

Provident Wealth Management, Inc.

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Firm Brochure

(Part 2A of Form ADV)

February 29, 2012

This brochure provides information about the qualifications and business practices of Provident Wealth Management, Inc. If you have any questions about the contents of this brochure, please contact us at (814) 455-7523. 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. Provident Wealth Management, Inc. is a registered investment advisor with the Pennsylvania Securities Commission (pending**). Registration does not imply a certain level of skill or training. Additional information about Provident Wealth Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.**

Item 2 - Material Changes since last annual update of brochure dated September 30, 2011:

This updated version includes revisions for our registration with the PA Securities Commission in accordance with registration requirements of the Dodd-Frank Wall Street Reform Act and Consumer Protection Act of 2010. Added new Item 5.E. and Item 19 in accordance with PA Securities Commission requirements. Revised Termination provisions under Item 5.

Item 3 - Table of Contents

Item 1 - Cover Page
Item 2 - Material Changes
Item 3 - Table of Contents
Item 4 - Advisory Business
Item 5 - Fees and Compensation
Item 6 - Performance-Based Fees and Side-By-Side Management
Item 7 - Types of Clients
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss
Item 9 - Disciplinary Information
Item 10 - Other Financial Industry Activities and Affiliations
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading
Item 12 - Brokerage Practices
Item 13 - Review of Accounts
Item 14 - Client Referrals and Other Compensation
Item 15 - Custody
Item 16 - Investment Discretion
Item 17 - Voting Client Securities
Item 18 - Financial Information
Item 19 - Requirements for State-Registered Advisers
Brochure Supplement (Part 2B of Form ADV)

Item 4 - Advisory Business

A. Provident Wealth Management, Inc. (herein referred to as "Adviser") was started December 27, 1988 by owner, Donald Smith. Donald Smith remains sole owner.

B. Types of advisory services offered.

Financial Planning Services. Includes, but not limited to retirement planning, investment planning and review of insurances and estate matters.

Investment Supervisory Services. Investment supervisory services involve providing continuous investment advice to clients based on their specific needs and objectives and making investment decisions on their behalf on a fully discretionary basis. Such needs may include, but are not limited to, stated investment objective, desired rate of return, tolerance for risk, investment time horizon, nature of related assets and other relevant considerations.

Asset Allocation Advice. Investment supervisory services are provided by utilizing asset allocation strategies to help clients achieve their stated investment objective. The asset allocation advice is implemented employing an appropriate combination of investments that are determined by utilizing various strategies which may include single or multi-asset, single or multi-style, single or multiple managers and diversification techniques used by the large institutional pools of assets as selected by Adviser.

C. Adviser can tailor advisory services to the individual needs of clients including, but are not limited to, stated investment objective, desired rate of return, tolerance for risk, investment time horizon, nature of related assets and other relevant considerations. Clients may impose restrictions on investing in certain securities or types of securities as long as there is a separate written agreement signed by both client and adviser.

D. Adviser does not participate in wrap fee programs. (In general, a wrap fee program specifies set fee levels based on prescribed levels of services).

E. Adviser manages approximately \$17,000,000 on a discretionary basis as of December 31, 2011.

Item 5 - Fees and Compensation

A. Schedule of Investment Advisory Annual Fees

| | |
|----------------------------|------------|
| Up to \$500,000 | 1.50% |
| \$500,000 to \$1,000,000 | 1.25% |
| \$1,000,000 to \$3,000,000 | 1.00% |
| \$3,000,000 and up | negotiable |

Management fees are calculated as a percentage of account value. If the inception date of an investment advisory contract occurs at a time other than the beginning of a calendar quarter, fees are prorated from the contract acceptance date to the end of the current calendar quarter. Ensuing quarterly fees are based on the account value on the last business day of the previous calendar quarter and are due the next business day in accordance with the above annual fee schedule. Adviser deducts management fees from clients' assets on a quarterly basis as described above unless there is another separate agreement in writing that is signed by both client and Adviser.

