

Item 1 – Cover Page

McCuen & Co., Inc.

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(619) 239-3034

www.mccuen.us

February 22, 2012

This Brochure provides information about the qualifications and business practices of McCuen & Co., Inc. If you have any questions about the contents of this Brochure, please contact us at (619) 239-3034 or dan@mccuen.us. 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.

McCuen & Co., Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about McCuen & Co., Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. Our Brochure dated March 15, 2011 was a new document prepared according to the SEC’s new requirements and rules. As such, that document was different in structure and required certain new information that our previous brochure did not require.

This brochure dated February 22, 2012 updates information with respect to our assets under management and number of clients on page 4. Page 17 of this brochure includes the date of our most recent “surprise audit” of accounts over which we have custody as defined by the SEC’s Custody Rule 206 (4)-2 and the amendments which were effective on March 12, 2010. This updated brochure is being filed in conjunction with an update of our form ADV Part 1 which requires additional disclosures from prior annual updating amendments.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Daniel J. Reed, V.P. at 619-239-3034 or dan@mccuen.us.

Additional information about McCuen & Co., Inc. is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with McCuen & Co., Inc. who are registered, or are required to be registered, as investment adviser representatives of McCuen & Co., Inc.

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Brochure Supplement(s)

Item 4 – Advisory Business

McCuen & Co., Inc. was established in 1932 as an investment counseling firm offering continuous investment advice and supervision of client investment assets. Client accounts are held by independent custodians such as a bank trust department or brokerage firm. Each account is individually invested typically in higher quality, large capitalization common stocks, U.S. Treasury securities and municipal bonds. Accounts are managed on either a discretionary or non-discretionary basis.

As of December 31, 2011, McCuen & Co., Inc. managed 136 accounts with a total market value of \$186.0 million. As of this date, 47 accounts with a total market value of \$48.0 million were managed on a discretionary basis. Another 89 accounts with a total market value of \$138.9 million were managed on a non-discretionary basis. McCuen & Co., Inc. has about 70 client relationships.

McCuen & Co., Inc. is a California corporation owned by Michael R. Whitehurst and Daniel J. Reed.

Mr. Whitehurst joined McCuen & Co., Inc. in 1983. Majoring in finance, he graduated from the University of Iowa in 1981 with a Bachelor of Business Administration degree. His professional experience began with stock and bond trading, statistical work and portfolio management at Merchants National Bank in Cedar Rapids, Iowa.

Since joining McCuen & Co., Inc. he has shared responsibility for managing client assets and has been involved in appraisals of closely-held corporations, partnerships and proprietorships. Mr. Whitehurst has been qualified as an expert witness and testified in matters business valuations.

Mr. Whitehurst holds the professional designations of Chartered Investment Counselor by the Investment Adviser Association and Chartered Financial Analyst by the CFA Institute. He is past president of the CFA Society of San Diego, past president of the Econ-Ed Foundation, member of the Pension and Investment Review Committee for the San Diego Zoological Society and past President of the San Diego Downtown Breakfast Rotary Club.

Daniel J. Reed graduated from the University of Washington in 1974 with a Bachelor's degree in history and graduated from the Johns Hopkins University in 1978 with a Master's Degree in International Economics.

After college, he held positions in international marketing and finance with Bank of America, Washington State Department of Commerce & Economic Development and John Fluke Mfg. Co., a supplier of electronic test and measurement instruments. In 1986, he organized and managed a SEC-registered investment counseling firm in Seattle, Washington. In May 1991 he merged this business with McCuen & Co., Inc.

Professional designations include Chartered Investment Counselor by the Investment Adviser Association and Chartered Financial Analyst by the CFA Institute. He was previously a member of the Seattle Society of Financial Analysts and Treasurer of the Edmonds, Washington Rotary Club. He is past President of the CFA Society of San Diego and a past member of the Estate Planning Council of San Diego. From 2005 to 2010 he was the Chair of the Investment Committee of the San Diego Opera Association.

Portfolio accounting system and reconciliation.

For more than 30 years, McCuen & Co., Inc. has used the portfolio management and accounting system of Financial Information Network (FIN) located in Van Nuys, CA. A complete description of the FIN portfolio accounting system is available at www.fingps.com. Accounts managed by McCuen & Co. are maintained on the FIN system and are reconciled against statements from account custodians at least once a month. Accounts held at Schwab Institutional are usually reconciled once or twice a week through an interface between FIN and Schwab. FIN provides security pricing at the end of each week and on the last business day of each month. McCuen & Co. usually does not invest client assets in illiquid securities for which there are no readily available market prices.

