

William E. Sweet & Associates

1777 South Harrison Street, Suite 1040

Denver, Colorado 80210

(303) 753-6474

FAX 303-753-6496

Form ADV Brochure 2A

June 15, 2012

This brochure provides information about the qualifications and business practices of William E. Sweet & Associates. If you have questions about the contents of this brochure, please contact us at 303-753-6474. The information contained 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 William E. Sweet & Associates also is available on the SEC's website at www.adviserinfo.sec.gov. The IARD number for the firm is 105433.

2. Material Changes

William E. Sweet & Associates is now under the Investment Adviser regulatory jurisdiction of the State of Colorado and is no longer registered as an Investment Adviser with the Securities and Exchange Commission. This jurisdiction is effective as of June 2012.

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4. Advisory Business

William E. Sweet & Associates is a licensed Investment Adviser with the State of Colorado. William E. Sweet & Associates is 100% owned by William E. Sweet III.

We provide investment advice to individuals, families and organizations based on needs and objectives of clients. Advisors conduct in-depth interviews with clients before constructing investment portfolios. Recommendations are based on client's tolerance for risk, time frame for which the monies are to be invested, clients' financial condition, current income needs, tax considerations, liquidity needs, and other investments of the clients. We invest primarily in no-load mutual funds, ETFs and equities. We manage accounts on a discretionary basis, although the client may direct purchase or sale of any investment.

Investment services are provided on a continuing basis. Client investment portfolios are monitored and changes made based on changes in market/economic conditions, changes in client's personal situation, or changes in tax laws. If an investment is not performing as advisor believes it should the investment may be deleted, replaced or changed, with written discretion, as noted in the client agreement.

Assets under direct management of William E. Sweet & Associates are held by Charles Schwab & Co., Inc. an independent custodian, in the client name.

As of 12/31/2011 William E. Sweet & Associates managed \$67,690,000 in assets for 146 client households. Assets are managed on a discretionary basis.

5. Fees and Compensation

Client fee schedule is detailed in the Investment Management Agreement between the client and the advisor. The annual fees are not to exceed 1% for accounts to \$500,000 and .75% for accounts over \$500,000. Fees may be discounted or negotiated on an individual basis. Money market accounts, securities transferred in client accounts and securities purchased at client direction may be exempt from fees. Investments in mutual funds may result in layering of advisory fees because in addition to the advisory fees paid to the advisor, each mutual fund charges its own advisory fee, which is outlined in its specific prospectus.

Fees are billed quarterly, semi-annually or annually in arrears based on current market value. Fees are normally billed through client's custodian, but if the client prefers, client may pay fees directly. Invoices are sent to the clients when the fee is deducted or directly billed. Billing details are contained in the client agreement. Client accounts within an immediate family may be combined for fee purposes. For no-load mutual fund accounts, with Charles Schwab & Co., Inc. the client may pay a nominal transaction fee for some transactions and no fee for other transactions. In no instance does the advisor receive any benefits or compensation for fees charged by Charles Schwab.

The Investment Management Agreement is continuous but may be terminated by either party at any time. All fees will be prorated to date of termination. Clients may terminate advisory services without penalty (full refund or no fees due) within 5 business days of signing the advisory agreement if the William E. Sweet & Associates, Form ADV Part 2 brochure is not delivered at least 48 hours prior to the time of the execution of the Agreement.

The firm's compensation is solely from fees paid directly by clients. The firm does not receive commission based on the client's purchase of any financial product. No commissions in any form are accepted. No referral fees are paid or accepted. No benefits are received from custodians/broker-dealers based on client securities transactions ("soft dollars"). All fees are negotiable for any client at the discretion of the Adviser and may be waived in a variety of circumstances.

6. Performance-Based Fees

William E. Sweet & Associates does not use a performance based fee structure. The nature of asset-based fees allows our firm to participate in the growth of a client's portfolio. This also means that our fees can decline when a client portfolio declines in value.

7. Types of Clients

William E. Sweet & Associates provides investment services for individuals, families, trusts, investment groups and custodians.

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

Advisors use both fundamental and technical analysis for determining investment strategies. We subscribe to numerous financial periodicals

daily, weekly and monthly publications. Reference is made to annual reports, prospectuses and filing with the Securities and Exchange Commission. Research materials from Morningstar, Lipper, Leuthold, Schwab and fund companies are used and maintained. Portfolio construction is accomplished with the integration of research and the needs and desires clients.