B. Adviser reserves right to negotiate fees and delay fees for a reasonable period of time in order to ensure fees are accurate and can be carried out in good order. Fees may be negotiated for clients that require specialized investment or reporting services. In addition, the total scope and nature of services provided to clients through Adviser, or other affiliated companies or individuals may also be considered in negotiating fees. Investments in mutual funds, ETFs and other investments are subject to indirect fees which are paid to the fund's management expenses as set forth in the fund's prospectus. Adviser may request separate compensation for a written financial plan, based on level of complexity and degree of effort required to produce the financial plan.

C. Clients may incur fees and expenses related to mutual fund expenses, purchases and redemptions within a brokerage account and various other fees. Brokerage accounts may incur separate and additional fees for such services as executing trades, broker-assisted trades or for specialized services such as holding specialized investments on their custodial platform. Refer to brokerage and custodian web sites for additional information regarding their fees and services.

D. Management fees are due at the beginning of each quarter based on the account value on the last business day of the previous calendar quarter and are due the next business day or reasonably soon after in accordance with the Schedule of Investment Advisory Fees.

Compensation to Adviser for its services under this Agreement shall be calculated and paid in accordance with the published Schedule of Investment Advisory Fees, above, which may be amended from time to time by Adviser upon thirty (30) days written notice to Client. For some accounts, Adviser and/or its affiliates may accept shareholder service fees and/or 12b-1 distribution fees in lieu of or in combination with those fees described hereafter, but in no case will aggregated fees to Adviser exceed the contract amount as set forth in the Schedule of Investment Advisory Fees or other negotiated fee therein. The initial quarter's fee payment(s) will be due on the date Account is accepted by the Adviser and will be based on the value of assets that are received into the Account during the quarter and charged as assets are received. The period for which the initial quarter's fees are prorated is the contract acceptance date through the last business day of the current calendar quarter. Thereafter, the quarterly fee will continue to be payable in advance based on the Account's value on the last business day of the previous calendar quarter and will become due the following business day ("payment date"). Adviser and its affiliates are irrevocably authorized as agents to debit the Account for fees which are due, and to redeem a sufficient number of securities at the then current market or net asset value. Fees will automatically be withdrawn from the Account on payment due date or within a reasonable period thereafter. Adviser retains the right to negotiate fees which may vary from the published Schedule of Fees.

E. In accordance with Pa. Code 303.042 of the Pennsylvania Securities Commission, Adviser will send clients a quarterly written invoice itemizing the management fee, including any formulae used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based.

Investment Advice Not Involving Investment Supervisory Services. Investment advice is also provided that does not involve continuous monitoring and full discretionary authority. This advice may involve evaluating and selecting mutual fund companies or funds, analyzing specific security offerings and other such individual transactions. Fees for such services are disclosed in each instance by providing the appropriate prospectus or other disclosure document.

Financial Advice Not Involving Investment Securities. Provident believes that good investment advice is very important. However, it is only one of the important components involved in achieving financial security. In addition to building wealth, it is important to protect it from litigation exposure, catastrophic medical costs, income taxes, estate taxes and a host of other wealth diminishing factors. Wealth preservation is accomplished by prudent, well-informed financial planning.

Financial Planning Services. Financial planning services offered may include, but are not limited to, Comprehensive Financial Planning, Retirement Planning, Education Planning, Risk Management, Employee Benefit Consulting and Estate Planning. Provident does not render tax or legal advice. Financial planning fees are based on an hourly rate that ranges from \$100 to \$200 per hour plus direct costs that are incurred. Variations are based on the experience and seniority of the adviser, planning complexity and other factors. The hourly rate is disclosed in the Financial Planning Services Agreement. The agreement may be terminated at any time by written notification to Provident in writing and paying any fees and expenses that have been incurred. All fees and expenses are payable when invoiced.

Hourly-Fee Investment Consultations. Investment consultations for portfolios, individual publicly traded securities, employer retirement plan accounts such as 401(k) plan assets, private placements, or individual business ventures are provided on an hourly-fee basis under the same fee schedule and terms as financial planning services.

