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This Brochure provides information about the qualifications and business practices of RiverStone Wealth Management. If you have any questions about the contents of this Brochure, please contact us at the numbers above. 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.

RiverStone Wealth Management is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about RiverStone Wealth Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since our last brochure dated 03-31-2011.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure, as necessary based on changes or new information, at any time without charge. Our Brochure may be requested by contacting us at our main number.

Additional information about RiverStone Wealth Management is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website provides information about any persons affiliated with RiverStone Wealth Management who are registered, or are required to be registered, as investment adviser representatives of RiverStone Wealth Management.

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Item 4 – Advisory Business

RiverStone Wealth Management (“RSWM”) was approved as a Registered Investment Adviser in March of 2005. RSWM is owned by Riverstone Financial Group, Inc. (the “Holding Company”). Brian Smith is CEO of RSWM and 35% shareholder of the Holding Company; Torry Scott is the Austin Branch Manager and 25% shareholder of the Holding Company. Ed Valle, Chief Financial Officer and Paul Gautier, Managing Director are each minority shareholders of the Holding Company. Thomas Faught is the San Antonio Branch Manager.

RiverStone Wealth Management (“Introducing Firm”) has entered into an agreement with First Clearing, LLC (“First Clearing”) and Wells Fargo Advisors, LLC, (“Wells Fargo”) pursuant to which Wells Fargo provides advisory and/or administers various wrap fee programs (“Programs”). RSWM provides investment advisory services by recommending money managers and/or wrap fee programs that best meet the client needs based on the investment objectives given by the client and other selection criteria. The Programs provide investment advice, brokerage, and custodial services under a “wrap fee” arrangement. Generally, in a wrap fee arrangement, the Account pays a combined fee for investment advice, brokerage services, clearance and settlement services, and custodial services. The Account may also be charged for expenses or services that are not covered by the wrap fee, and these will be described in the Program’s separate “Wrap Brochure” provided to the client or in the client’s separate agreement with First Clearing or Wells Fargo.

The wrap fee programs include Masters Investment Consulting (“Masters”), Diversified Managed Allocations (“DMA”), Network Investment Consulting (“Network”), Private Investment Management (“PIM”), Asset Advisor (“Asset Advisor”), Wachovia Compass Advisory Program (“Wachovia Compass Advisory”), CustomChoice, and FundSource (“FundSource”) advisory services. RSWM Consulting is offered independent from the Programs. Clients of investment advisory accounts described herein are clients of RSWM. Wells Fargo provides advisory and/or other services to RSWM with respect to all of the programs, but provides investment advice that is tailored to the needs of a particular client only with respect to Masters, DMA, Wachovia Compass Advisory, and FundSource. RSWM is not related to or affiliated with Wells Fargo or First Clearing, LLC (FCC) (“the Clearing Agent”). Unless otherwise specified, RSWM or the Clearing Agent will maintain custody of client assets. The Clearing Agent qualifies as a “qualified custodian” as described by Rule 206(4)-2 of the Investment Advisers Act.

In certain Programs, the client may choose to receive investment recommendations on a nondiscretionary or discretionary basis. Some of the Programs also permit the client to elect to have the Account’s assets rebalanced automatically at pre-determined intervals as an aid to ensure the portfolio continues to reflect its intended asset allocations.

The managers available through the Wells Fargo Programs employ a variety of investment strategies depending on the particular Program, the size of the Account, the needs of the client, and the Account’s objectives. Ordinarily, the managers’ strategies include long or short-term purchases of securities and, sometimes, may include supplemental covered option writing, where appropriate, depending on the Account’s objectives and the manager’s style. Some strategies may also include margin transactions, other option or trading strategies, or short-sale transactions. Investment decisions in some Wells Fargo Programs are guided by model portfolios intended to reflect the investment objectives and needs of the client.

Under Masters, DMA, and Network, RSWM is not responsible for the day to day investment management of client accounts; RSWM will effect only transactions as it is instructed by the investment advisors who are solely responsible for the management of a client's portfolios. In the Asset Advisor and CustomChoice programs, RSWM will effect only transactions as instructed by the client. Clients may trade in their account, but RSWM and Clearing agent, or its affiliates, will not be responsible for any losses resulting from such trading or for any transactions that has not been recommended to the client. Neither RSWM nor its agent is under any obligation to effect any transaction for a client account that it believes to be improper under applicable law, rule or regulation. Neither RSWM nor its sub-advisor, Wells Fargo, will perform any discretionary acts with respect to these client accounts, except as may be otherwise permitted with respect to replacing investment managers who are removed from the Masters and DMA Programs, and changing allocations for the Optimal Blends offered through the DMA Program.

