

Form ADV Part 2 Brochure

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Heintzberger | Payne Advisors

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This brochure provides information about the qualifications and business practices of Heintzberger | Payne Advisors. If you have any questions about the contents of this brochure, please contact us at 503-597-1600 or service@HeintzbergerPayne.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 Heintzberger | Payne Advisors is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Heintzberger | Payne Advisors is 108091.

Heintzberger | Payne Advisors is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

In the event Heintzberger | Payne Advisors begins to provide advisory services under a verbal agreement and prior to the execution of a written advisory agreement, our agreement to provide such services cannot be assigned by us without the prior consent of the client.

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Advisory Business

Form ADV Part 2A, Item 4

Heintzberger | Payne Advisors is a money management firm. We are 12 people who research investment options, manage Client portfolios, and provide performance reporting. Upon closer examination, Heintzberger | Payne Advisors is the keystone of a much larger organization of nearly 50 people who help investors achieve their investment goals.

Some of our Clients are individuals. Their investment goals include financial security and a comfortable retirement. Clients who are retirement plan sponsors (and plan fiduciaries) want best-of-class investment options, effective participant education and relief from fiduciary liability. Our Institutional Clients have important charitable objectives to develop, maintain and finance.

We provide answers to, and solutions for, our Clients' most basic question: How do I invest my money to achieve my goals?

The "roots" of Heintzberger | Payne Advisors lay in the incorporation of Northwest Capital Management, Inc. ("Heintzberger | Payne Advisors"), in June 1998 by its principal owner, Fred Payne. Starting in brokerage in 1985, Fred Payne worked with investors to help them accumulate assets for retirement. While working at another investment advisory firm in 1995, Fred founded Retirement Plan Service Corp ("RPSC"), a third-party administration firm that furnished administration and recordkeeping services to qualified retirement plans. Over the ensuing years, clients contracted for services with either Heintzberger | Payne Advisors or RPSC, and in many instances with both firms.

In 2007, RPSC merged with The Heintzberger Company ("THC"), an actuarial, administration and recordkeeping firm founded in 1994 by Ed Heintzberger. Ed has been an actuary since 1973. Before founding THC, Ed worked with Watson-Wyatt, a national consulting firm. He began his career in San Francisco, later moving his family to Portland, Oregon to open an office for Watson-Wyatt. When asked to move to Seattle in 1994 with Watson-Wyatt, he decided to remain in Portland and to open his own firm.

Fred and Ed were friendly competitors over the years, finally recognizing the significant synergies they would gain by merging. Each of their firms provided many similar services and each used the same recordkeeping software platform.

Fred brought investment advisory capabilities to Ed's practice. Ed enabled Fred to offer his clients actuarial services. The merged firm of RPSC and THC is called Heintzberger Payne and Company, LLC. The firm initially operated under the assumed business name of HPnorthwest (the "H" standing for Heintzberger and the "P" for Payne).

When we merged our two businesses, we kept the name Northwest Capital Management, Inc. We thought it was important to maintain recognizable and distinct service brands for each of our companies. However, some of our Clients were confused as to our company name — particularly Clients who contracted for services from both companies. We decided to clear up this confusion. Starting in January 2011, Heintzberger Payne and Company, LLC began doing business as Heintzberger | Payne. At the same time, Heintzberger | Payne Advisors began doing business as Heintzberger | Payne Advisors. The principals of both firms now want to make sure that Clients of Northwest Capital Management, Inc. and HPnorthwest know of the close affiliation of both firms, an awareness helped by the similarity in names. A Client might only contract for the specific services of one of the two companies. But we believe that the internal synergies of our two companies will benefit that Client.

The merger of RPSC and THC was the first step in integrating the services of Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC into a full-service financial firm. The combined capabilities of the two firms can provide an extensive array of services to private individuals, retirement plan sponsors and their participants, institutions, non-profit organizations, and governmental agencies that sponsor post-employment benefit programs. In calendar year 2012, Heintzberger | Payne Advisors is to become a wholly-owned subsidiary of Heintzberger Payne and Company, LLC. The legal reorganization will simplify the financial accounting of these two sister companies. Both companies already have a significant intertwining of staff, resources and expense sharing. An added benefit of the reorganization will be simplifying the continuity plans of both businesses.

Heintzberger | Payne Advisors has no affiliation with any firm or individual other than its relationship with Heintzberger | Payne. Neither firm receives any compensation, direct or indirect, other than fees fully disclosed to its Clients. All fees we receive are paid only, and directly, by our Clients.

Types of Advisory Services

Heintzberger | Payne Advisors provides a wide range of services to its Clients. Our Institutional Clients contract with us for such services as asset allocation studies, manager searches, investment management and performance reporting.

Our Retirement Plan Sponsors ask us to help them evaluate their existing service providers, or to undertake a search for new ones. They ask us to evaluate and monitor the Investment Alternatives offered to their plan participants, and we make recommendations about the continued suitability of an Alternative or its replacement. Most often, Plan Sponsors ask us to serve in a legal capacity as an Investment Manager (as defined by the Employee Retirement Income Security Act of 1974). Retirement Plan Sponsors delegate to us the authority to identify, monitor and replace with discretion their plans' Investment Alternatives. They have us manage Model Portfolios and provide investment education to participants. (The staff members of Heintzberger | Payne Advisors who are authorized to provide advice and consulting services to our advisory Clients may also provide actuarial and consulting to the Clients of Heintzberger Payne and Company, LLC.)