Termination. Client shall have the option to terminate this Agreement in its entirety exercisable at Client's sole option, and without penalty, for five business days from the date of the Client's signing of the Investment Advisory Agreement; provided, however, that any investment action taken by the Adviser with respect to the Account during such five day period in reliance upon this Agreement and prior to receipt of actual notice of the Client's exercise of this right of termination, shall be at the sole risk of the Client. Thereafter, the Agreement may be terminated by either party's giving to the other thirty (30) days notice of such termination. A refund will be issued for remainder of unused fees based on the number of days remaining in the quarter after assets have been transferred out. Refund amounts of less than \$100 will not be issued. Adviser will not accept any termination instructions, including account liquidation instructions, unless provided in writing by the client.

Other Compensation. Adviser may recommend investments with affiliated broker/dealer or other custodians and fund companies that can result in supervised persons receiving asset-based commissions and service fees as a form of compensation.

A. Adviser's supervised persons receiving of commissions and services may present a conflict of interest and may give said persons an incentive to recommend investment products based on the compensation received, rather than on a client's needs. Adviser acknowledges this potential conflict of interest and holds ourselves to the fiduciary duty of acting in the best interest of our client's needs and will make every effort to keep compensation fair and reasonable for services provided.

B. Clients have the option to purchase investment products that Adviser recommends through other brokers or agents that are not affiliated with Adviser.

C. Adviser does not receive commissions or other compensation from investments within TD Ameritrade brokerage accounts. Adviser does receive recurring shareholder service fees and/or 12b-1 distribution fees from our direct relationship with the Russell Investment Company. Such fees will be coordinated so as not to exceed the agreed fee amount.

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

Adviser is not compensated based on a share of capital gains or capital appreciation of investments due to potential conflict of interest. Our asset-based fee structure allows Adviser's fee to participate along with the growth of client's wealth while avoiding the incentive of subjecting clients' accounts to unnecessary risk.

Item 7 - Types of Clients

Provident serves a wide variety of clientele that include individuals, pension and profit sharing plans, trusts, estates, charitable organizations, endowments, and corporations or business entities other than those specifically listed.

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

Provident employs an eclectic approach to asset management and utilizes multiple types of investment strategies including fundamental, technical and cyclical methods as well as strategic and tactical allocation. Some of these are described in the ensuing paragraphs.

Security Analysis Methods. Capital market history shows that no one particular asset class provides consistent and/or above-average total return results, either on an absolute or relative basis, over extended periods of time. For example, there are periods of time when equity securities outperform fixed-income securities, and vice versa. There are also periods when securities with particular characteristics, or investment styles, outperform other types of securities. For example, there are periods of time when equity securities with growth characteristics outperform equities

with income characteristics, and vice versa. While these performance cycles tend to repeat themselves, they do so with no regularity. The blending of asset classes and investment styles that complement each other can produce more consistent returns over longer time periods with a reduction of risk. However, this does not mean that a particular asset class, investment style, or particular investment manager, will always achieve above-average performance at any given point in a market cycle.

Similarly, Adviser believes financial markets are generally unpredictable, and that major highs and lows in the securities markets cannot be timed or anticipated with any degree of consistency. However, some money managers have shown a consistent ability to achieve superior results within selected asset classes and styles and have demonstrated expertise in particular areas. Thus, by combining a mix of investment styles within each asset class and then selecting money managers for their ability to invest in a particular style, is expected that more consistent returns will be achieved.

Substantial pools of investment assets are normally required to achieve cost effective and efficient allocation of assets among various asset classes, investment styles, and multiple money managers - as well as to support the intensive research and evaluation efforts required to select appropriate money managers. By establishing a business relationship with a brokerage custodian that holds our clients' assets, Adviser is able to pool client assets with those of institutional clients and wealthy individuals in a series of funds and investments with different policies and objectives. This enables Adviser to provide clients access to various strategies, diversification techniques, money manager evaluation services, and research on a basis which is efficient and cost effective.

Sources of Information. Many sources of information are utilized to assist in making investment decisions. Some of the sources that are utilized include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, company press releases, and industry research reports. In addition, proprietary information may be provided by our custodians or their affiliates.

Investment Strategies. Both short term purchases (securities sold within a year) and long term purchases (securities held at least a year) may be utilized in managing assets.

