

Part 2A of Form ADV: *Firm Brochure*

Whelan Financial

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This brochure provides information about the qualifications and business practices of Whelan Financial. If you have any questions about the contents of this brochure, please contact us at 559-228-8002 or info@whelanfinancial.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 Whelan Financial is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 107227.

Item 2 Material Changes

The following sections contain material changes:

Item 4 Advisory Business: Whelan Financial will be operating as incorporated effective July 1, 2012. There is no change in controlling ownership and the company name will continue to be "Whelan Financial".

Item 5 ERISA Accounts: Please see new disclosure requirement pursuant to ERISA Regulation 408(b)(2).

Our Firm Brochure may be amended periodically. You may request a copy of our Firm Brochure at anytime by contacting us at (559) 228-8002.

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Item 4 Advisory Business

Whelan Financial, a California corporation, is a SEC-registered investment adviser with its principal place of business located in Fresno, California. Vincent J. Whelan, CFP[®], President, Secretary and CFO established Whelan Financial, in its original form, in 1988.

Whelan Financial offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous investment advice to clients based on their individual needs. We develop a client's personal investment policy based on their goals, personal objectives, and particular circumstances. The goals and objectives are reviewed during our quarterly meetings. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's objectives (i.e., controlled income, conservative, balanced, growth or assertive), as well as tax considerations.

Through the investment policy statement and Asset Management Agreement, clients restrict Whelan Financial from investing outside the approved stock-to-bond ratio, investment categories and a list of investments.

Our investment recommendations are not limited to any security type offered by a broker dealer. In general we provide advice about no load mutual funds. Under certain circumstances, we may provide advice regarding the below:

- Exchange Traded Funds
- Exchange-listed securities (individual stocks)
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Annuities

- United States governmental securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Once the client's portfolio has been established, they are reviewed no less frequently than quarterly and if necessary, rebalanced to their asset allocation.

FINANCIAL PLANNING

We provide financial planning services to our Wealth Management Clients should they elect to engage in the process.

Financial planning is an evaluation of a client's current and future financial state by using assumptions to predict future cash flows, asset values and withdrawal plans. Clients receive a written analysis which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan may address any or all of the following areas:

- **PERSONAL FINANCIAL GOALS:** Short and Long term objectives are identified and quantified.
- **TAX & CASH FLOW:** We consider taxation when addressing financial goals. Tax is estimated but client is referred to their tax adviser for specific advice.
- **INVESTMENTS:** We analyze investment portfolios and their impact on the financial plan.
- **INSURANCE:** As part of the process above, we provide observations regarding health, life disability and long-term care. We do not provide advice on multiple lines insurance. Clients are referred to their insurance agent/broker for specific advice regarding insurance.
- **RETIREMENT:** We analyze current savings strategies and investment plans to help the client achieve his or her retirement goals.
- **ESTATE:** We make observations on estate planning issues and refer the client to an estate planning attorney.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes toward risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written analysis. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with us, his/her attorney, accountant and insurance agent. Implementation of financial plan recommendations is entirely at the client's discretion. The financial plan receives regular monitoring and updating.

AMOUNT OF MANAGED ASSETS

As of 12/31/2011, we were actively managing \$129,056,166.85 of clients' assets on a discretionary basis.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT SERVICES FEES

The annual asset management fee charged to the client by Advisor shall be 1% of the first \$1,000,000 of the client's assets managed; plus .75% on amounts in excess of \$1,000,000, up to \$1,500,000; plus .50% on amounts in excess of \$1,500,000. Such fees shall be computed on a quarterly basis, using account balances as of the last day of each calendar quarter, pro-rated for partial quarters and billed in advance at the beginning of each calendar quarter.

[The fair market value of the Portfolio will be calculated by Advisor as of the last day of the prior quarter at .25 times the annual balance and disclosed in writing to the client for such quarter.]

A minimum fee of \$2,500 per year is required for Advisor asset management services.

We retain the discretion to negotiate alternative fees on a client-by-client basis. We may group certain related client accounts for the purposes of achieving the maximum account size in determining the annualized fee. Certain clients may have their fees reduced or waived under certain circumstances such as financial hardship.

BILLING OF FEES

Advisor will sell investments, in a manner consistent with the client's asset allocation; in an amount sufficient to cover up to one year's anticipated fees.

PAYMENT OF FEES

Fees are debited directly from the client's accounts. Plan account fees are paid out of Plan assets to the extent permitted under ERISA.

