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FORM ADV PART 2 BROCHURE

This brochure provides information about the qualifications and business practices of Wealth Management Resources, Inc. If you have any questions about the contents of this brochure, please contact us at 401-356-1400 or via e-mail at aeverly@wealthmanagers.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wealth Management Resources, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Wealth Management Resources, Inc. is 45452.

Wealth Management Resources, Inc. 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.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, Wealth Management Resources, Inc. will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

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Item 4 Advisory Business

Description of Services and Fees

We are a registered investment adviser based in North Smithfield, Rhode Island. We are organized as a corporation under the laws of the State of Rhode Island and we have been providing investment advisory services since 1994. Alan Wardyga and Arthur Everly are our principal owners. Currently, we offer Portfolio Management Services through the Custom Account Program and through a third party adviser, SEI Investment Management Corporation, as well as financial planning services and seminars. We are also registered as an insurance agency in the State of Rhode Island and Massachusetts and a registered broker-dealer member of the Financial Industry Regulatory Authority, Inc. ("FINRA"), Municipal Securities Rulemaking Board (MSRB) and the Securities Investors Protection Corporation ("SIPC").

The following paragraphs describe our fees and services. Please refer to the description of each investment advisory service listed below for information on how we tailor advisory services to your individual needs. You may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Financial Planning Services

We offer broad-based, modular, and consultative financial planning services. Financial planning will typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. Once we review and analyze the information you provide to our firm, we will deliver a written plan to you, designed to help you achieve your stated financial goals and objectives.

If you require advice on a single aspect of the management of your financial resources, we offer financial plans in a modular format and/or general consulting services that address only those specific areas of concern. These areas may include, but are not limited to, retirement planning, education planning, insurance and risk management, income tax planning, business planning, portfolio review and asset allocation, and/or financial decision making/negotiation.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to our firm. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan with us, or use any of the other financial services or products we offer. Moreover, you may act on our recommendations through any other brokerage firm, investment advisor, or provider of investment or insurance products.

We are compensated by either an hourly rate of \$200 or by a fixed fee, which generally ranges between \$250 and \$3,000. The type and amount of the fees charged to you, subject to negotiation, will be based on your financial situation and the services requested. An estimate of the total cost will be determined at the start of the advisory relationship. The final fee shall be directly dependent upon the facts and circumstances of your financial situation and the complexity of the financial plan or service(s) requested. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and may request that you pay an additional fee.

We will require that you pay an initial retainer equal to one-half of the estimated financial planning fees in advance of any services rendered. The remaining balance shall be due and payable upon completion of the contracted services. Under no circumstances will we require prepayment of a fee more than six months in advance and in excess of \$500.

We may, in our discretion; offset up to one-half of the financial planning fees should you choose to implement the plan through us. We reserve the right to determine whether the financial planning fees will be offset by the fees and/or commissions earned in the implementation process. Where we determine that we will offset fees, the scope and complexity of the financial planning services that were provided will determine the offset of the fee.

Upon the initial presentation of a written financial plan to you, our objective is that you are satisfied with the plan as it is delivered. However, it may be the case that you are not satisfied with the plan upon initial presentation and, under this circumstance, we will amend the plan as needed at no additional charge to you. If we are unable to deliver a plan to your satisfaction within 30 days of the initial plan's delivery, we will return the financial planning fees to you with the exception of a \$100 processing fee.

You may terminate the financial planning agreement by providing written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Portfolio Management Services

Custom Account Program

We offer discretionary portfolio management services using our Custom Account Program ("Custom Account") whereby our investment advice is tailored to meet your needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. We may also invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

In the Custom Account we invest your assets in mutual funds and or exchange-traded funds (ETFs) only and such portfolios are comprised of a mix of asset classes which may be based on one or more model portfolios. However, you may wish to transact in other types of securities, such as equities and fixed-income securities, through this account. Under this circumstance, we will invest in these types of securities only upon specific direction from you. Moreover, choosing to purchase/sell these types of securities in the Custom Account may cause the portfolio's percentage weightings in certain assets classes to be over- or under-weighted. As a result, you may be exposed to more (or less) risk and may experience larger (or smaller) performance returns in your account.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a power of attorney, or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