Investing in securities does involve risk of loss that clients should be prepared to bear. In addition to fluctuation of the investments, external factors can also affect the markets and prices of securities including interest rates, government fiscal policies, political instability, news and events, inflation and economic cycles. Investing in individual stocks generally involves greater risk than mutual funds and other diversified investments.

Item 9 - Disciplinary Information

Adviser and its employees have no reportable legal or disciplinary events regarding our past or present activities.

Item 10 - Other Financial Industry Activities and Affiliations

A. Adviser's employed persons are also registered representatives with Adviser's affiliated broker-dealer Provident Private Capital Partners, Inc. which is registered with FINRA, and is under the common ownership of Donald Smith.

B. Adviser has apportioned office space for Cairns Law Office in the same building. James Cairns, Esq. practices law separate from Adviser's activities.

C. Adviser offers insurance products but is not an insurance company or agency.

D. Adviser acts as a pension consultant for some corporate clients.

E. In some cases, potential conflict of interests may exist because Adviser's persons may also recommend commission-based products through an affiliated broker-dealer as well as other commission-based products with other companies. Adviser shall ensure that all fees or commissions earned are fair and intended to serve in the clients' best interest. "Churning", the practice of frequently changing investments in order to increase commissions is expressly prohibited.

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

A. Adviser maintains a written Code of Ethics program pursuant to SEC rule 204A-1 and offers clients a copy of the written program on a quarterly basis, upon request. Its purpose is to avoid any actual or perceived conflict of interest with clients' accounts. The program covers areas of personal conduct on behalf of Adviser and its related persons including: protection of nonpublic information, acceptance of gifts, personal trading, outside business activities and recordkeeping requirements. The Code of Ethics program is to establish a high standard of conduct and integrity in the handling of client's accounts. A written copy will be provided to clients or prospective clients upon request.

B. Adviser, its directors, officers, employees or other related parties may occasionally buy or sell securities that are also recommended to clients. In such cases, client transactions are given priority at all times. Conflict of interest is typically avoided by use of liquid securities which Adviser does not believe it can "move the market" or impact the price of the security. Examples of liquid securities include: mutual funds, ETFs, heavily traded equity securities, generally large or mid-cap, many corporate, municipal and government bonds. For securities that are thinly traded or its price moved by small trade amounts, Adviser and its related persons are expected to purchase or sell a security for their personal accounts only after trading of that same security has been completed in client accounts. Any employee contemplating a trade to the contrary must consult with owner, Donald Smith to determine whether a security is an appropriate purchase by the employee. Securities or investment products may be recommended which Adviser or a supervised person has a financial interest. This interest is typically limited to a compensation for providing services. All compensation arrangements or other financial interests are disclosed via this document, an Investment Advisory Agreement, a prospectus or by other disclosure procedure.

Item 12 - Brokerage Practices

Provident manages assets and facilitates transactions under several arrangements.

TD Ameritrade Institutional, a division of TD Ameritrade, Inc., member FINRA/SIPC. Full discretion and authority to execute transactions for client accounts is provided for in the Investment Advisory Agreement which appoints Adviser as agent and attorney-in-fact to buy, sell, and exchange the type and amount of shares of investments.

Other Brokerage Accounts, Custodians and Insurance Companies. Adviser does not have full discretion and authority to execute transactions for accounts that Provident Private Capital Partners, Inc. is the broker/dealer or accounts with other custodians or insurance companies. Client authorization must be obtained on each individual transaction prior to execution for accounts that Adviser does not have full discretion.

1. Research and Other Soft Dollar Benefits. Adviser and its affiliates may receive research, web site access, or other products or services; a benefit received because Adviser did not have to produce or pay for the research, products or services. Additionally, Adviser pays for other research services that are separate from and independent of service providers of client's accounts. Adviser is not aware of any significant soft dollar benefits other than those services received in order to service client's accounts and receiving various research reports and commentaries. Adviser's employees may attend seminars from time to time and receive additional information, lunches, snacks, pens and other small items.