Our Private Clients look to us for help with financial planning, a process in which we enumerate and quantify investment objectives. Typical financial objectives include saving enough money for retirement, funding children's college education, and achieving financial independence. Given a combination of time, capital, risk tolerance and an expectation for return, we evaluate various scenarios. The Client can then identify the scenario that is most acceptable and appropriate to his/her circumstances. Once achievable and realistic investment objectives are defined, we make specific recommendations for the investment of the Client's assets among cash, stocks and bonds. Such recommendations might include the purchase, sale or holding of securities.

Financial planning services can include advice on tax management and estate planning. In-depth, detailed advice in these areas is typically offered with the Client's attorney or accountant. Investment and planning advice is not limited to the management of securities. We advise on actuarial aspects of valuing partial interests in trusts, debt financing, insurance needs and certain types of real estate acquisitions. Heintzberger | Payne Advisors does not sell life insurance or annuities. We frequently advise Clients as to the amount of life insurance we recommend owning, or the benefits of investing within an

annuity. In such instances, we will recommend a firm from which the Client can purchase insurance or an annuity. Heintzberger | Payne Advisors does not receive commissions or referral fees for this service.

Investment Management Approach

Heintzberger | Payne Advisors principally manages “fund of fund” portfolios, investing in various mutual funds (ones we consider “best of class”) to obtain exposure to different asset classes and management styles. As an alternative to mutual funds, we can purchase Exchange Traded Funds (“ETF”) or collective trusts.

In the income-oriented accounts of Clients, we frequently buy coupon bonds or Certificates of Deposits, holding these investments until their maturity. In the interim, Clients collect interest payments.

Certain Clients come to us with ownership of stock positions — long-term holdings whose sale would result in significant tax consequences. Or these securities might have some sentimental value to them, e.g., stock in a company at which they spent their working career. When Clients do not wish us to sell a specific security, we will build a portfolio around it by minimizing mutual fund holdings in that stock’s industry sector or in its market capitalization. On occasion we provide investment recommendations on the purchase or sale of individual stocks.

We think the mix of cash, stocks and bonds primarily determines the risk and reward characteristics of an investment portfolio. Getting right the mix of stocks versus bonds and cash is of utmost importance. Within the mix of stocks and bonds, we see our job as investing in those mutual funds which are our “best ideas.” What makes a fund a “best idea”? We undertake extensive research into the investment style of a fund’s manager. We need a strong conviction that throughout a market cycle the fund can add value over a market index. We seek to build well-diversified portfolios across asset classes, here in the U.S. and abroad. We want the portfolio to own stocks of different market capitalizations, investment strategies, geographic concentrations, credit quality and fixed income maturities. We take an active approach to our fund allocations, over- and under-weighting different funds given our economic and market forecasts.

Heintzberger | Payne Advisors tailors our advisory services to the individual needs of each Client, particularly when managing their portfolios.

With most of our Clients, we are guided by a Statement of Investment Policy (“SIP”). The Client adopts a SIP that states the risk parameters, investment objectives, and performance benchmarks appropriate to their circumstances. The SIP further defines the asset allocation parameters of appropriate investment strategies, e.g., target, minimum and maximum exposures for various asset classes. The SIP specifies minimum performance criteria and measurable benchmarks that each security must generally meet.

Heintzberger | Payne Advisors uses these criteria and benchmarks (both quantitative and qualitative) to narrow the universe of potential portfolio investments. The SIP may also impose restrictions on our investing in certain securities or types of securities.

For some Clients — typically smaller accounts — a simplified guideline is appropriate. In these instances our investment decisions are based upon a Client Profile.

Heintzberger | Payne Advisors does not participate in “wrap fee programs.” In a wrap fee program, all administrative and management fees are wrapped into one comprehensive fee. The fees for our particular approach to the management of client assets are not “all inclusive.” Fees of the mutual funds in which we invest are variable. Sometimes transaction fees or custodial fees might apply.

Assets Under Management

As of December 31, 2011 Heintzberger | Payne Advisors managed \$1,693,263,718 of assets for Clients. The table below categorizes this amount by Client type and the amounts managed with discretion versus without discretion.

Client Type	Assets Under Management	
	Discretionary	Non-Discretionary
Institutional	1,111,624,578	0
Retirement Plan Sponsor	106,645,629	279,371,741
Private Client	180,365,449	15,256,321
Total	1,398,635,656	294,628,062

When managing with discretion the assets of Private and Institutional Clients, our decisions are generally subject to constraints set forth in a Statement of Investment Policy or determined by the Client Profile. We also serve as an “Investment Manager” to approximately 130 retirement plans. The investment of these plans’ assets is subject to the fiduciary responsibility standards of Employee Retirement Income Security Act of 1973 (“ERISA”). ERISA defines an Investment Manager as a Registered Investment Advisor — such as Heintzberger | Payne Advisors — who has the discretion to manage the assets of a retirement plan. The vast majority of these retirement plans are participant-directed, meaning that the participants exercise control over their accounts. However, the Investment Alternatives from which participants construct their portfolios, or the Model Portfolios in which they can invest their account balances, are determined by Plan fiduciaries, e.g., the Investment Committee. When Plan fiduciaries engage Heintzberger | Payne Advisors to participate in this decision-making, we become co-fiduciaries to the Plan. In most such instances, the Plan fiduciaries have delegated discretionary authority to our firm to determine both the list of Investment Alternatives and the investment allocations of Model Portfolios. When calculating the amount of assets Heintzberger | Payne Advisors manages with discretion, we make no distinction between assets managed with discretion for Private and Institutional Clients and those assets under our control and supervision as an Investment Manager for retirement plans.

