact the clients that owns the security and ask the client how he/she wants to vote the proxy.</p> <p>RPJ's complete proxy voting policy and procedures are memorialized in writing and are available for client review. In addition, our complete proxy voting record is available to our clients. Please contact the CCO if you have any questions or if you would like to review either of these documents.</p>
Execution Signature, Form ADV Part I (not included)	<p>Without Prejudice Explanation: It is the Registrant's position that the purpose of the clause "Without Prejudice, (U.C.C. 1.207-4) which appears after the President's signature on Form ADV Part I, as filed with the SEC, is to expressly acknowledge that the act of filing the Form ADV with the President's signature affixed thereto had not caused the Applicant to waive any rights it has under the Uniform Commercial Code or common law nor prejudiced it in any way with respect to matters about which the SEC and various states have required it to provide information. The clause provides notification that the Applicant has preserved all legal rights and remedies under common law, if any, if matters disclosed in the Form ADV were ever to be the subject of a dispute involving a third party.</p> <p>While such rights are arguably preserved in the absence of such a clause; the Applicant believes that it is prudent to expressly preserve such rights in view of the public nature of the Form ADV and the fact that the SEC requires Part II and all schedules of the Form to be provided to Applicant's clients.</p>

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