2. Brokerage for Client Referrals. Arrangements may be made to pay referral and/or service fees to third parties pursuant to an agreement drafted in compliance with Rule 206-4 of the Investment Advisers Act of 1940. Such fees do not affect the fee rate that clients are charged and do not create a conflict of interest. Adviser does not consider future client referrals when selecting or recommending a broker-dealer.

3. Directed Brokerage. Adviser does not provide services for direct brokerage for specific client transactions except as have been disclosed in preceding sections. Trades directed through Adviser's affiliated broker-dealer are executed by mutual fund companies and therefore, Adviser believes favorable execution is achieved with no conflict of interest with client accounts. For clients who may have a separate, directed brokerage account, the client may pay higher brokerage commissions because they may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

As possible, Adviser will aggregate the purchase or sale of particular stocks or ETFs on the same day and may use block trading to get identical pricing on the trades for various client accounts.

Item 13 - Review of Accounts

Donald Smith, president, and supervised persons, or their designee under their supervision, conduct periodic reviews of accounts as negotiated/agreed or expected by each client. Reviews of accounts may occur quarterly, semi-annual, annual or as requested by client. Factors that trigger a special review include significant economic events, routine meetings with clients, a change in client's financial status or some other event as made known to Adviser.

Reports are provided to clients on a quarterly basis showing account balance and performance of investments. Tax information will also be provided for taxable accounts. Reports may be mailed in hard copy or sent via email or fax. A commentary of the markets, economy or other subject of interest is also generally provided, but may be excluded if Adviser does not deem necessary.

Item 14 - Client Referrals and Other Compensation

Adviser has received referrals over the years from current and past clients, attorneys, accountants, retirement plan sponsors, friends or other third parties. Adviser does not pay for referrals and does not accept referral fees from other professionals when a prospect or client is referred to PWM and does not refer clients to other Investment Advisers.

Item 15 - Custody

All client assets are held in custody by qualified custodians who send quarterly, or more frequent, account statements directly to our clients. Adviser also provides quarterly written inventories of the Account's investments. In the maintenance of its records, Adviser does not assume responsibility for the accuracy of information furnished by any party. Clients are urged to compare the account statements they receive from the qualified custodian with those they receive from Adviser. Adviser's statement balances should match to custodian's statement balances.

Adviser may provide to clients statements of net worth, graphs and reports generated from our financial planning and reporting software. These statements are generally used for long term planning and exact values of assets may not be readily known or obtained. In such cases, exact values are not material to the financial planning task and an estimated or projected value deemed adequate by Adviser may be used to accomplish financial and long term planning.

Item 16 - Investment Discretion

Adviser accepts discretionary authority to manage securities accounts on behalf of clients, without prior consultation with client, subject, however, to such limitations and restrictions as client may impose herein, or may hereafter impose, by notice in writing to the Adviser. This discretionary

authority makes Adviser the agent and attorney-in-fact with full power and authority in connection with the account to buy, sell, exchange, convert and otherwise trade in any and all stocks, bonds, mutual funds, and other securities as Adviser may select. The authority of Adviser under this agreement shall continue until receipt of written notice of (a) its termination, or (b) the death or incapacity of client. Any action taken by Adviser prior to receipt of written notice of client's death or incapacity in reliance upon this agreement shall be binding upon client and client's legal representatives, heirs and assigns. Refer to **Item 12 - Brokerage Practices** for additional information.

Item 17 - Voting Client Securities

Proxies. Decisions on voting of proxies will be made by Adviser unless client directs to the contrary in writing. Proxy voting policies and procedures are required by Rule 206(4)-6 of the Investment Advisers Act of 1940. Adviser will vote proxies in the best interests of clients and will generally vote as follows:

A. Adviser generally votes for approval of auditors, name changes, directors in uncontested elections, indemnification of directors, majority independent board, minimum director share ownership, confidential voting, shareholder right to call special meetings.

B. Adviser generally votes against such issues as: supermajority vote requirements, restriction on shareholders to act by written consent, issue of new class of common stock with unequal voting rights, management fee and distribution fee increases.