Assets Under Management	Maximum Annualized Fee
Assets less than or equal to \$500,000	1.00%
Next \$1,000,000	0.67%
Over \$1,500,000	0.33%

Our annual portfolio management fee is calculated and deducted from your account quarterly in arrears based on the value of your account on the last day of the quarter. Some of our clients prefer to be billed directly for their management fees. For these clients we generate and mail their bill on the same schedule. The fee schedule listed above reflects the fees charged by our firm for the management of the assets held in your custom account. This fee does not include any transaction charges or other fees imposed by the account's custodian, or any of the expense charges by the mutual funds or the EFTs purchased for your account. Upon your request, we will provide a fee schedule that provides more information on the transaction charges and maintenance fees imposed by the account custodian. Fund expenses are fully disclosed in the prospectus for the fund provided to you by the custodian.

If you execute a portfolio management agreement at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. If you withdraw more than 20% of the account balance from your account prior to the end of the calendar quarter, we will be entitled to pro-rata fees on such withdrawal. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in you paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

The qualified custodian holding your funds and securities will debit your account directly for the advisory fees. Where your account is debited directly for the advisory fee, you will provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. We will not have access to your funds for payment of fees without your consent in writing. Further, the qualified custodian agrees to deliver a quarterly account statement directly to you. You are encouraged to review your account statements for accuracy.

You may terminate the investment advisory agreement upon 30 days written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

SEI Asset Management Program

We also offer the SEI Asset Management Program (the "Program") to clients. The SEI Asset Management Program is a program whereby an independent investment adviser can make the SEI family of mutual funds available to clients. SEI is not an investment adviser in this instance and does not have the investment adviser relationship with you. The Program is designed as follows:

1. First we will determine your risk profile and investment objectives. We will help you set appropriate investment objectives as well as to determine your investment time horizon and risk profile.

2. Next, we will set a relevant asset allocation policy for you. With our assistance, you will choose one of many mutual fund asset allocation models made available through the Program.
3. Diversify among asset classes and styles. SEI selects the investment managers of the underlying mutual funds. SEI utilizes institutional investment management firms. The managers are monitored by SEI to ensure that their investment styles and performance remain consistent with the objectives of the mutual funds.
4. We will supervise the account and take action in the account using our discretionary authority where we deem appropriate. Such action will be based upon recommendations provided by SEI based on the asset allocation model you chose.
5. SEI Trust Company (a subsidiary of SEI Investments Company) acts as the transfer agent and custodian for your account. SEI Trust Company provides reporting services including consolidated monthly or quarterly statements (as selected by you), quarterly performance reports, and year-end tax reports.

We charge an investment advisory fee as stated below. SEI charges an expense ratio to the fund; all expense ratios are disclosed in the prospectuses of the funds. SEI Private Trust Company, a subsidiary of SEI Investments Co. acts as the transfer agent and custodian for your account. SEI Private Trust Company, on our firm and your behalf, debit the advisory fee from your account. SEI does not participate in the advisory fee. SEI Private Trust Company then forwards the fee to us.

Market Value Breakpoint	Maximum Annualized Fee
Assets less than or equal to \$500,000	1.00%
Next \$1,000,000	0.67%
Over \$1,500,000	0.33%

SEI Trust Company will debit your account on a quarterly basis for the above-mentioned fees and charges. The charges to the account will be on an arrears basis and will be remitted quarterly net of any applicable account and performance reporting charges not charged to you. Upon written notification, either you or our firm may terminate the agreement. Prorated fees will be charged based on market value on the date notice is received.

You sign an advisory contract with us and account opening documentation with SEI. We provide our Firm Brochure to you and SEI provides a prospectus for the mutual funds utilized in the fee-based account. As custodian, SEI Private Trust Company provides all reporting functions for the account, and supplies you with a quarterly statement, on at least a quarterly basis. SEI does not act in the capacity of an investment adviser to you and therefore does not provide a solicitor's agreement, or their Brochure. The fee schedule that we charge for our advisory services in connection with the SEI Asset Management Program is included herein and in the SEI Advisory Agreement for client disclosure.