FINANCIAL PLANNING FEES

Whelan Financial's Financial Planning fee is included in the asset management fee outlined above.

GENERAL INFORMATION

Termination of the Advisory Relationship: This contract may be terminated at any time upon written notice by either party to the other. Any fees collected for any period beyond the termination of this contract ***is*** refunded to the Client on a pro rata basis.

At Client option, the contract may be cancelled without obligation within five days of the effective date of this contract.

Mutual Fund Fees: In addition to Whelan Financial asset management fees, Clients also pay management fees and expenses charged by any mutual funds and/or ETF in their portfolios. Such fees are automatically deducted by the mutual fund and/or ETF company and disclosed in the prospectus for each mutual fund or ETF.

A client could invest in a mutual fund or ETF directly, without our services or fees.

Wrap Fee Programs and Separately Managed Account Fees: Whelan Financial does not engage in Wrap Fee Programs or Separately Managed Accounts.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which Whelan Financial effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients may be subject to Whelan Financial's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship unless otherwise amended. Therefore, our firm's minimum account requirements may differ among clients.

ERISA Accounts: ERISA Regulation 408(b)(2) requires Whelan Financial to provide new fee disclosure notices.

Whelan Financial is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

Advisory Fees in General: Clients should note that advisory services may or may not be available from other registered investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require payment of fees more than six months in advance of services rendered.

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

Whelan Financial does not charge performance-based fees.

Item 7 Types of Clients

Whelan Financial provides advisory services to the following types of clients:

- High net worth individuals
- Individuals other than high net worth individuals (subject to special consideration)
- Defined Contribution Plans such as 401(k)s and Defined Benefit Plans such as Cash Balance plans

- Corporations or other businesses not listed above

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

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Asset Allocation: When using asset allocation, the ratio of securities, fixed income, and cash will change over time due to market movements. We rebalance regularly to minimize the risk associated with such change.

Whelan Financial does not engage in market timing or focus primarily on securities selection. Using asset allocation we custom design client portfolios of mutual funds suitable to the client's investment goals and risk tolerance. Occasionally security types such as ETFs and individual Treasuries and CDs are used.

Long Term Strategy: Using diversified investment objectives we recommend securities that are appropriate for the client's long term horizon. We advise exposure to particular asset classes, regardless of the current outlook for this class. Our strategy is long term buy, hold and rebalance.

Short Term Strategies: Should a short term need arise regarding a client's asset under management, client is advised to reposition appropriate amounts to short term instruments commensurate with such need.

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets.

We custom build a portfolio design for each client using asset allocation. Our investment committee continually reviews, monitors and updates our investment methods and processes.

Mutual Fund and/or ETF Analysis. By means of an Investment Committee, Whelan Financial reviews its current approved list of investments and any potential new investments. Each investment has been selected from a list of potential alternatives that have met our search parameters. Such parameters include:

- Expense
- Performance
- Holdings
- Manager Tenure and Track Record

- Risk
- Rank vs. Category
- Morningstar Ratings: Star and Analyst Ratings

The fund selected is then measured regarding its impact on the client's portfolio. We review and monitor overlap of underlying investments.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. Using Morningstar software, a review of the portfolio cross-section is conducted regularly to mitigate this risk. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio. Whelan Financial mitigates such risk to the extent that it uses index funds.

Risks for all forms of analysis. Our analysis methods rely on the assumption that all sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Whelan Financial and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any

acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Whelan Financial's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to info@whelanfinancial.com, or by calling us at 559-228-8002.

Whelan Financial and individuals associated with our firm are prohibited from engaging in principal transactions.

Whelan Financial and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may knowingly purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

Item 12 Brokerage Practices

Whelan Financial recommends that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer and SIPC member, to maintain custody of clients' assets and to effect trades for their accounts. Although we suggest that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Whelan Financial is independently owned and operated and not affiliated with Schwab. Whelan Financial has evaluated Schwab and believes that it will provide our clients with a blend of execution services, commission costs and professionalism that will assist our firm in meeting our fiduciary obligations to clients.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker other than Schwab if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account. Should the client direct the use of Schwab, Whelan Financial will negotiate commissions but not obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who may direct the use of another broker). Clients should note, while Whelan Financial has a reasonable belief that Schwab is able to obtain best execution and

competitive prices, our firm will not be independently seeking best execution price capability through other brokers. Not all advisory firms require their clients to direct brokerage.