Item 5 – Fees and Compensation

Annual fees for investment supervisory services are negotiated within a range of 0.25% to 0.75% applied to the period ending market value of the supervised assets. The manner in which fees are charged by McCuen & Co., Inc. is established in the client's written agreement. Fees are billed in arrears typically on a semi-annual basis. Clients may elect to be billed directly for fees or may authorize McCuen & Co., Inc. to directly debit fees from their accounts. Accounts initiated or terminated during a billing period will be charged a prorated fee. The client or McCuen & Co., Inc. may terminate the agreement at any time with the fees computed through the termination date.

McCuen & Co., Inc.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to McCuen & Co., Inc.'s fee, and McCuen & Co., Inc. shall not receive any portion of these commissions, fees, and costs.

McCuen & Co., Inc. does not receive commissions for the sale of financial products.

Item 12 further describes the factors that McCuen & Co., Inc. considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

McCuen & Co., Inc. does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

McCuen & Co., Inc. provides portfolio management services to individuals, pension and profit-sharing plans, trusts, estates and charitable organizations. Because client accounts are individually invested, practical limitations suggest a minimum account size to assure adequate diversification. The firm generally does not manage accounts less than \$100,000 in market value.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

McCuen & Co., Inc. invests client assets in common stocks, U.S. government debt, corporate debt, municipal bonds, commercial paper, mutual funds and limited partnerships. We seek to make long-term investments for our clients in order to minimize transaction costs and realized capital gains. We conduct fundamental investment analysis by examining the financial strength and growth prospects of publicly owned corporations. We use many sources of information including financial newspapers and web-sites, research material prepared by other firms, annual reports and corporate filings with the Securities and Exchange Commission, company presentations and corporate conference calls. Our common stock investments are typically in high quality companies with strong financial positions, a leading position in their industries, and a history of increasing sales, profits and dividends. We try to purchase these companies at relatively modest valuations to sales, cash flow, profits and dividends. We do not actively trade in our managed accounts.

There are a number of risks associated with investing in securities which clients should be prepared to bear including the following. Security prices can be highly volatile, especially over short periods of time. The information on which we make investment decisions may not be accurate despite our best efforts to use sources which we feel are trustworthy. Unexpected events such as the terrorist attacks on September 11, 2001 or the financial crisis precipitated by the bankruptcy of Lehman Brothers on September 15, 2008 can cause sharp declines in security prices or the bankruptcy of companies previously considered to be financially strong. Companies may present a fraudulent view of their financial position or growth prospects. The liquidity of some securities may become limited for a number of reasons making it difficult to sell.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of McCuen & Co., Inc. or the integrity of McCuen & Co., Inc.'s management. McCuen & Co., Inc. has not been the subject of any legal or disciplinary actions.

Item 10 – Other Financial Industry Activities and Affiliations

McCuen & Co., Inc. also performs appraisals of closely-held corporations, partnerships, limited liability companies and other business interests for estate and gift tax purposes and other transaction purposes. Fees for this work is computed on an hourly basis and billed at the completion of the work. The time spent on business appraisal work is less than 20% of total business time.

Item 11 – Code of Ethics

A. McCuen & Company, Inc. Statement of Policy

McCuen & Company, Inc. is a registered Investment Adviser with the U.S. Securities and Exchange Commission and other agencies, is subject to strict legal and regulatory requirements and an overarching fiduciary duty to our clients. The policies and procedures applicable to the Adviser are based on concepts of fiduciary duty, the Investment Advisers Act, other securities laws, the Code of Ethics of the CFA Institute and the Investment Counsel Association of America as well as internal policies adopted by McCuen & Co., Inc. The firm's policies and procedures are intended to promote the highest standards of ethical and professional conduct, whether or not required by law or regulation. It is the company's policy to maintain a copy of compliance related policies and procedures together with records documenting the annual review for a period of five years.

B. Chief Compliance Officer

Daniel J. Reed, CFA, CIC, Vice-President of McCuen & Co., Inc. is the firm's Chief Compliance Officer. Mr. Reed has been involved with past SEC examinations of the company. Michael R. Whitehurst, CFA, CIC, is President of McCuen & Co., Inc. There are no other company employees. Both Mr. Whitehurst and Mr. Reed have attended investment adviser compliance workshops sponsored by the Investment Counsel Association of America and the U.S. Securities and Exchange Commission.