SEI Managed Account Program

We participate in the Managed Accounts Program (the "Program"). To participate in the Program, our firm, SEI Investments Management Corporation ("SIMC") and you execute a tri-party agreement ("Managed Account Agreement") providing for the management of certain assets in accordance with the terms thereof.

Pursuant to a Managed Account Agreement, you appoint us as your investment adviser to assist you in selecting an asset allocation strategy, which includes the percentage of assets allocated to designated portfolios of separate securities (each, a "Managed Account Portfolio") and may include the percentage of assets allocated to a portfolio of mutual funds advised by SIMC or an affiliate of

SIMC. You appoint SIMC to manage the assets in each Managed Account Portfolio in accordance with a strategy selected by you together with our firm. SIMC may delegate its responsibility for selecting particular securities to one or more portfolio managers.

The fees payable to our firm are as follows:

Assets Under Management	Maximum Annualized Fee
Assets less than or equal to \$500,000	1.00%
Next \$1,000,000	0.67%
Over \$1,500,000	0.33%

SIMC's fee schedule for the Program is as follows:

The fees payable to SIMC for Large Cap Core/Transition Strategy :

0.85% for the first \$1 million
0.80% for the next \$2 million
0.75% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Large Cap Core Strategy :

0.90% for the first \$3 million
0.85% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Large Cap Growth Strategy :

0.90% for the first \$3 million
0.85% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Large Cap Value Strategy :

0.90% for the first \$3 million
0.85% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for Managed Volatility/Tax-Sensitive Managed Volatility :

0.90% for the first \$3 million
0.85% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Midcap Strategy :

1.10% for the first \$1 million
1.00% for the next \$2 million
0.90% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Small Cap Strategy :

1.20% for the first \$1 million
1.10% for the next \$2 million

1.00% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for International Equity Strategy :

1.20% for the first \$1 million
1.10% for the next \$2 million
1.00% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for U.S. Fixed Income Strategy :

0.70% for the first \$1 million
0.65% for the next \$2 million
0.60% for the next \$2 million
Negotiable for above \$5 million

The fees payable to SIMC for Laddered Municipal Bond Portfolio :

0.30% for the first \$500,000
0.27% for the next \$500,000
0.25% for the next \$1 million
0.20% for the next \$3 million

The fees payable to SIMC for Core Fixed Income Strategy :

0.70% for the first \$1 million
0.65% for the next \$2 million
0.60% for the next \$2 million
Negotiable for above \$5 million

SIMC may impose minimum account balances ranging from \$50,000 to \$1,000,000 depending upon the Managed Account Portfolio chosen and whether you select the tax management feature.

Under the Program, you receive investment advisory services, the execution of securities brokerage transactions, custody services and reporting services for a single specified fee. Participation in the Program may cost you more or less than purchasing such services separately. In addition, the Program fee may be higher or lower than that charged by other sponsors of comparable wrap fee programs.

The aforementioned fees may be subject to a discount.

Additionally, the Program offers a feature called Integrated Managed Accounts ("IMAP"), which is an enhancement to the standard Program. In IMAP, SIMC selects one sub-adviser to serve as a tax manager for the entire Managed Account Portfolio. Other sub-advisers recommend securities using buy/sell lists for their specific asset class to which you have selected. An integration fee will be charged to your account when you select the IMAP feature. The fee will cover the integration of the equity managers, which helps result in increased coordination across the equity account, increased tax efficiency and additional features such as wash sale prevention. These additional fees only apply to the equity portion of your account that is allocated to the integrated equities portfolio; the fees do not apply to the fixed income or funds portion of your account (if applicable). A selection of your assets may receive a fee discount.

The fees payable to SIMC for the IMAP feature are up to 0.15% for the first \$500,000 and 0.05 % for amounts in excess of \$500,000 in assets under management.

Seminars

We may also provide seminars to retirement plan participants on topics which may include but may not be limited to education and enrollment. We will not render specific investment advice to any one individual at such seminars and information provided will be of a general nature. The fee and fee paying arrangements for seminars are negotiable and will vary on a case by case basis.