Fees and Compensation

Form ADV Part 2A, Item 5

Heintzberger | Payne Advisors charges fees for its services in one of three ways: a fee based on the amount of assets in the Client's portfolios, a fixed dollar amount of fee, or an hourly rate.

Most often, our fees are asset-based. We multiply the market value of our Client's investment portfolio — determined as of the last day of the prior calendar quarter — by an "Annual Advisory Fee Rate." One fourth of this calculated amount is charged for services we provide in the then-current calendar quarter.

The Annual Advisory Fee Rate can be a fixed percentage rate or a "blended" rate. A blended rate is determined by charging different percentage rates for tiers of portfolio market value. Look at the table below which identifies the maximum fees we would charge a Client based on portfolio values. Assume your portfolio was valued at \$4,000,000 at the end of the prior calendar quarter. We would charge 1.25% of the first \$2,000,000 of portfolio value and .75% of the next \$2,000,000 of portfolio value. The blended Annual Advisory Fee Rate in this example would be 1%.

Portfolio Value	Maximum Tiered Fee Percentages
Less than \$2,000,001	1.25%
\$2,000,001 to \$5,000,000	0.75%
\$5,000,001 to \$10,000,000	0.50%
Greater than \$10,000,000	0.35%

Our advisory fees are charged pro-rata quarterly. In the above example, the blended Annual Advisory Fee Rate of 1% multiplied by \$4,000,000 of market value is \$40,000. For the calendar quarter, our fee would be 25% of that amount, or \$10,000.

The Annual Advisory Fee Rate for smaller portfolios is generally higher than the rate charged for larger portfolios. However, larger accounts generally pay a much larger dollar amount of fees.

We calculate the value of each Client's account value based on the share value as reported by an independent pricing service. If the Client deposits assets after the beginning of the quarter, no additional fee for the current quarter is assessed. No fee is credited to the Client for the current calendar quarter should any withdrawals from the portfolio occur after the beginning of the calendar quarter. Nor is any adjustment made for fluctuations in the account value over the course of the quarter.

On occasion Heintzberger | Payne Advisors charges an annual, fixed-dollar fee instead of an asset-based fee. This fee also is charged pro-rata each quarter. On occasion, we charge the Client an hourly fee for specific consulting assignments. Such hourly rate does not exceed \$400 per hour. A flat fee can be quoted based upon the estimate of hours involved multiplied by the appropriate hourly rate. A retainer is generally required equal to 50% of the estimated fee. The retainer is only for services we will provide within six months from the date of payment. The balance of payment is due upon completion of the work. Alternatively we may bill monthly or quarterly based on our progress towards completion of the project.

Our fees are negotiable — including all variables in our fee calculations. There are some occasions in which our fees are greater than the above formula would compute. This usually occurs when there is a start-up retirement plan. In these instances, we have a minimum fee to cover a scope of services disproportionate to the amount of assets in the portfolio.

Heintzberger | Payne Advisors is not compensated on the basis of a share of capital gains or capital appreciation of any portfolio's investments. However, capital gains and appreciation can increase the value of the portfolio on which our fee is based. We do enter into consulting contracts in which a portion of our fee is determined by the savings our work might produce, e.g., a lower-cost plan record keeper.

We may charge fees for services to be provided in the current calendar as early as the first month of that quarter. The exact timing of submitting invoices is a function of our workloads. The Client can pay our fees directly or, at the Client's request, our fees can be automatically deducted from his/her investment account.

If a Client does not receive this Brochure from Heintzberger | Payne Advisors at least 48 hours before initiation of an advisory relationship, the Client can end his/her agreement with us within five days of signing an Advisory Agreement. At all other times, Clients may end the services of Heintzberger | Payne Advisors upon 30 days written notification, mailed or faxed to our offices.

If the Client ends our advisory contract mid-quarter and our invoice has already been paid, the Client will receive a prorated refund for the period of time during the quarter in which our services were not provided. Similarly, if our invoice has not yet been paid, Heintzberger | Payne Advisors will be entitled to payment of fees for the prorated period of the quarter in which we provided services.

Our compensation is solely as described in this Brochure and as fully disclosed by contract to our Clients. We receive no other compensation, either direct or indirect, than what our Clients pay to us.

Some of the Clients of Heintzberger | Payne Advisors are the retirement plan sponsors. One or more of the mutual funds in their portfolios may pay “revenue sharing”. Revenue sharing is money that mutual funds pay to broker/dealers and service providers such as our sister company, Heintzberger Payne and Company, LLC. In some instances, it is paid as a sales incentive to a broker; in other instances, it is paid as an amount to defray shareholder service costs and sub-transfer agency services provided by a plan record keeper.

Payment of revenue sharing is infamously poorly-disclosed. It becomes additional — and generally unknown — revenue to various financial service providers, especially to registered representatives of broker/dealers. The securities licensing of Heintzberger | Payne Advisors does not permit fund companies to pay revenue sharing to our advisory firm. Our procedures seek to have any available revenue sharing paid directly into the Client’s trust account.

In a very few instances, trading platform partners cannot conform to our deposit procedures, and revenue sharing may be paid to our sister company, Heintzberger Payne and Company, LLC. In these instances, we fully disclose the receipt of this revenue sharing to our Clients. This revenue sharing is used as a credit against fees charged by both of our firms. We attempt to obtain agreement from non-conforming trading platforms to have this revenue sharing deposited directly into the Client’s account.

Custodians generally retain one or two basis points of the revenue sharing they collect as compensation for their efforts in its collection. The amount of revenue sharing the custodian retains is fully disclosed to the Client. Revenue sharing that is not retained by an account's custodian (as fully disclosed to the Client) is always a 100% credit against the fees charged by Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC.