C. Code of Ethics

Both Mr. Whitehurst and Mr. Reed are Chartered Financial Analysts and are subject to annual reporting requirements on ethical and professional conduct by the CFA Institute. They are also subject to the requirements outlined in the Code of Ethics and Standards of Professional Conduct Handbook of the CFA Institute. The Handbook is a commentary and interpretation of the Code and Standards with examples illustrating application of the Standards in the day-to-day professional activities of members and candidates, the AIMR disciplinary procedures, and self-administered Standards of Practice examination with commentary. This book includes in-depth "topical" studies on corporate governance, CFAI's Soft Dollar Standards, fiduciary duty, insider trading, and personal investing. As members of the CFA Institute, we are required to annually report any disciplinary or legal actions against ourselves.

Information on the Chartered Financial Analyst (CFA) Designation

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and

4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and

derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.

Mr. Whitehurst and Mr. Reed are also Chartered Investment Counselors, a designation sanctioned by the **Investment Advisers Association of America**. As such they are both subject to the Standards of Practice of the ICAA as described below:

The Investment Counsel Association of America's principles of conduct were originally set forth in its Code of Professional Practice in 1937 and later in its statement of Function and Principles. Over the years, many of these principles have been used by Congress and the Securities and Exchange Commission as the basis for legislation and regulations governing the conduct of investment advisers and by the United States Supreme Court in defining the standards of fiduciary conduct applicable to all investment advisers.

The current Standards of Practice are set forth below and are endorsed by all member firms of the Association.

- ***Professional Responsibility***

An investment adviser is a fiduciary and has the responsibility to render professional, continuous, and unbiased investment advice oriented to the investment goals of each client.

- ***Professional Qualifications***

To enable a member firm to serve its clientele effectively, its investment and managerial personnel should be individuals of experience, ability, and integrity.

- ***Financial Responsibility***

A member firm should maintain capital and reserves adequate to provide the services for which it was retained.

- ***Compensation for Services***

Compensation of a member firm for investment advisory services should consist exclusively of direct charges to clients for services rendered and should not be contingent upon the number or value of transactions executed.

- ***Promotional Activities***

The content in written or oral statements made by a member firm soliciting new clients should be consistent with the investment adviser's professional responsibility.

- ***Confidential Relationship***

Information concerning the identity of security holdings and financial circumstances of clients is confidential.

McCuen & Co., Inc. anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which McCuen & Co., Inc. has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which McCuen & Co., Inc., its affiliates and/or clients, directly or indirectly, have a position of interest. McCuen & Co., Inc.'s employees and persons associated with McCuen & Co., Inc. are required to follow McCuen & Co., Inc.'s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of McCuen & Co., Inc. and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for McCuen & Co., Inc.'s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of McCuen & Co., Inc. 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. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of McCuen & Co., Inc.'s clients. In addition, the Code requires pre-clearance of some transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored under the Code of Ethics and to reasonably prevent conflicts of interest between McCuen & Co., Inc. and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with McCuen & Co., Inc.'s obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. McCuen & Co., Inc. will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis.

McCuen & Co., Inc.'s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Dan Reed at 619-239-3034.

It is McCuen & Co., Inc.'s policy that the firm will not affect any principal or agency cross securities transactions for client accounts. McCuen & Co., Inc. will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Best execution. We have instituted trading practices, which seek to lower trading and custody costs for our clients. These include block trading, the use of delivery versus payment accounts for assets held at bank trust departments and advising clients to move accounts to lower cost brokerage firms. Most of our accounts are held at lower cost brokerage firms such as Schwab Institutional or at bank trust departments that allow delivery versus payment transactions made through low cost brokers. We believe that best execution is not just the lowest price for a security transaction but a combination of factors including the financial stability of the firm and other services, such as electronic trading, offered by the broker and a high level of customer service.

A few managed accounts are held at full service retail brokerage firms. Periodically we discuss with clients the trading costs compared to other brokerage firms. In some instances we have negotiated lower trading commissions at the full service retail broker. In other cases the client has had a long-standing relationship with a brokerage firm and does not wish move the account to a lower cost firm or alter the commission structure. However, we feel that it is part of our fiduciary duty to the client to keep them informed on transaction costs in their accounts and suggest alternatives when appropriate. Over the past two to three years we have moved many accounts to Schwab Institutional from full-service brokers including Smith Barney, A.G. Edwards, Merrill Lynch, Wedbush and Wells Fargo Advisors.