See separate program brochures for further information.

RSWM CONSULTING

Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) such as estate planning, retirement planning, or any other specific topic. RSWM may also provide specific consultation and administrative services regarding investment and financial concerns of the client. RSWM Consulting Services are not on-going services and clients are able to utilize such advice in implementing their own investment strategies.

As of January 31, 2012, RSWM held \$108,000,000 in discretionary assets under management and \$54,000,000 in non-discretionary assets under management.

Item 5 – Fees and Compensation

Each Wrap Fee Program has a different fee schedule, which can vary depending on the particular investment strategies or portfolios selected by the client, the particular manager selected by the client, and the individual Representative, among other factors. Generally, the Representative may, in his or her discretion, negotiate the portion of the Program Fee that is payable to the Representative or the Firm, but does not negotiate the portion payable to Wachovia or a third-party manager. The client's Advisory Agreement will state the specific Program Fee applicable to the client's account.

The fees are based on the assets under management and in some instances, may be negotiated. Fees are in the form of an annual rate that is calculated and assessed in advance on a quarterly basis. If an account is terminated during a quarter, a prorated balance of the fees may be refunded. The following Maximum Program Fee schedule is typical for many Programs, but can vary widely.

Wrap Fee Programs – Maximum Standard Fee Schedule

| Total Account Value | Annualized Program Fee |
|----------------------------|-------------------------------|
| First \$250,000 | 3.00% |
| Next \$750,000 | 2.50% |
| Next \$1,000,000 | 2.00% |
| Over \$2,000,000 | Negotiable |

For these wrap fee programs, advisory fees charged are separate and distinct from the fees and expenses charged for mutual funds that may be recommended to clients. Clients may incur certain

charges imposed by third parties other than RSWM. A description of these and other expenses are available in each fund's prospectus.

Fees are billed and paid in advance of service. The account value is calculated as the market value of all long and short securities positions in the account. Although the fees listed above are "default" fees, they may, in some circumstances, be negotiable. The fee encompasses all transaction related costs associated with the execution of the transaction. The client shall pay an initial fee from the account to RSWM on the date of acceptance of the contract based upon the value of the account on the date of acceptance and prorated through the end of the calendar quarter. Thereafter, the quarterly fee shall be paid to RSWM on the first business day of each succeeding calendar quarter based upon the value of the account on the last business day of the prior calendar quarter. In the case of a net capital contribution or withdrawal, fees will be prorated and charged or refunded if the net addition or net withdrawal would generate a fee or refund of at least \$40 for that quarter. No fee adjustment will be made during any fee period for appreciation or depreciation in the market value of assets in the account during that period. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client will maintain or deposit sufficient funds in the account to cover payment of all fees authorized by the contract and the client authorizes RSWM and clearing firm to debit the account balances or redeem money market fund shares in the amount equal to the fee that is due. If there are not funds to cover the fees, then RSWM may liquidate assets to cover fees. The service fee schedule may be changed upon written notification from RSWM to the client.

The specific manner in which fees are charged by RSWM is established in a client's written agreement. RSWM will bill its fees on a quarterly basis in advance. Fees will be debited directly from the client's account, are based on the assets under management found on the fee schedule below and in some instances, may be negotiated.

Wells Fargo will pay RSWM a portion of the fees from Accounts participating in the Programs. A portion of the fees and/or commissions charged by RSWM for the Program Services described herein may be paid to RSWM Financial Advisors in connection with the provision of investment advice and/or client-related services within those programs. This compensation may be more than RSWM's Financial Advisors would receive if clients paid separately for investment advice, brokerage, and other services and, therefore, RSWM Financial Advisors may have a financial incentive to recommend the program services over other programs or services. RSWM's understanding with all unaffiliated advisors involved is that RSWM's presentation of advisors is in the context of providing investment consulting services; Financial Advisors are compensated by RSWM only and have no association with, are not controlled by, and receive no compensation from such advisors for the accounts in question.