C. Adviser will consider on a case-by-case basis: shareholder proposals, increase of preferred stock, restructuring plans, mergers and acquisitions, spinoffs and asset sales, changes to investment advisory contracts, proposals to terminate investment advisor, changes to investment policies. Clients may obtain a copy of our proxy voting policies and procedures upon request.

Conflicts of Interest. In some cases, a conflict of interest may exist between Adviser and clients regarding the outcome of certain proxy votes. In such cases, adviser is committed to resolving the conflict in the best interest of clients upon voting the proxy in question. Adviser may take additional actions including: disclose the conflict to clients and obtain consent before voting, suggest that clients engage another party to determine how the proxy should be voted, or vote according to the recommendation of an independent third party such as: proxy consultant, research analyst, department of a mutual fund or pension fund, or compliance consultant.

Item 18 - Financial Information

Adviser does not have any financial impairment that will prevent the firm from carrying out its contractual commitment to clients. A balance sheet is not required to be provided because Adviser does not serve as custodian of client funds or securities and does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Adviser relies on an independent accounting firm for preparation of taxes and financial statements. Adviser's affiliated broker-dealer, Provident Private Capital Partners, Inc. also relies on an independent accounting firm for preparation of taxes and financial statements and additionally, is required to undergo an annual audit by another independent accounting firm.

Item 19 – Requirements for State-Registered Advisers

A. Donald Smith is the president and owner of PWM. Other management persons who determine investments have been disclosed above.

B. Donald Smith is not actively engaged in any other businesses other than PWM and Provident Private Capital Partners, Inc.

C. Neither PWM nor its employees receive performance-based fees.

D. Neither Donald Smith nor any of PWM's management persons have been found liable in any reportable arbitration claims or civil, self-regulatory organizations, or administrative proceeding involving an investment or an investment-related business or activity; fraud, false statement(s), or omissions; theft, embezzlement, or other wrongful taking of property; bribery, forgery, counterfeiting, or extortion; or dishonest, unfair, or unethical practices.

E. Neither Donald Smith, nor PWM, nor its employees are involved with any issuer of securities except as disclosed under Item 10.

This brochure supplement provides information about supervised persons: Donald Smith, James Cairns III, John McElhenny, Charles Kibler, Charlotte Drayer and David Smith that supplements the Provident Wealth Management, Inc. brochure. Please contact David Smith, Operations Manager if you did not receive Provident Wealth Management, Inc.'s brochure or if you have any questions about the contents of this supplement. Additional information about Donald Smith, John McElhenny, James Cairns, Charles Kibler and Charlotte Drayer is available on the SEC's website at www.adviserinfo.sec.gov and www.finra.org/brokercheck.

Item 2 - Educational Background and Business Experience**Donald Smith, President, MBA, MSFS, CLU, ChFC, CEBS, CFS (DOB 10/8/1958)**

Masters Degree in Business Administration, Gannon University - Erie, Pennsylvania. Graduated 1990.

Masters Degree in Financial Planning, The College for Financial Planning - Denver, Colorado. Graduated 1990. **Certified Employee Benefit Specialist**, Wharton Business School, Philadelphia, Pennsylvania. Graduated 1991.

Chartered Financial Consultant, The American College - Bryn Mawr, Pennsylvania. Graduated 1989.

Chartered Life Underwriter, The American College - Bryn Mawr, Pennsylvania. Graduated 1989.

Registry Financial Planner, International Association for Financial Planning - Atlanta, Georgia. Admitted 1988.

Registered Securities Principal, National Association of Securities Dealers, Washington, D.C. Registered 1987.

Registered Representative, National Association of Securities Dealers, Washington, D.C. Registered 1983.

Bachelors Degree in Psychology, Edinboro University - Edinboro, Pennsylvania. Graduated 1981.