Soft dollar arrangements. McCuen & Co., Inc. has not entered into any soft dollar arrangements and does not foresee doing so in the future.

Item 13 – Review of Accounts

Clients receive a formal written review of their account(s) every three months. The reviews typically discuss the asset allocation of the account, security transactions since the last review and the investment performance for the past three and twelve month periods. The investment performance of the account is usually compared to the performance of the Standard &

Poor's 500 Index and the Dow Jones Industrial Average. In addition, the reviews usually discuss recent trends in the financial markets and news and business results for specific companies held in the stock portfolio. All reviews are written by Michael Whitehurst and Daniel Reed. Each has the authority to make investment recommendations for non-discretionary accounts and investment changes for discretionary accounts.

Accompanying each written review is an account statement from our internal portfolio accounting system. This statement lists the cost and market value of each asset, its estimated annual income and totals for the various asset classes including cash, fixed income securities and common stocks.

For all client accounts, cash balances and specific assets are monitored and reviewed informally on a daily basis.

Item 14 – *Client Referrals and Other Compensation*

McCuen & Co., Inc. periodically receives referrals from existing clients and other professional firms such as accountants and estate planning attorneys. We also refer clients to other professional firms. For these referrals we do not receive or provide any compensation, either in cash or services.

Item 15 – Custody

Safeguarding of client assets.

McCuen & Co., Inc. does not hold client assets. Client securities and cash are held by independent custodians either a securities brokerage firm or a bank trust department.

For the majority of our accounts we have limited power of attorney to place securities transactions but do not have access to client funds. For some these accounts we have disbursement authorization but we can only have funds sent to the client at their direction.

McCuen & Co., Inc. currently manages seven accounts for which we serve as trustee and investment adviser that are subject to the SEC's Custody Rule 206 (4)-2 and the amendments which were effective on March 12, 2010. As trustee we have access to client funds.

Under the amendment to the Custody Rule we are required to make "due inquiry" of the custodians holding the client assets that they send account statements directly to clients at least quarterly. To meet this obligation we have confirmed in writing with the custodians that they are sending account statements to these clients.

The March 12, 2010 amendment also subjects Advisers "with custody" to an annual "surprise audit" by an independent public accountant. To meet this requirement, McCuen & Co. entered into an agreement with the following accounting firm:

Vavrinek, Trin, Day & Co., LLP
Certified Public Accountants
8270 Aspen Street
Rancho Cucamonga, CA 91730
(909) 466-4410

In December 2011 these accounts were audited by Vavrinek, Trin, Day and Co., LLP to assure compliance with the SEC's Custody Rule 206 (4)-2 and the amendments which were effective on March 12, 2010. A copy of the auditors' report dated December 16, 2011 is available the following Securities and Exchange Commission web-site.

www.adviserinfo.sec.gov

Select investment adviser search, then investment adviser firm and enter "McCuen" in the firm name search box. Click on "McCuen & Co Inc." to access our filings with the SEC. At the bottom on the left hand column under the heading "Form ADV-E" is a link to the Accountant Surprise Examination Report.

Item 16 – Investment Discretion

As noted earlier, McCuen & Co., Inc. manages client accounts under either a discretionary or non-discretionary basis. This choice is stipulated in the client agreement letter prior to our acceptance of a new client relationship. Under a discretionary agreement, we have the authority to purchase or sell individual securities without the client's prior approval. Under a non-discretionary arrangement we must first get the client's approval, either verbal or in writing, before we can purchase or sell individual securities. Clients should be aware that under a non-discretionary agreement a considerable amount of time may pass before we receive client authorization to purchase or sell a particular security. During this period of time the price of a security may change significantly.

Clients may also place other restrictions on the management of their accounts. These typically include limitations on the types of companies or securities which can be purchased for the account.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, McCuen & Co., Inc. does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. McCuen & Co., Inc. may provide advice to clients regarding the clients' voting of proxies. As noted earlier, we serve as Trustee and Investment Adviser for several accounts. Under these circumstances we may vote proxies on behalf of the client. Our general policy is to vote proxies based on the recommendation of the company management.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about McCuen & Co., Inc.'s financial condition. McCuen & Co., Inc. has no financial commitment

that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Also, we do not bill client fees in advance. When registered investment advisers bill fees in advance, SEC regulations generally require they provide clients with a balance sheet for their most recent fiscal year.