Types of Investments

We primarily offer advice on mutual funds, exchange traded funds, equities and variable annuities.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Assets Under Management

As of December 31, 2011, we manage \$91,615,544 in client assets on a discretionary basis. We do not manage any client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Please refer to the "Advisory Business" section in this Brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

Additional Fees and Expenses

As part of our investment advisory services to you, we will invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. With respect to accounts where Schwab is the custodian, we attempt to limit purchases to no-load mutual funds available through the Schwab Mutual Funds OneSource service (including Schwab Funds) as well as certain other funds that are available without transaction fees. For mutual funds not available through the Schwab Mutual Funds OneSource service and exchange traded funds you will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian such through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this Disclosure Brochure.

Compensation for the Sale of Securities or Other Investment Products

Our firm is also a securities broker-dealer and a member of the Financial Industry Regulatory Authority, Municipal Securities Rulemaking Board (MSRB) and the Securities Investor Protection Corporation and persons associated with our firm who provide investment advice are also licensed as registered representatives. We will receive commission-based compensation in connection with the purchase and sale of 529 college savings plans and securities, including 12b-1 fees for the sale of investment company products, as well as variable annuities. Compensation earned by our firm and registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. We typically receive commissions on mutual funds for accounts that are too small for an advisory relationship and for retirement accounts such as Simple Plans where the mutual fund company performs administrative services in addition to the funds. In advisory accounts, we will, when appropriate, recommend the purchase of no-load mutual funds. However, you are under no obligation, contractually or

otherwise, to purchase securities products through any person affiliated with our firm and you have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with our firm.

We may recommend that you purchase variable annuities to be included in your investment portfolio(s). The reason we most frequently recommend the purchase of annuities to clients is to "insure" that part of their portfolio will be protected from loss of principal and potentially guarantee a future income that the client cannot outlive. Annuities can provide a "pension like" income that traditional investments cannot provide. It is important to note that any annuity guarantees are made by the insurance company issuing the annuity contract and are not insured by the federal government, any governmental agency or our firm. Therefore, the strength of the insurance company issuing the product is of utmost importance. In addition, the features and benefits provided in an annuity product (especially variable annuities) can be expensive compared to other investment options available to you. The high cost associated with annuities can be considered to be an "insurance premium" paid now, for the promise of guaranteed benefits in the future. It is also important to consider that annuities will lack the liquidity that may be present with other investment products. Insurance companies will typically charge a Cash Deferred Surrender Charge (CDSC) charge for "early withdrawal" of money placed into an annuity, in addition to possible tax penalties.

Wealth Management Resources, Inc. will research number of (but not all) annuity products and will recommend what we believe to be the best annuity for your present and future financial situation at the time of the recommendation. You should refer to the variable annuity prospectus for information on risks, fees and other relevant details.

Because we earn a commission on the sale of annuities we recommended to you, we will not include the annuity accounts in the total value used for our advisory billing/fee computation. We will offer to sell you an annuity only after you receive a prospectus disclosing the terms of the annuity and you have completed the firm's annuity disclosure form. You are under no obligation, contractually or otherwise, to purchase annuities through our firm or any person affiliated with our firm.

In addition, our firm is also licensed as an insurance producer and persons providing investment advice on behalf of our firm are also licensed as insurance agents. We will earn commission-based compensation for selling insurance products, such as life, disability and long term care insurance to you. Insurance commissions are separate and in addition to our advisory fees. The sale of insurance products and annuities presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase any insurance product through our firm or any person affiliated with our firm.

Any material conflicts of interest between you and our firm, or our employees are disclosed in this Disclosure Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Disclosure Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the Advisory Business section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

In general, we require a minimum of \$ 25,000 to open and maintain an advisory account. Additionally, we require that any subsequent investment into the Custom Account be in an amount of \$250 or more. At our discretion, we may waive these minimums. For example, we may waive the minimum account size if you appear to have significant potential for increasing your assets under our management or are referred by an existing client. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum account size.