The Program Fees are subject to exclusions, calculations, and conditions contained in each Program's Disclosure Document and Advisory Agreement. Additionally, most Programs have a minimum quarterly Program Fee (which may be \$375 per quarter or more), which may cause the effective Program Fee (expressed as a percentage) to be greater than the fee rates shown above. The Disclosure Document for each Program contains important information regarding conflicts of interest, compensation, risks, potential benefits, and other information that prospective investors should review and considered.

Account Termination

Clients may initiate termination of the contract at any time by sending written notice to RSWM. RSWM may terminate the contract at any time for any reason; in which event RSWM will refund the pro-rata fee received for the calendar quarter to the extent that such fee exceeds the execution charges that would have been owed based upon RSWM's regular commission and execution rates. A full refund will be provided without penalty if the client terminates the contract within 5 business days of signing with RSWM.

RSWM advisory agreements provide that any party may terminate at any time. Upon termination, all securities and cash positions will remain intact; absent any liquidation orders. If specific liquidation orders are received, RSWM and its agent will, in an orderly and efficient manner, proceed with liquidation of the client's account. There will not be a charge by us for such redemption; however, the client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. RSWM and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

Clients should consider the value of the additional consulting services when making such comparisons. The combination of custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation, and fees. In addition, certain advisors may not be available to certain clients outside the consulting relationship because of minimum account sizes, fee schedules, geographic availability, or other factors.

RSWM Consulting: Prior to a consultation with the client, a written agreement is signed disclosing the fee and terms of the arrangement. Additionally, RSWM provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice. Consulting fees will be charged on an hourly basis, ranging from \$75 to \$275 per hour, depending on the nature and complexity of each client's circumstances. All consulting fees charged are separate from transaction fees and commissions. The investor should consider all available options prior to opening an RSWM Consulting Account.

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

RSWM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

RSWM provides portfolio management services to individuals, pension and profit-sharing plans, charitable institutions, foundations, endowments, estates, trusts, and corporations and business entities.

Conditions for Managing Accounts

See the respective Program Disclosure Documents for more information about the Program fees and information regarding minimum account sizes. The minimum account size may vary based on the Manager selected and may be different for IRA accounts. Under certain limited circumstances, the minimum may be waived, including related accounts that may be combined to meet the minimum if the services involved may otherwise be provided. The client should refer to the respective managers Disclosure Document, as appropriate, to determine the minimum and maximum account sizes permitted.

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

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long- or short-term trading of stock portfolios, mutual funds and fixed income securities.

Investment recommendations are based on an analysis of the client's individual needs, and are drawn from research and analysis. Security analysis methods may include fundamental analysis, technical analysis, charting and cyclical analysis. Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

The advisors selected by clients in DMA, Masters, and Network employ similar methods of analysis that are described to clients in each such advisor's Disclosure Document. The Program advisors each employ a variety of investment strategies depending on the client and the client's objectives. Such strategies ordinarily include long- or short-term purchase of securities and, depending on the client's objectives and advisor's style, supplemental covered option writing. However, under special circumstances, the strategies may also include margin transactions, other option or trading strategies, or short-sale transactions. Investment decisions for Wachovia Compass Advisory clients are derived from disciplined model portfolios based on established guidelines as modified to satisfy the individual investment objectives and needs of each client.

Investment recommendations for Asset Advisor and CustomChoice clients are based on an analysis of the client's individual needs, and are drawn from research and analysis considered reliable by RSWM. The mutual funds available for clients in the Asset Advisor and CustomChoice program are from Wells Fargo's Allowable List of funds. PIM Advisory Services generally rely on fundamental securities analysis with some emphasis on utilizing charting or cyclical analysis as well. Each RSWM portfolio manager develops a specific investment philosophy that will detail the mix of these analysis methods used.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. Some of the primary risks of investing are summarized below:

- **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.
- **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 or a declining market value.

Item 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 RSWM or the integrity of RSWM's management. The following disclosures relate to regulatory proceedings involving RSWM:

Through one of its Registered Representatives, the firm offered for sale and sold securities in Texas while the Representative was not properly registered with the state. Such action resulted in the issuance of an order reprimanding the representative and the firm.

In November 2001, a customer debit resulting from a bad check caused the firm's net capital to fall below its required level pursuant to SEC Rule 15c3-1. As a result, an enforcement action was brought by FINRA in 2004. To settle the matter, the firm entered into an Acceptance Waiver & Consent with FINRA in December 2005. This resulted in a censure and monetary fine of \$100,000, of which \$25,000 was joint and several with Brian Smith, the President at the time, as well as a 60-day supervisor suspension.