Even if revenue sharing exceeds expenses, neither Heintzberger | Payne Advisors nor Heintzberger Payne and Company, LLC receives additional compensation.

The portfolios of all *non-qualified* retirement accounts — which include IRAs — do not receive revenue sharing. Not all *qualified* retirement plan Clients receive revenue sharing, however. Upon engagement of services between Clients and us, we indicate if revenue sharing is available to the qualified plan Client. If revenue sharing is not available, it is neither paid to Heintzberger | Payne Advisors nor to Heintzberger Payne and Company, LLC.

Additional Fees and Expenses

Heintzberger | Payne Advisors rarely purchases a mutual fund that involves an up-front sales charge or a contingent-deferred sales charge. A “ticket charge”, however, may apply. In these instances, the portfolio's custodian retains such transactions charges. Please refer to Brokerage Practices on page 22.

Certain funds do charge a Short-Term Redemption Fee (STRF) if shares we purchase are subsequently sold within a specified period of time, e.g., 90 or 120 days. Heintzberger | Payne Advisors buys funds subject to STRFs if we expect to hold that fund beyond the STRF period. If we think the STRF might apply, we purchase the fund only if we think that the combination of the STRF and the internal expense ratio is very low.

Each mutual fund, Exchange Traded Fund (ETF), or similar security in which Client assets are invested also pays its own separate investment advisory fees and expense payments to other independent and unaffiliated investment advisors or service providers. This is commonly called an “expense ratio”. We purchase mutual funds and similar type investments that our Clients might purchase directly from the sponsor, exchange, or unaffiliated broker/dealer without paying an advisory fee to Heintzberger | Payne Advisors. However, if

our Clients make such a direct purchase, sales charges might apply, and the Client would not receive the services provided by Heintzberger | Payne Advisors.

Certain types of accounts may be held at a trust company, a custodian. Trust companies charge the Client fees for custodial and trust services.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

No employee of, or person affiliated with, Heintzberger | Payne Advisors accepts “performance-based fees”. Performance-based fees are a share of capital gains or capital appreciation of the assets of a Client’s portfolio. Such performance-based compensation can give rise to conflicts of interests.

We at Heintzberger | Payne Advisors strive diligently to eliminate the possibility of any conflicts of interest when providing services to our Clients.

Types of Clients

The Clients of Heintzberger | Payne Advisors are Private Clients (individual investors), Institutions, Governmental Agencies and Retirement Plan Sponsors. As of December 31, 2011 we had 396 Clients, 266 were Private Clients.

We certainly prefer Clients who have large portfolios, but we do provide services to individuals with very small account balances. These individuals typically are the family members of long-established Clients.

Heintzberger | Payne Advisors will regularly take on Clients consisting of “start-up” retirement plans. From our experience, small retirement plans often grow into large retirement plans. We are happy to begin a relationship with such a Client at the inception of his/her Plan.

Similarly, we have established advisory relationships with Private Clients just getting started in their careers. If we think that there is a good possibility that the account will grow into a large account over time, we enthusiastically provide advisory services to that Private Client. Happily, many such accounts have, in fact, grown into sizeable portfolios.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Heintzberger | Payne Advisors believes that *how* a Client should invest his/her money is determined by *when* s/he needs to spend that money. The sooner the date when the money is needed, the more conservative the investment of that money should be. Depending on how aggressive an investor is, we think that any money needed from a portfolio within five to ten years should be invested in fixed income securities. From our perspective, a ten-year time horizon determines if equities or fixed income securities are most appropriate. Ten years is sufficiently long enough to invest in equities to have a reasonable expectation of being paid for the risk the investor is taking. By helping Clients determine the cash flows needed from their portfolios, Heintzberger | Payne Advisors can recommend an appropriate mix of equities versus fixed income securities.

Regardless of our opinions as an investment advisor on the matter of investment risk, the Client's opinion matters the most. The Client's temperament to tolerate investment risk is the overriding consideration for determining the mix of equities versus fixed income in the portfolio.

Once the Client has confirmed for us the mix of equities versus fixed income in the portfolio, we generally develop a Statement of Investment Policy ("SIP"). Among many of its provisions, the SIP sets targets for various asset classes within the equity and fixed income allocations of the portfolio. Minimum and maximum allocations may also be established.

At this point in the process, Heintzberger | Payne Advisors can start to make some investment decisions: Relative to the targets for various asset classes, do we want to stay at targets? Or do we over-weight or under-weight U.S. versus foreign stocks? Should we favor different market capitalizations? Large versus small? Emerging markets versus developed markets? Value versus blend versus index management styles? Geographic or industry sector concentration? Short or long maturities? Government or corporate securities? High or low credit quality?

Once we make these tactical decisions, we can invest the portfolio with our “best ideas” of fund managers. Our tactical decisions do not result in what could be characterized as “frequent trading.”

The staff of research analysts at Heintzberger | Payne Advisors undertakes a regular process of mutual fund evaluation and monitoring to determine our “best ideas”. We strive to concentrate the investments of our Clients in a relatively small number of mutual funds. The percentage of any individual Client’s portfolio invested in these select mutual funds will vary from Client to Client depending on each Client’s investment objectives. The narrow list of funds allows us to best leverage our analytic resources to undertake regular research of these funds.

Despite our significant efforts at economic research, market forecasting, and fund research, we can be mistaken in our judgment. And the consequences of being wrong are that we can under-perform our benchmarks, and Clients can lose more money than they should have lost given the indexed returns of the financial markets. We seek to minimize this downside risk through appropriate asset allocation with judicious minimum and maximum constraints that keep us from “betting the farm” on any one tactical decision.