Schwab provides Whelan Financial with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services **are not** contingent upon our firm committing to Schwab any specific amount of business over \$10 million (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through transaction fees and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Whelan Financial but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution
- iii. provide research, pricing and other market data;
- iv. facilitate payment of our fees from clients' accounts; and
- v. assist with back-office functions, client recordkeeping and client reporting.

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

- i. compliance and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, and insurance providers

Schwab Institutional may also provide other benefits such as educational events to our personnel. In evaluating whether to recommend that clients custody their assets at Schwab, we do not take into account the educational events. We consider the nature, cost and quality of custody and brokerage

services provided by Schwab. Discounts on various Schwab and other products may create a potential for conflict of interest.

Our firm does not accept the discretionary authority to determine the broker dealer to be used or the commission rates to be paid by its clients. Clients must direct Whelan Financial as to the broker-dealer to be used in managing their accounts.

The signed broker dealer application evidences the clients acceptance of a referral to Charles Schwab. This application includes specific powers of attorneys granted by client including but not limited to:

- Authorization to make trades in the account
- Authorization to disburse money to accounts with like registrations
- Authorization to deduct fees

Clients should review the application for specific language pertaining to these authorizations.

Whelan Financial does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored in our investment committee setting, these accounts are reviewed at least **quarterly**. Accounts are reviewed in the context of each client's stated risk tolerance, investment objectives, investment policy statement and long term capital analysis. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances.

These accounts are reviewed by:

Vincent J. Whelan, CFP®

Portia L. White, CFP®

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide **quarterly** reports summarizing investment performance net of expense, balances and holdings.

FINANCIAL PLANNING SERVICES

REPORTS: Whelan Financial does financial planning for wealth management clients only. Our clients will receive a retirement capital analysis. We do not do comprehensive financial planning which would include analysis in areas such as: tax returns, employee benefits, estate planning and multiple lines insurance.

Item 14 Client Referrals and Other Compensation

It is Whelan Financial's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Whelan Financial's policy not to accept or allow our related persons to accept any form of compensation, including cash, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement. We send remittance and no remittance required invoices on a quarterly basis.

Clients receive monthly brokerage statements directly from their custodians.

Our firm does not have actual or constructive custody of client accounts.

In addition to the periodic brokerage statements that clients receive directly from their custodians, we send investment performance reports directly to our clients on a quarterly basis. We notify our clients in writing to carefully compare the information provided on these reports to the statements provided by their custodians to ensure that all account transactions, holdings and values are accurate.

Item 16 Investment Discretion

Clients hire us to provide discretionary asset management services on a limited basis by signing an asset management agreement.

Investments will be made pursuant to an asset allocation and into specific investments recommended by Advisor and approved by client. This approval will automatically constitute Client's limited authorization to rebalance its portfolio only among the approved allocation and within investments approved in advance by Client. Advisor has the discretion to purchase other share classes of the previously approved funds when Advisor deems it is in the best interest of the client.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell limited to the investment policy statement;
- Determine the amount of the security to buy or sell limited to the investment policy

statement.

Clients sign a Limited Power of Attorney using Charles Schwab documents. Clients may also change/amend such limitations by once again providing Charles Schwab with written instructions.

Item 17 Voting Client Proxies

We vote proxies for ERISA clients' accounts **only** unless they have elected to exercise this responsibility themselves. These clients can exercise this right by instructing us in writing not to vote proxies in their account.

We will vote proxies in the best interests of our ERISA clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting **Whelan Financial** by telephone, email, or in writing. Clients may request, in writing, information on how proxies for the plan shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will vote proxies for ERISA clients only on securities that fall within our management.

With respect to ERISA accounts, we will vote proxies unless we are advised by the client that the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact **info@whelanfinancial.com**.

We do not vote proxies for the following types of accounts which include but may not be limited to:

- Individual Retirement Accounts (including Traditional, Roth, SEP and Simple)
- Family Trust Accounts
- Joint Tenant/WROS
- Community Property/WROS
- 401(k)s For the Benefit Of an individual
- LLC's
- Corporations

For accounts where we do not vote proxies and our firm provides investment advisory services, clients' maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the clients investment assets.

We may provide guidance regarding the matter of proxy voting other than specific proxy issues if they contact us with questions at our principle place of business.

Item 18 Financial Information

Whelan Financial has no adverse financial circumstances to report.

Under no circumstances do we require or solicit payment of fees more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Whelan Financial has not been the subject of a bankruptcy petition at any time.