Advanced financial planning certifications from The College for Financial Planning - Denver, Colorado:

- Tax Planning for Owners of Closely Held Businesses
- Financial Planning for the Retired
- Advanced Estate Planning
- Investment Strategies and Portfolio Management
- Pre-Retirement Financial Planning
- Qualified Retirement Plans
- Comprehensive Retirement Planning

Donald Smith's financial related business background:

- President, Provident Wealth Management, Inc. - Erie, Pennsylvania 1987 - present
- President, Provident Private Capital Partners, Inc. - Erie, Pennsylvania 1998 - present
- Registered Principal, Vestax Securities Corporation - Akron, Ohio 1992 - 1997
- President, Provident Wealth Management/Russell, Inc. - Erie, Pennsylvania 1992 - 1995
- Registered Principal, LPL Financial Services - San Diego, California 1987 - 1992
- Financial Consultant, E.F. Hutton & Company, Inc. - New York, NY 1983 - 1987

James Cairns III, Esq., Financial Advisor (DOB 8/5/1965)

Attorney Cairns has been serving as Director of Retirement Service with PWM since 2005. Jim is a financial advisor, Registered Representative, and Accredited Retirement Plan Specialist. Jim also is in private practice as an attorney, concentrating in estate planning, wills, trusts, and noncontested divorce services. He graduated from Cleveland-Marshall Law School in 1995 with a Juris Doctorate Degree; Mercyhurst College in 1992 with an MS Degree in Administration of Justice, and from the Indiana University of Pennsylvania in 1988 with a bachelor degree in Criminology.

John McElhenny CFP®, Financial Advisor (DOB 10/5/1955)

John McElhenny is a Certified Financial Planner, has worked in the financial services business since 1987. He is a Registered Securities Representative, a Registered Investment Advisor, and Licensed Insurance Agent. John has been with the firm for 17 years. Prior to joining Provident he was with Dean Witter for four years and First Investors for two years.

Charles Kibler, LUTCF (DOB 4/30/1952)

Charles Kibler has been in the financial services business and with employee-directed retirement plans since 1984. He graduated from Mercyhurst College in 1977 with a Bachelor's Degree in Biology. He has completed the Life Underwriters Training Council Fellowship program. Before joining the firm he was an employee-directed retirement plan specialist with Metropolitan Financial Services and a financial advisor with Prudential Financial Services and several other financial firms, specializing in life insurance products including variable annuities as well as in mutual funds. Charlie joined Provident in 2003 and is a Registered Securities Representative and a Registered Investment Advisor.

Charlotte Chase, Financial Advisor (DOB 11/27/1967)

Charlotte Drayer is a Registered Securities Representative and financial advisor. She has been in the financial services industry since 2000 and has experience ranging from residential and commercial mortgage brokerage, business banking, insurance sales, and investment/financial solutions sales. Charlotte also holds a Bachelor's and Master's Degree in Education from Edinboro University of Pennsylvania. She joined the Provident in 2005 and offers financial services and advice in the areas of financial planning, mutual fund investments, insurance and educational planning.

David Smith, Operations Manager (DOB 5/7/1961)

David Smith is a Registered Securities Representative and a Registered Securities Principal. He graduated from Penn State University in 1983 with a Bachelors Degree in Mechanical Engineering and had previously worked in cost estimating in construction. David completed course work at the College for Financial Planning in 2002. David joined Provident in 1999 and works as operations manager and serves in regulatory and compliance functions with Donald Smith.

AIFA® -Accredited Investment Fiduciary Analyst™ designees are the few people in the country with knowledge in both a prudent investment process and assessment principles, qualifications that are becoming increasingly desired and demanded by both the industry and regulators. AIFA designees' primary function is to perform, or assist in, assessments of an Investment Steward's, Advisor's, or Manager's conformance to a Global Fiduciary Standard of Excellence using fi360's ISO-like procedure of assessment. AIFA designees possess the ability and knowledge to advise clients of deficiencies in investment processes. It also serves as an independent recognition of a fiduciary's conformity to all fiduciary practices and criteria.

ARPS -The Accredited Retirement Plan Specialist (ARPS) designation is awarded to record keeping and administration professionals who have demonstrated the knowledge required to help employers administer plans that enable employees to effectively save and plan for retirement. The ARPS designation is earned by successfully completing the administrative track of the U.S. Defined Contribution Plans Overview Course which includes an online core curriculum and interactive classroom session in the areas of retirement plan design and features, market trends, plan strategies and participant education and advice. ARPS designated professionals must fulfill continuing education requirements annually in order to maintain their designation and expand their knowledge of industry issues and practices. This designation was developed by The Society of Professional Asset-Managers & Record Keepers (SPARK).