Our portfolios may include mutual funds which invest in very volatile assets such as commodities, precious metals or emerging markets equity or debt. We do not over-weight a portfolio to these markets — and with the most conservative of investors, we attempt to significantly minimize exposure to these asset classes. We do believe, however, that holding some portion of these assets can be beneficial to a portfolio.

Ultimately, the investment risk that our Clients assume is market risk. Market risk can be somewhat dampened by an appropriate mix of stocks, bonds and cash. No Client should be surprised that the financial markets go down. But when they go down and by how much - these factors can be surprising.

Disciplinary Information

Form ADV Part 2A, Item 9

There have been no legal or disciplinary events of any sort pertaining to the advisory business of Heintzberger | Payne Advisors, its sister company Heintzberger Payne and Company, LLC, or any management person or employee of either firm.

Further, neither Heintzberger | Payne Advisors, nor its sister company Heintzberger Payne and Company, LLC, nor any management person or employee of either firm has been:

- Involved in, or the object of, any criminal or civil action in a domestic, foreign or military court of competent jurisdiction
- Named in a pending criminal proceeding that involves investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses
- Found to have been involved in a violation of an investment-related statute or regulation
- The subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, our firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order
- Subject to an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority or self-regulatory organization (SRO) proceeding

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Heintzberger | Payne Advisors is a sister company to Heintzberger Payne and Company, LLC (“LLC”). The LLC provides actuarial, recordkeeping and third-party administration services for qualified retirement plans and post-employment benefit plans of governmental agencies.

Heintzberger | Payne Advisors is subject to the oversight of the Securities and Exchange Commission (SEC). Because of the advisory firm’s affiliation with the LLC, we internally implement within the operations of the LLC the same Policies and Procedures we observe for our advisory firm. For instance, all staff members of the LLC are subject to the advisory firm’s Code of Ethics and Privacy Policy.

The LLC has common management with Heintzberger | Payne Advisors. Both firms share office space, support resources, computer networks, and some personnel such as consultants, receptionists, clerical, IT support, and computer programmers. Our finances are intertwined, although each entity reports separately and properly its income and expenses to the IRS on separate tax returns.

Most importantly, both firms share a common mission and subscribe to the same corporate values. We understand that our advice and services can have a significant impact on our Clients’ abilities to achieve their investment objectives. We take seriously our responsibilities. We are fully aware of the trust our Clients place in our competence. We work hard to be deserving of that trust.

Our ability to operate our firms without conflict of interest, and our independence from any mutual fund company, bank, insurance company or other financial firm of any sort are essential for us to be deserving of our Clients’ trust. Neither Heintzberger | Payne Advisors nor any management person or employee of our firm is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

We do recommend or select other investment advisers for our Clients. In no instance do we subsequently receive compensation directly or indirectly from

those advisers. Consequently, such recommendations do not create a conflict of interest.

Of the Clients of both firms, some contract with one, with the other, or with both firms. Some of the employees of Heintzberger | Payne Advisors — employees who are deemed “Supervised Persons” in the jargon of the SEC — sell and market on behalf of the LLC. In addition, they provide consulting services to the Clients of the LLC. Such activities in no way create a conflict of interest for our advisory services. The LLC will receive income from the services of these supervised persons, but that income is not in any way affected by the investments the LLC Clients make, or by the investment advice Heintzberger | Payne Advisors provides these Clients. The income Heintzberger | Payne Advisors receives is in no way impacted by the services the LLC provides its Clients.

For a list of our Supervised Personnel, please see the *Part B Supplement* included within this Brochure.

Plans are underway to reorganize in calendar year 2012 the legal structure of both firms, the result of which will be that Heintzberger | Payne Advisors will be a wholly-owned subsidiary of Heintzberger Payne and Company, LLC. The reorganization is partly in effort to simplify our accounting and to advance our business succession plans. But in large part it is recognition that the services of both companies play a critical part in helping our Clients achieve a comfortable and secure retirement. We need to employ every resource possible to support our Clients’ goals. We do not want our organizational structure to be an impediment to facilitating the critical services our Clients demand.

We did not determine that the LLC should be the parent company of Heintzberger | Payne Advisors because we felt that the LLC’s services are more important than that of the advisory firm. We think the services of *each* firm are extremely critical to the investment success of our Clients. Given our long-term succession plans — plans that are necessary for an organization like ours to ensure our Clients of the continuity of our business under all circumstances — our CPA recommended for tax reasons that the LLC own the PC that is the advisory firm. We have confidence in our CPA and accepted his advice in much the same way we expect our Clients to accept our advice.

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

Form ADV Part 2A, Item 11

Certainly financial advisors, whether a members of an SEC-registered advisory firm, stock brokers, mutual fund salespersons or insurance agents, can have a conflict of interest when providing advice and recommendations to clients. Often that conflict of interest results in varying amounts of compensation. But conflicts of interests can arise in other ways.

Heintzberger | Payne Advisors is bound by the Security and Exchange Commission's Rule 204a-1 to establish a Code of Ethics. We interpret the relative sections of the Advisers Act to mean we have an affirmative duty of utmost good faith to act solely in the best interest of our Clients. Pursuant to various sections of the Advisers Act, Heintzberger | Payne Advisors, its sister company Heintzberger Payne and Company, LLC and the employees of both firms are prohibited from engaging in fraudulent, deceptive or manipulative conduct.