In May 2007, the firm consented to an order by the State of New Hampshire related to the firm conducting business in the state when not properly licensed. The firm paid an administrative fine of \$20,000 and back registration fees of \$600.

In April 2008, the firm paid a \$5,000 fine to FINRA for trade reporting issues dating back to 2005 and 2006.

Item 10 – Other Financial Industry Activities and Affiliations

RSWM is effectively registered as a general security broker-dealer with the Securities and Exchange Commission, the FINRA, and various state regulatory agencies.

As a broker-dealer, the company at times may be engaged in the following types of businesses: retailing corporate equity securities over-the-counter, selling corporate debt securities, underwriter or selling group participant of corporate securities, mutual fund retailer, U.S. government securities broker, municipal securities broker, selling variable life insurance or annuities, put and call broker or dealer or option writer, selling tax shelters or limited partnerships in primary distributions and/or in the secondary market, non-exchange member arranging for transactions in listed securities by exchange member, private placement of securities, and retailing funds that engage in trading of futures contracts.

As a broker-dealer, trade errors may occur on occasion and may result in profit or loss to the firm. The firm has controls in place to limit such trade errors. Individual Advisers will not participate in any profits resulting from such errors, and the Chief Compliance Officer will monitor to ensure that no conflicts and/or patterns exist.

RSWM is a Member of the National Futures Association. Certain advisory clients may be referred to the broker-dealer for commodities and futures business. The client is charged transaction fees for this service.

The company is owned by a holding company, RiverStone Financial Group, Inc., which also owns an insurance agency, RiverStone Insurance Agency, Inc. All insurance business is conducted through this agency. Any commissions related to insurance and variable products are handled through this agency and paid to RSWM and the associated Adviser.

For broker-dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from the Adviser's compensation related to its investment advisory services. From time to time, associated persons of the Adviser may recommend that clients buy or sell securities or investment products that the Adviser also owns. In such circumstances, the Adviser shall adhere to the firm's Code of Ethics.

RSWM may also refer the client to a mortgage broker for assistance with a mortgage. For this referral, the Company or one of its associates may receive a referral fee ranging from 0.25% to 0.50% depending on the associate and the arrangement. For more information, please contact your financial consultant.

All clients are advised that broker-dealer services (including Private Placements and/or insurance) are separate from advisory services offered pursuant to this brochure, and advisors may be compensated for making such recommendations. Clients are advised to carefully consider the conflicts disclosed above prior to engaging in such business.

RiverStone Business Advisory Services, Inc. ("RSBAS") is a 100% owned subsidiary of RiverStone Financial Group, Inc, the parent company of RSWM. Through this company, business consulting, bookkeeping services, and tax services are offered. CPAs, who are individually licensed CPAs in Texas as individuals, provide such services. Such services may be offered to clients of RSWM; however, such services are separate from advisory and/or broker/dealer services. An Investment Advisor Representative of the firm may receive a referral fee for referring clients for consulting and tax services of RSBAS.

Under the Programs, RSWM effects securities transactions as agent, or where permitted by law, as principal, for clients but receives no additional brokerage execution compensation. Clients authorize RSWM to act both as principal and as agent for buyer and seller in securities transactions when appropriate. RSWM does not anticipate any conflicts of interest when acting as principal, since principal transactions are limited to situations where a security is immediately purchased and sold at the same price for the client account. Such transactions are executed through a "risk-less" principal account or "average price" account. RSWM utilizes an average price account when purchasing a specific security and allocating to multiple accounts. RSWM maintains internal controls to ensure that allocations are allotted fairly and in a manner that does not provide preferential treatment to any client(s).

On average individual Investment Advisor Representatives and the principals of RSWM spend as much as 50% of their time on these aforementioned non-advisory activities. No RSWM client is obligated to purchase any recommended insurance products.

RSWM requires that clients establish brokerage accounts with First Clearing, LLC ("First Clearing"), which maintains custody of clients' assets and to effect trades for their accounts. Although RSWM may recommend that clients establish accounts at First Clearing, it is the client's decision. RSWM is independently owned and operated and not affiliated with First Clearing.

Item 12 includes additional details regarding brokerage practices and related disclosures.