CEBS -Certified Employee Benefit Specialist. This credential is gained by completing a 10-course program. The courses cover every aspect of employee benefit package development. Organizational and financial areas are discussed. No license is required unless a participant gives advice on policies. Enrollees include: bankers, attorneys, government employees, accountants, insurance company representatives, agents, actuaries, trust fund managers, benefit personnel and anyone interested. In Canada and the U.S., there are over 8,000 graduates of the program.

CFP® -Certified Financial Planner™. Requires completion of an approved educational curriculum with five or more exams, passing of a comprehensive exam administered in 10 hours over a two-day period, meeting continuing education requirements of 30 hours of continuing education every two years, and licensing by the CFP™ Board of Standards. Licensees must meet extensive educational requirements by the College for Financial Planning or another approved educational program. A bachelors degree, examination and experience requirements must also be met. All graduates must complete CE requirements, complete an ethics update, and pay a license fee to maintain this designation. Certified Financial Planner™ Board of Standards, Inc. CFP® licensees agree to be bound by CFP Board's Standards of Professional Conduct which outlines the ethical and practice standards for CFP® professionals.

CFS -Certified Funds Specialist. This credential is given and sponsored by its own private company, but is regulated. The Institute of Business and Finance offers this designation. After enrolling in the program, participants complete a 60-hour self-study course in the area of mutual funds and take a two-hour final exam. Continuing education is also required.

ChFC -Chartered Financial Consultant. Individual has completed an educational program offered by The American College, passed 9 exams covering financial planning, investments, income taxation, insurance and estate planning. Has also met experience and ethical standards and achieves continuing education requirements of 30 hours every two years.

CLU -Chartered Life Underwriter—Individuals must complete an educational program offered by The American College, passed 10 examinations covering the application of life and health insurance in filling needs for survivor income, estate planning, business continuation and employee benefits. Designees must also meet experience and ethical standards and achieve continuing education requirements of 15 hours yearly.

Esq. -A form of address showing that someone is an attorney, usually written Esquire, or simply Esq.

LUTCF -The Life Underwriters Training Council Fellow designation is jointly conferred by the National Association of Insurance and Financial Advisors (NAIFA) and The American College. The LUTCF designation represents accomplishment and professionalism, helping life insurance professionals to establish strong and lasting client relationships. Individuals must complete six courses in the areas of ethics, disability income insurance, business insurance, employee benefits policies, long-term care insurance, annuities, trusts, retirement plans and estate planning.

MBA -Masters Degree in Business Administration

MSFS -Master of Science in Financial Services. Professionals attaining the Master of Science in Financial Services (MSFS) have completed 36 semester hours of coursework for analyzing, planning and implementing integrated financial and life strategies.

Item 3 - Disciplinary Information

Adviser nor its supervised persons have no regulatory disciplinary events resulting in fines or other adverse disciplinary action by a financial regulatory agency.

Item 4 - Other Business and Professional Activities Involving 10% or more for supervised person's time or income or which could result in a potential conflict of interest:

Donald Smith – None

James Cairns III – Other business activities include practice of his law practice, Cairns & Associates, James Cairns Law Firm, Part-time lecturer at Penn State University and Tri-State Business Institute

John McElhenny – None

Charles Kibler – Vice-President of Board of Directors of Sarah A. Reed Retirement Center (non-paid volunteer position).

Charlotte Chase – Substitute teacher as needed by Corry or Uniontown School District.

David Smith - None

Item 5 - Additional Compensation

Adviser and its supervised persons do not receive any additional compensation for advisory services other than that disclosed by the investment advisory agreement and prospectuses.

Item 6 - Supervision

Donald Smith, President is responsible for overall supervision of Provident's persons. All supervised persons report to Donald Smith for investment products review and approval. David Smith, Operations Manager is responsible for reviewing transactions and client statements and reporting any abnormal or compliance issues to Donald Smith.