Our Code of Ethics subjects the firms and our employees to the following obligations when dealing with Clients:

- To have a reasonable, independent basis for the investment advice provided
- To obtain best execution for a Client's transactions where our firms are in a position to direct brokerage transactions for the Client
- To ensure that investment advice is suitable to meeting the Client's individual objectives, needs and circumstances
- To be loyal to Clients

Our Code of Ethics is designed to make certain that the high ethical standards that Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC have long maintained continue to be applied. The purpose of the Code is to prevent activities which may lead to, or give the appearance of, conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. This Code, among other things, governs personal securities trading activities in the accounts of employees. The Code is based upon the principle

that Heintzberger | Payne Advisors, its sister company Heintzberger Payne and Company, LLC and the employees of both firms owe a fiduciary duty to Clients of both firms to conduct their affairs, including their personal securities transactions, in such a manner as to avoid:

- Serving their own personal interests ahead of those of their Clients
- Taking inappropriate advantage of their position with the firm
- Any actual or potential conflicts of interest or any abuse of our position of trust and responsibility

The employees of our firms may at any time acquire, increase, decrease or dispose of portions of investments which are at the same time being acquired, held or disposed of for a Client.

If you would like a copy of our Code of Ethics, we would be happy to furnish you with one.

In the course of our business, we do not recommend certain securities in which our firms or our employees have a material financial interest. For instance, we would not solicit investments in a partnership of which we were a general or limited partner.

We regularly require of the employees of Heintzberger | Payne Advisors and of its sister company Heintzberger Payne and Company, LLC the disclosure of investment transactions in their personal investment portfolios. In some instances, we require that they seek approval in advance from us before they can trade in certain securities. There are some exceptions to this reporting and advance approval requirement — even securities that Heintzberger | Payne Advisors also invests in on behalf of our Clients. Such investments include:

- Securities which are the direct obligations of the Government of the United States
- Bank and checking accounts (including money market accounts), e.g. bankers acceptances, bank certificates of deposit, commercial paper and repurchase agreements
- Shares of open-end mutual funds (including money market funds), unless Heintzberger | Payne Advisors or a controlled affiliate acts as the investment adviser or principal underwriter for the fund

- Unit investment trusts, if the unit investment trust is invested exclusively in unaffiliated mutual funds

Heintzberger | Payne Advisors performs investment advisory services for various Clients and may give advice and take action for a Client which may differ from advice given to other Clients, or from the timing or nature of action taken for other Client accounts. Our policy is to allocate investment opportunities to a Client's account over a period of time on a fair and equitable basis relative to all Clients. Heintzberger | Payne Advisors will not have any obligation to initiate or to recommend the purchase or sale by a Client of any security or other asset which our employees or other Clients may purchase, hold or sell.

Brokerage Practices

Form ADV Part 2A, Item 12

“Soft dollars” is a means by which an advisory firm with commission revenue pays for research or other services, as opposed to paying with hard, cold cash. For example, let’s say Firm A wants to buy some research from XYZ Brokerage Firm. Firm A agrees to direct Client trades to that firm to generate \$10,000 in commissions for brokerage services in return for the research from XYZ. This would represent a soft dollar payment. Alternatively, if Firm A simply wants to buy the research from XYZ and not agree to any kind of soft dollar fee, Firm A has to pay the brokerage firm \$7,000 in “hard dollars” (cash) for the service.

Heintzberger | Payne Advisors does not participate in “soft dollar” revenue arrangements of any sort. No one provides us with research reports on specific securities and industry sectors, or on general investment strategies, or any other sort of service in return for directing brokerage to a broker.

Heintzberger | Payne Advisors’ principal concerns in the selection of a broker are best execution and low transaction costs.

The vast majority of our Client transactions are in mutual funds. The purchase of mutual funds does not lend itself to soft dollar arrangements, and most of these buys and sells are executed without transaction costs. The custodian may be compensated by revenue sharing which the fund pays to it, or the custodian may charge an asset-based fee to the Client for transaction services (and remit to the Client the revenue sharing).

In those instances in which Client accounts are at a brokerage firm, there can be a transaction charge for the purchase of a mutual fund if that fund is not on the brokerage firm’s No Transaction Fee fund list. Heintzberger | Payne Advisors does not receive any financial benefit from such transaction charges.

Several brokerage firms and trust companies have developed service capabilities that cater to independent advisory firms like Heintzberger | Payne Advisors. Over the past dozen years, we have placed Client assets with a number of them: Fiserv, TD Ameritrade, Fidelity, Circle Trust, AST and Charles Schwab. Given our experience, we believe Charles Schwab offers services superior to its competitors’ services, and with very competitive pricing. Consequently, we prefer that our Clients custody their accounts with Charles Schwab or its trust

company. We place great importance on our ability to electronically receive information on account transactions. Heintzberger | Payne Advisors' electronic link to the custodian might result in the Client's incurring higher custodial expenses. However, if a lower cost custodial option would necessitate our tracking investment activity manually, we might charge the Client a higher advisory fee. That higher advisory fee could be greater than the savings of custody.

Custodial and transaction costs associated with the management of the Client's investment account are generally charged by the custodian to the account at the time of a transaction or on some regular calendar basis. If custodial or trading expenses are billed to Heintzberger | Payne Advisors, we in turn secure reimbursement from the Client.

All Client accounts are held in the name of the Client, who in no way surrenders ownership of the cash and securities comprising the account's assets. The Client retains all rights under federal securities law to proceed directly against the issuer of any underlying security in the Account. Holding the Client's securities in nominee name is done so only for ministerial purposes. The Client's beneficial interest in a security does not represent an undivided interest in all securities held by the custodian, but rather represents a direct and beneficial interest in the securities in the account.