Investment portfolios are constructed primarily with no-load mutual funds and exchange traded funds (ETFs). Certain load funds may be purchased on a no load basis. Individual securities and bonds may be purchased upon client request. Advisor does not receive a commission or bill fees for such transactions. Advisor remains sensitive to substantive short-term events, but investments are evaluated over the intermediate and long term. Emphasis is not on trading but investing

All investment programs have certain risks and potential for loss. We keep the risk of loss in mind. Risks include loss of principal, interest-rate risk, market risk, inflation risk, currency risk, reinvestment risk, business risk and financial risk. Considering these risks we remain aware of each client's tolerance for risk.

9. Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of William E. Sweet & Associates or the integrity of William E. Sweet or James L. Jamison. Neither the firm nor Mr. Sweet and Mr. Jamison have any information applicable to this item, which would include the following:

- a.) A criminal or civil action in a domestic, foreign or military court of competent jurisdiction.
- b.) An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.
- c.) A self-regulatory organization (SRO) proceeding.

10. Other Financial Industry Activities and Affiliations

William E. Sweet & Associates is an independent advisory firm. We are not affiliated with any insurance, legal or accounting firm or institution. We do not maintain custody of client assets we manage or advise, although we may be deemed to have custody if you give us authority to withdraw assets from your account to pay fees. Client assets must be maintained in an account at

a “qualified custodian”, generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc., (Schwab) a registered Broker-dealer, member SIPC as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold assets in brokerage accounts and buy and sell securities when we instruct them to. We do not open accounts for clients but assist clients in opening accounts with Schwab. All client accounts are handled through Schwab.

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

William E. Sweet & Associates has adopted a Code of Ethics requiring all personnel to obey Federal securities laws. Basically as an advisor we do not recommend buys or sells of any security of which we have a financial interest. We have no affiliates and therefore no affiliate interests. As advisors many of our investment objectives are similar to those of our clients and thus some investments are the same for advisor and client. Any appearance of a conflict of interest is avoided. Advisor and client accounts are normally not involved with options, derivatives or equities where a conflict could exist. A copy of the Code of Ethics of William E. Sweet & Associates is available at the firm’s principal place of business.

12. Brokerage Practices

Charles Schwab & Co., Inc. has been selected as custodian for our accounts and as our broker-dealer because of their extensive service, best practices, low fees, research facilities, and support. Clients receive monthly statements from Schwab along with transaction confirmations when buying or selling occurs. Clients have twenty four hour access to their accounts by phone or on the internet. Account fees are nominal or free through our institutional relationship with Schwab. Brokerage fees through Schwab are some of the lowest in the industry. Investment opportunities through Schwab are some of the broadest in the investment community. We do not receive soft dollar benefits and we do not direct brokerage.

13. Review of Accounts

Accounts are reviewed at least monthly and more frequently as market conditions client requests or other important changes dictate. Monthly statements are provided for all accounts by our qualified custodian Charles Schwab and Co., Inc. Custodian statements are the official record of portfolio activity. Clients receive a quarterly memo relating to financial affairs from advisor.

14. Client Referrals and Other Compensation

William E Sweet & Associates does not pay for referrals nor does it accept any referral fees when a client is referred to other professionals.

15. Custody

William E. Sweet has no custody of client funds or securities, except for any fees paid to the firm from an advisory account, which has been authorized in writing by the client. All assets are held at our qualified custodian, Charles Schwab. Statements are provided monthly directly from Schwab to clients at the address of record of accounts. Clients are encouraged to review custodial statements and contact William E. Sweet & Associates with any inconsistencies or questions.

16. Investment Discretion

William Sweet & Associates accepts discretionary authority to manage securities accounts on behalf of clients. Clients must sign an agreement giving discretionary authority. This limited power of attorney is included in the qualified custodian's account application. Further authority for trading is included in the management agreement between the firm and the client. Any investment restriction must be provided to the firm in writing.

17. Voting Client Securities

Advisor does not vote proxy for clients.

18. Financial Information

William E. Sweet & Associates does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. We do not serve as a custodian for client funds or securities. William E. Sweet & Associates does not require the prepayment of \$500 or more per client, six months or more in advance.

19. Requirement for State-Registered Advisers

All information required regarding Mr. Sweet and Mr. Jamison is detailed in the ADV 2B Brochure.