Item 11 – Code of Ethics

Access persons are required to report their trading activities. Access persons have restrictions on personal trading in securities that the firm purchases for clients. The firm has adopted a Code of Ethics to govern personal trading by such access persons. In addition, the firm has an Insider Trading Policy applicable to all its employees, which prohibits the use of material inside information in connection with personal transactions.

The Code of Ethics and trading policies are overseen by the Branch Managers of the firm, who are responsible for the review of such transactions. A copy of the firm's Code of Ethics is provided to all employees. The firm's Code emphasizes the firm's philosophy of honesty, integrity, and professionalism, setting forth standards of conduct expected of the firm's personnel, promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and promoting compliance with applicable government laws, rules, and regulations. The firm's investment advisers are fiduciaries who have the responsibility to render professional, continuous, and unbiased investment advice to clients. Advisers owe clients the duties of care, loyalty, honesty, good faith, and fair dealing, and must act at all times in the client's best interest. All personnel have the obligation to uphold these duties. A free copy of the firm's Code of Ethics is available to clients upon request.

Advisors of RSWM may buy or sell securities that are recommended to clients. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of RSWM's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading in close proximity to client trading activity. 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. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between RSWM and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with RSWM's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. RSWM will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order.

Item 12 – Brokerage Practices

As noted previously, RSWM is registered as a broker-dealer. The Principals of RSWM, in their capacity as Registered Representatives of RSWM, may recommend RSWM's broker-dealer services to clients who have or are utilizing RSWM's advisory services. Clients are free to implement advisory recommendations through any firm and are under no obligation to purchase or sell securities through RSWM.

If clients choose to use RSWM's broker-dealer services, the Adviser or its associated persons may receive compensation for such transactions, where such compensation is separate and distinct from Adviser's compensation related to its advisory services. Commissions paid to Advisers for broker-dealer services may be higher or lower than those paid by other brokers. Notwithstanding such additional compensation, RSWM strives to serve the best interest of the clients. RSWM believes that the overall level of services and support provided to clients by RSWM outweighs the potentially lower transaction cost available under other brokerage arrangements. RSWM receives no products, research, or services that RSWM would consider a factor in recommending a particular broker dealer.

Both RSWM and associated persons of RSWM may receive sales compensation or other forms of compensation such as 12b-1 fees for the sale of investment company products and commissions through the sale of securities and insurance products to clients of RSWM. These arrangements pose a conflict of interest for those individuals to the extent they have a financial incentive to recommend such sales or other transactions to the client. RSWM receives compensation from the custodian based on the value of credit balances in the accounts. If cash is swept into a money market fund or a credit interest bearing bank deposit sweep, RSWM may receive compensation based on the value of assets in these funds as broker-dealer. Thus, RSWM has an incentive to recommend that clients select a money market fund as a sweep vehicle that pays more compensation than other funds. RSWM will make all recommendations independent of such fee consideration and based solely on its obligations to consider a client's objectives and needs.

For RSWM client accounts maintained in its custody, First Clearing generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through First Clearing or that settle into First Clearing accounts. First Clearing may make products and services available to RSWM that

benefit RSWM but may not directly benefit its clients' accounts. Many of these products and services are used to service all or a substantial number of RSWM accounts. The Clearing Agent provides RSWM with certain administrative, computer software, and documentation services in order that RSWM may provide the Program services described below. RSWM compensates the Clearing Agent pursuant to a brokerage clearance fee schedule. RSWM frequently utilizes an investment planning tool, Envision, as part of its investment planning process. This tool takes into account a variety of information about a client's financial situation, performs a "Monte Carlo" analysis to test for possible future outcomes, and is utilized in determining a model asset allocation for the client. Such software is provided to RSWM (and its clients) by First Clearing as part of its services and there is no additional fee to RSWM for this software.

Block Trading Disclosure: It is the practice of RSWM, its agent, or the third party investment advisors, when feasible, to aggregate for execution as a single transaction orders for the purchase or sale of a particular security for the accounts of several Program Clients, in order to seek a lower commission or more advantageous net price. The benefit, if any, obtained as a result of such aggregation is generally allocated on a pro rata basis among the accounts of clients that participated in the aggregated transaction in accordance with procedures adopted by RSWM.