Because Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC have a very large amount of Client assets at Charles Schwab, we believe that both firms receive extra attention and support from Schwab's service teams and management. Certainly both our advisory firm and our recordkeeping firm benefit operationally from the especially good service Schwab provides us, but this type of benefit is not the sort of monetary benefit that could accrue to us under a soft dollar arrangement. We believe we have an obligation to leverage the amount of assets our firm services to create as much advantage to our Clients as possible, even if it only means great service support from the custodian.

Fred Payne serves on a Schwab-related board: the Schwab Retirement Technology Advisory Board ("Boards"), an opportunity for him to have direct input to Schwab's senior management about Schwab's operations, services and support for the Clients of Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC. The Board consists of 10-16 representatives of

independent recordkeeping firms who have been invited by Schwab Retirement Business Services management to participate in meetings and discussions of Schwab services for independent record keepers and their clients. Board members generally serve for two-year terms. Board members enter into nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally omits material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange (symbol SCHW). The Board meets in person approximately twice per year and has periodic conference calls scheduled as needed. Schwab Retirement Business Services does not compensate Board members for their service, but Schwab Retirement Business Services does pay for or reimburse Board members' travel, lodging, meals and other incidental expenses incurred in attending Board meetings.

Client Referrals

As disclosed further in the Client Referrals and Other Compensation section of this Brochure on page 28, Heintzberger | Payne Advisors and Heintzberger Payne and Company, LLC do occasionally receive client referrals from Charles Schwab. If these referrals do become Clients of either firm, we are obligated to make hard dollar payments to Schwab. Our understanding is that Schwab gives such referrals only to those firms that they hold in the highest regard.

We understand that the receipt of these referrals might be construed as an incentive for Heintzberger | Payne Advisors to recommend that Charles Schwab be the custodian for our Clients' accounts. Our recommendation of Charles Schwab is based purely on the excellence of their service model and the extent of their long-term commitment to supporting businesses like ours. For these referrals, we will pay a substantial portion of the revenue we receive from that Client for a five-year period. If any financial benefit does accrue to us, it will be long in coming.

Occasionally we refer a Client to a third-party investment advisor who provides a specialized advisory service which we do not provide, yet which is a service that a Client might benefit from. An example is a municipal bond manager who actively trades a portfolio of individual coupon bonds (as opposed to a mutual fund). In some instances, we have asked this advisor to comment on our Clients'

individual municipal bond holdings. This advisor may occasionally solicit us to purchase a municipal bond offering which it considers particularly attractive and suitable for our Clients.

Directed Brokerage

A very small percentage of our business involves the execution of trades that is traditional brokerage services. The net asset value at which we settle mutual fund trades at Schwab would be the same share price we would receive at any other brokerage or trust company.

In very rare instances, we may purchase fixed income securities from a dealer other than Charles Schwab. At our discretion we select a broker to affect such trades. If such a trade is made for multiple Clients, we will aggregate these purchases and sales in one trade, settling the trade in the individual accounts of our Clients at Schwab. When transactions are aggregated in this fashion, an average of all trades will be calculated and each Client will be charged that average price as the cost of the transaction.

Review of Accounts

Form ADV Part 2A, Item 13

Each day, all of our actively-managed investment accounts are reconciled with the custodian's records and updated to reflect all transactions and current pricing.

Traditionally, Client accounts are reviewed at least once per calendar quarter by a consultant at Heintzberger | Payne Advisors. A review of a specific account can occur at any time a Client so requests.

Heintzberger | Payne Advisors has attempted to concentrate the investments of our Clients in a relatively small number of mutual funds. The percentage of any individual portfolio invested in these select mutual funds will vary from Client to Client, depending on each Client's investment objectives. But the narrow list of funds allows us to best leverage our analytic resources to undertake regular research of these funds.

Heintzberger | Payne Advisors currently has a staff of research analysts to regularly review our client security holdings — not the accounts themselves, just the holdings most Clients own. Once each week an Investment Committee meeting is scheduled to discuss certain securities, investment strategies and market outlooks. From the discussions in these meetings, our consultants can make decisions about the management of specific Clients' accounts.

Heintzberger | Payne Advisors has licensed a trading software that will allow us to apply some very sophisticated computer technology to the review of each account. We expect that its functionality, when fully implemented, will allow us to continuously review the composition of our Client accounts according to specific allocation parameters and other rules.

Clients receive statements from the custodian at least once a month.

Heintzberger | Payne Advisors also sends to most of our Clients statements that include, at a minimum, a Market Commentary and an appraisal showing investment basis and current market value. Depending on the type of account and its relative size, we provide additional content such as:

- A calculation of the account's rate of return over various time periods

- A listing of all purchases and sales, excluding reinvested dividends and money market transactions
- The change in market value security by security and their rates of return
- A Compliance Report showing the performance of each mutual fund relative to its peer group and its benchmark

Annually, we send our Clients a tax report, listing all capital gains and losses, to augment the custodian's 1099R report.

We do not track daily the market values of the accounts for some Retirement Plan Sponsors and Institutional Clients. Our advisory services extend only to monitoring the performance of the mutual funds within their accounts. The reports we send in these instances are detailed performance evaluations of their holdings.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

No third party who is not a Client of Heintzberger | Payne Advisors or of Heintzberger Payne and Company, LLC provides us any economic benefit because of any investment advice or other advisory services that we furnish to our Clients. The *only* source of income both our firms receive is that paid directly by our Clients and as fully disclosed to them.