SIMC may impose minimum account balances ranging from \$50,000 to \$1,000,000 depending upon the Managed Account Portfolio chosen and whether the investor selects the tax management feature.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- **Fundamental Analysis** - Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.
- **Long Term Purchases** - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Our strategies and investments will impact your tax situation. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your account. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

In addition, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will use average cost basis for mutual funds and exchange traded funds. The accounting method known as first in first out (FIFO) will be the default method for calculating the cost basis of your equity investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will

alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we primarily recommend mutual funds, exchange traded funds, equities and variable annuities however, we may recommend other types of investments as appropriate for you since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Mutual Funds and ETFs

Mutual funds and exchange traded funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs will be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns.

Variable Annuities

A variable annuity is a type of annuity that has a variety of investment options (called subaccounts) available for your selection. When you purchase a variable annuity, the annuity issuer offers you a choice of investment portfolios into which you can allocate your premiums. The investment choices may include general stocks, balanced portfolios, bonds, and other specialty investments, such as international stocks. Unlike a fixed annuity in which the issuer guarantees that a minimum rate of interest will be paid on your investment in the annuity, the issuer of a variable annuity does not guarantee or project any rate of return on the underlying investment portfolios. You, as the purchaser of the annuity, assume all risk on the underlying performance of the investment subaccounts that you select. Your return may be greater than or less than that of a fixed annuity.

Variable annuities are long-term investments suitable for retirement income funding and are subject to market fluctuations and investment risk including the possibility of loss of principal. Variable annuities contain fees and charges including, but not limited to mortality and expense risk charges, sales and surrender (early withdrawal) charges, administrative fees and charges for optional benefits and riders. Variable annuities are sold by prospectus. You should consider the investment objectives, risk, charges, and expenses carefully before investing. The prospectus, which contains this and other information about the variable annuity, must be provided and you should read it carefully before you invest.

A variable annuity should only be considered by people who are willing to keep their money invested for a long period of time. Most annuity issuers have a back-end surrender charge if you withdraw more than a small percentage of your money from the annuity during the first 3-7 years. The annuity issuer will typically allow you to withdraw 10 percent of your money without a penalty. However, if you want to withdraw more than this amount, then the issuer will usually impose a surrender charge. In the early years (the first 3-5 years), this surrender charge may be as high as 7 percent of any amount (above the 10 percent) that you withdraw from the annuity.

If you withdraw any money prior to the age of 59½, you may be subject to a 10 percent penalty on top of whatever other taxes must be paid. Thus, a variable annuity will usually not be a good investment for someone who may need the money in the annuity in the near future. You should plan to leave your money invested in the annuity for a minimum of 10-15 years and not plan to begin withdrawals before the age of 59½.

Once the investor starts withdrawing money from their variable annuity, earnings are taxed at the ordinary income rate, rather than at the lower capital gains rates applied to other non-tax-deferred vehicles which are held for more than one year. Proceeds of most variable annuities do not receive a "step-up" in cost basis when the owner dies like stocks, bonds, and mutual funds do.

One of the unique features of an annuity is an option to elect to receive the annuity payments over the entire course of your lifetime. Unlike other types of investments, if you choose this option you cannot outlive the annuity payments. The annuity issuer must continue to make payments to you for your entire lifetime.

A variable annuity has a death benefit. If you die before annuitization begins, then the annuity issuer generally must pay to your beneficiary at least 100 percent of all your purchase payments (minus withdrawals and prior applicable surrender charges). This is not a free benefit as the cost of this benefit is a mortality expense charge to you.

For an additional cost, some variable annuities offer guaranteed living benefit riders which can help protect income, principal, or withdrawals during your lifetime. Guaranteed living benefits can help protect your investment during downturns in the market, which may be an attractive option to risk-averse individuals. A waiting period of up to ten years is commonly required before the implementation of the guaranteed payments, and other restrictions may apply. All guarantees are subject to the claims-paying ability of the annuity issuer. Guaranteed living benefits may be wasted if the guarantee is not utilized; the costs incurred for such benefits should be carefully considered.

Some variable annuities offer "bonus credits". These are usually not free. In order to fund them, insurance companies typically impose mortality and expense charges and surrender charge periods. In an exchange of an existing annuity for a new annuity (so-called 1035 exchanges) the new variable annuity may have a lower contract value and a smaller death benefit; may impose new surrender charges or increase the period of time for which the surrender charge applies; may have higher annual fees; and provide another commission for the broker.