Item 13 – Review of Accounts

RSWM provides its investment consulting clients with periodic reports of relevant activity. In addition to the portfolio monitor service report as described herein, RSWM, through the Clearing Agent or its agent, will transmit to clients (and where appropriate to the applicable investment advisor) the following reports:

- trade confirmations reflecting all transactions in securities, provided, however, that periodic statements of account activity may be furnished in lieu of transaction by transaction confirmations to the extent and in the manner permitted by Rule 10b-10 under the Exchange Act; and
- a statement of account activity at least quarterly.

Accounts are assigned to investment advisors who are responsible for performing quarterly and/or monthly reviews of the account and consult with the respective client of the account. Following these reviews, reports are prepared to assist principals in supervising and monitoring the account. Factors that are considered include, but are not limited to the following: investment objectives, targeted allocation, current allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings.

The client agrees to inform the firm in writing of any material changes in the information included in the questionnaire or changes in the client's financial circumstances that might affect the manner in which the client's assets should be invested. The client may contact the firm during normal business hours to consult with the firm concerning the management of the client's account(s).

PIM accounts are reviewed upon the inception of the account when a client's investment objective and strategy is reviewed for approval and consistency with PIM program guidelines. Thereafter, PIM accounts are reviewed on a per-transaction, monthly, quarterly, or annual basis, as applicable. The reviews described above are performed by a PIM Financial Advisor, as well as a principal of the firm.

Each client has the ability to impose reasonable restrictions on the management of the client's account, including the designation of particular securities or types of securities that should not be purchased for the account, or that should be sold if held in the account. If a client's instructions are unreasonable, or RSWM, or, if applicable, an advisor believes that the instructions are inappropriate for the client, RSWM will notify the client that it may cancel the client's account unless the instructions are modified. A client may not provide instructions that prohibit or restrict the investment adviser of an open-end or closed-end mutual fund or ETF with respect to the purchase or sale of specific securities or types of securities within the mutual fund. RSWM and its agents reserve the right to cancel a client's account for, among other things, excessive transactions.

Additional information regarding the provided custody reports can be found in Item 15.

Item 14 – Client Referrals and Other Compensation

RSWM does not compensate others for client referrals.

Item 15 – Custody

Clients should receive statements at least quarterly from First Clearing, the qualified custodian that holds and maintains your investment assets. These reports include: (1) trade confirmations reflecting all transactions in securities (except money market mutual fund transactions) unless specifically waived by the client; (2) monthly and/or quarterly statements of the client's account itemizing all transactions in cash and securities, and all deposits and withdrawals of principal and income during the preceding calendar month; (3) statements of securities in custody, listing securities held in the account, submitted at least quarterly; and (4) an annual summary of transactions and dividend and interest statements.

RSWM urges you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. RSWM may furnish periodic statements of account activity in lieu of transaction-by-transaction confirmations as described above, to the extent and in the manner permitted by Rule 10b-10 under the Securities Exchange Act of 1934, as amended.

Item 16 – Investment Discretion

RSWM offers both discretionary and non-discretionary investment advice. When the client chooses to grant investment discretion to the Adviser, the Adviser will have authority to supervise and direct the investments of and for the client's account(s) without prior consultation with the client. Pursuant to this discretionary authority, the Adviser will determine which securities are bought and sold for the account and the total amount of such purchases and sales. The Adviser will make investment decisions for client accounts in accordance with the investment objectives, risk tolerance, investment time horizon, and any investment policies, guidelines, or reasonable restrictions as the client may impose in writing, and to which the Adviser agrees. Pursuant to the client's instruction, client money/cash may be invested in a money market mutual fund managed by their custodian who may charge a fee. Clients should contact their custodian for more information about this investment of their cash.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, RSWM does not vote proxies on any client's behalf. Clients can authorize investment managers to vote proxy requests on their behalf in their client agreements. Please refer to the respective investment manager's Form ADV for a full disclosure of its proxy voting policies

and procedures. Clients should contact their financial consultant if they have any questions and/or to obtain this information. Clients will receive their proxies or other solicitations directly from their custodian or transfer agent.

Item 18 – Financial Information

Registered Investment Advisers are required to provide you with certain financial information or disclosures about RSWM's financial condition. RSWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.

Privacy Policy

We collect nonpublic personal information about you from the following sources: Information we receive on applications, questionnaires, web site, or other forms and information about your transactions with our affiliates, others, or us. We do not disclose any non-public information about our current or former customers to anyone, except as permitted by law or in order to provide the current services. Our employees have limited access to your personal information based on their responsibilities to provide products or services to you. Be assured that we maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information.