Additional Information

Business Continuity

We have a continuity plan where client records are maintained by Charles Schwab at an offsite location (client records are maintained for up to ten years). Backup records are maintained both on and offsite. Home offices are maintained with full backup capabilities. These offices are in excess of fifty miles from our main Denver office.

Information Security Program

William E. Sweet & Associates maintains an information security program to reduce the risk that personal and confidential information may be breached. We do not share client information with any outside persons or institutions. When directed by a client we will disclose requested information, to attorneys, accountants and mortgage lenders with whom the client has established a relationship.

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FORM ADV Part 2B BROCHURE

COVER PAGE

June 15, 2012

This brochure supplement provides information about William E. Sweet that supplements the William E. Sweet & Associates brochure. You should have received a copy of that brochure. Please contact Mr. Sweet if you did not receive the William E. Sweet & Associates brochure or if you have any questions about the contents of this supplement.

Additional information about William E. Sweet is available on the SEC's website at www.adviserinfo.sec.gov. Mr. Sweet's CRD # is 1004942.

Item 2.

William E. Sweet

Born: 1937

Education:

Bucknell University, BA Accounting

1956-1960

University of Denver, Accounting

1960-1962

Business Experience

Royal Alliance, Registered Representative

1983 – 1990

William E. Sweet & Associates, Owner, Investment Adviser
Representative

1978 – Present

Item 3.

Mr. Sweet has no past, current or pending disciplinary actions to report. Disciplinary actions would include any of the following:

- a.) A criminal or civil action in a domestic, foreign or military court of competent jurisdiction.
- b.) An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.
- c.) A self-regulatory organization (SRO) proceeding.

Item 4.

Mr. Sweet has no outside business activities.

Item 5.

Mr. Sweet receives no additional compensation from any business activities other than the advisory business conducted by William E. Sweet & Associates.

Item 6.

Mr. Sweet is supervised by James L. Jamison, the designated CCO of William E. Sweet & Associates. Mr. Sweet and Mr. Jamison are both licensed Investment Adviser Representatives in Colorado.

Item 7.

Mr. Sweet has not been involved in any of the events listed below:

An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 or an award or otherwise being found liable in a civil, self-regulatory organization , or administrative proceeding involving any of the following:

- an investment or an investment-related business or activity
- fraud, false statement(s), or omissions
- theft, embezzlement, or other wrongful taking of property
- bribery, forgery, counterfeiting, or extortion
- dishonest, unfair, or unethical practices

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FORM ADV Part 2B BROCHURE

COVER PAGE

June 15, 2012

This brochure supplement provides information about James L. Jamison that supplements the William E. Sweet & Associates brochure. You should have received a copy of that brochure. Please contact Mr. Sweet if you did not receive the William E. Sweet & Associates brochure or if you have any questions about the contents of this supplement.

Additional information about James L. Jamison is available on the SEC's website at www.adviserinfo.sec.gov. Mr. Jamison's CRD # is 1375914.

Item 2.

James L. Jamison

Born: 1938

Education

University of Colorado, BA, Sociology/Psychology	1957-1961
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Business Experience

U.S. Navy, Aviator, Naval Justice School, Legal Officer	1961-1971
Commercial Airline Pilot	1967-1998
Dean Witter Reynolds, Registered Representative	1984-1987
Royal Alliance, Registered Representative	1987-1989
William E. Sweet & Associates, Investment Adviser Representative	1989-Present

Item 3

Mr. Jamison has no past, current or pending disciplinary actions to report. Disciplinary actions would include any of the following:

- a.) A criminal or civil action in a domestic, foreign or military court of competent jurisdiction.
- b.) An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.
- c.) A self-regulatory organization (SRO) proceeding.

Item 4.

Mr. Jamison has no outside business activities.

Item 5.

Mr. Jamison receives no additional compensation from any business activities other than the advisory business conducted by William E. Sweet & Associates.

Item 6.

Mr. Jamison is the designated CCO for William E. Sweet & Associates and is the supervisor of Mr. William E. Sweet. Mr. Sweet and Mr. Jamison are both licensed Investment Adviser Representatives in Colorado.

Item 7.

Mr. Jamison has not been involved in any of the events listed below:

An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 or an award or otherwise being found liable in a civil, self-regulatory organization , or administrative proceeding involving any of the following:

- an investment or an investment-related business or activity
- fraud, false statement(s), or omissions
- theft, embezzlement, or other wrongful taking of property
- bribery, forgery, counterfeiting, or extortion
- dishonest, unfair, or unethical practices