Equities

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). In very broad terms, the value of a stock depends on the financial health of the company issuing it. However, stock prices can be affected by many other factors including, but not limited to: the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and, the overall health of the economy. In general, larger, more well established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Item 9 Disciplinary Information

Wealth Management Resources, Inc. has been registered and providing investment advisory services since 1994. Neither our firm nor any of our associated persons has any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

In addition to being registered as an investment adviser, our firm is also registered as a broker-dealer, and is a member of the Financial Industry Regulatory Authority (FINRA), Municipal Securities Rulemaking Board (MSRB) and the Securities Investor Protection Corporation (SIPC). We are also a licensed insurance producer with the states of Rhode Island, Massachusetts, and Connecticut. Associated persons are also registered representatives of our broker-dealer and are licensed as insurance agents. We earn compensation for selling securities and insurance products to you in such capacities. Please refer to the fees and compensation section for further information and conflicts of interest including the compensation we earn as a result of these activities.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Arthur Everly at 401-356-1400 or aeverly@wealthmanagers.com.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this Brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that we shall not have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

We do not maintain custody of your assets that we manage/on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 - Custody , below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that clients in need of brokerage and custodial services utilize Charles Schwab & Co., Inc. (Schwab), registered broker-dealer, member SIPC, among others, as the qualified custodian.

We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see " Your Brokerage and Custody Costs ").

Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account.

Schwab's commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10,000,000 of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see " *How We Select Brokers/Custodians* ").

Products and Services Available to Us From Schwab

Schwab Advisor Services (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage - trading, custody, reporting, and related services - many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment

research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting services that generally benefit only us.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us.

As of January, 2011 we had over \$57 million in client assets under management on a discretionary basis at Schwab (see Assets Under Management Section above), therefore we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

We believe that Schwab provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by Schwab, including the value of research provided and other products and services that benefit us (see Products and services that benefit us, as discussed below), the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services Schwab provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

SEI may pay certain marketing expenses incurred by us in advertising our services. Such arrangement may create an incentive for us to recommend and/or utilize SEI for asset management services.

Block Trades

We do not combine multiple orders for shares of the same securities purchased for advisory accounts we manage (the practice of combining multiple orders for shares of the same securities is commonly referred to as "block trading"). Accordingly, you may pay different prices for the same securities transactions than other clients pay. Furthermore, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than other clients.

Item 13 Review of Accounts

Alan S. Wardyga, President, Arthur C. Everly, Executive Vice President and Susan Dewsnap, Investment Adviser Representative, will monitor your Custom Accounts and SEI accounts on a continuous basis. Additionally, we offer account reviews to clients at least annually. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

We will provide custom account clients with a quarterly performance report. We will also, at your specific request, provide you with annual tax reports. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

We will provide, upon your request and for no additional charge, a review and update to a financial plan if you have engaged us for implementation services. If you have only engaged us for financial planning services, we will provide a review and update to the plan upon your request and for an additional fee.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with Schwab and SEI.

As disclosed under the "Fees and Compensation" section in this Brochure, we are also registered as a broker-dealer and licensed as an insurance agency. Persons providing investment advice on behalf of our firm are licensed insurance agents, and are registered representatives. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the "Fees and Compensation" section.

Item 15 Custody

For custom accounts, we directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide you with a quarterly performance report that will illustrate your portfolio allocation and show your account performance both before and after advisory fees.

You should compare our performance report with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Arthur C. Everly, Executive Vice President at 401-356-1400 or aeverly@wealthmanagers.com.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our advisory services agreement.

You grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Item 19 Requirements for State Registered Advisers

We are a federally registered adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will never sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact Arthur C. Everly, Executive Vice President at 401-356-1400 Ext. 11 or aeverly@wealthmanagers.com, if you have any questions regarding this policy.

Trade Errors

From time-to-time we may make an error in submitting a trade order on your behalf. In these situations, we generally seek to rectify the error by placing your account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including but not limited to, canceling the trade, adjusting an allocation, and/or reimbursing the account. For accounts maintained at Schwab, if an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If the gain does not remain in your account and Schwab is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, we will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.