As of December 31, 2011 there are three Client relationships in which Heintzberger | Payne Advisors pays a Solicitation Fee to an unrelated third party (a registered representative of a broker/dealer). These have arisen from Solicitation Agreements the firm entered into as long as 13 years ago. SEC Rule 206(4)-3 requires complete disclosure of the existence and the arrangements of the solicitation relationship to the Client. Heintzberger | Payne Advisors has complied fully with this rule. In these arrangements, Heintzberger | Payne Advisors pays a percentage of its advisory fees to that third party, who in turn is expected to undertake certain client service responsibilities that otherwise would be ours.

Heintzberger | Payne Advisors has recently entered into an agreement with Charles Schwab in which Charles Schwab will refer retirement plan sponsors as prospective clients to us. Should one of those plan sponsors become a Client of either Heintzberger | Payne Advisors or of Heintzberger | Payne and Company, LLC, one or the other of the firms must make payments to Charles Schwab over a five-year period. If such a prospective Client executes an agreement with Heintzberger | Payne Advisors or Heintzberger Payne and Company, LLC, we will provide that Client with all regulatory disclosure as required under SEC Rule 206(4)-3.

Heintzberger | Payne Advisors has entered into Employment Agreements with certain employees in which deferred compensation will be paid to them for a period of time after termination of their employment. We have Client relationships because of these employees' efforts. We base the amount of this deferred compensation on the ongoing fee revenue that these Clients pay us. Upon termination of their employment, no information of any sort is given to these employees about the Clients involved. We respect the privacy of our Clients in all matters.

Custody

Form ADV Part 2A, Item 15

In four instances Heintzberger | Payne Advisors has custody of our Client assets. For more discussion of instances in which we do have custody, please see the Financial Information section of this Brochure.

In all other situations, our Clients establish investment accounts at qualified custodians such as Charles Schwab or its trust company. These accounts are registered in the name of the Client. Heintzberger | Payne Advisors is not a party to the Account Agreement between the Client and the custodian. The account agreement does grant us trading authority on the account. The Client can also allow us to deduct our advisory fees from the account if that is the Client's preference.

In all instances, the custodian will send to the Client an account statement at least once per calendar quarter. (Clients will also have online access to their accounts directly with the custodians.) Heintzberger | Payne Advisors will send to the Client an account statement of our own design. We urge our Clients to compare our account statements to those of the custodians.

We receive daily electronic downloads directly from the custodians for most of our Client accounts. These downloads provide us with transaction data and position files to allow us to reconcile and balance the account data we maintain within our databases. In certain instances we use a third-party service called ByAllAccounts to receive electronically transaction data and position files for accounts that Heintzberger | Payne Advisors cannot directly link to. Consequently, our account statements and those that the Clients receive from their custodians should agree.

Differences in the account statements might be due to a difference in the price of a security. Heintzberger | Payne Advisors uses third-party pricing services that we consider accurate and reliable. In those instances in which the price may differ, the number of shares should be the same.

Another difference in the account statements may come from the posting of dividends. Some mutual fund companies and individual securities pay their dividends days after the record date (the date that determines who is entitled to the dividend). We post all dividends as of the declared pay date. That pay date

may be before the cut-off date for the printing of the custodian's statements but the actual receipt of the dividend could be later. For instance, the pay date might be December 31 and properly the recording of that dividend should be as of December 31. However, the custodian may not actually receive the dividend until January 7 and the custodian may have already printed the December statements. Receipt of that dividend will be reflected on the custodian's January statement with a December 31 pay date. Often the statement the Clients receive from Heintzberger | Payne Advisors for December (in this example) will include that dividend, causing a difference in the two statements.

If Clients see a discrepancy in the two statements, they can call us and we will always clarify or correct the discrepancy.

Investment Discretion

Form ADV Part 2A, Item 16

Heintzberger | Payne Advisors does accept discretionary authority to manage the securities within the portfolios of our Clients. We prefer that our trading authority be discretionary; in most instances, we *require* that our trading authority be discretionary.

Logistically, were we to first secure permission from each of our Clients to buy or sell a security, most of our energies would be directed towards securing that permission — time we believe is better spent on other aspects of managing Client assets or providing other services to them. We think our Clients should evaluate the quality of our investment advice with the benefit of 20-20 hindsight when reviewing the performance reports we send them. We do not believe that our Clients typically want to second-guess our research in advance of a trade.

We do believe that our Clients should give permission for trades if their advisors were to earn commissions on those trades. However, Heintzberger | Payne Advisors does not receive commissions of any sort. Nor is our compensation dependent on exercising trades for our Clients. Our compensation is fee-based. We act in a capacity as a fiduciary when managing Client assets. We affect a trade only because we think it is in the best interests of our Client. We do not have conflicts of interest when managing the assets of our Clients.

In some situations, we might refrain from exercising discretion — even in an account where the Client has granted discretion to us. An example of such an instance is a trade that might result in a substantial taxable gain or loss. In certain circumstances, we will contact the Client in advance of a trade.

Usually, we will not exercise discretion on accounts for which we do not have direct trading authority on the account.

There are some types of accounts — most often institutional accounts — where we do not exercise discretion. In those instances, we will make formal recommendations to an Investment Committee.

When a Client establishes an account with its custodian, trading authority is generally given to us. The Client must give us permission in writing to exercise that trading authority on a discretionary basis,

When accepting discretionary trading authority on a qualified retirement plan account, Heintzberger | Payne Advisors will acknowledge its fiduciary status as an ERISA 3(38) Investment manager so that the Client can claim the statutory liability protection of ERISA §405(d)(1).

Constraints on our discretionary authority are generally identified within a Statement of Investment Policy (“SIP”). The SIP sets forth the risk parameters, investment objectives, and performance benchmarks appropriate to a Client’s circumstances. The SIP further defines the asset allocation parameters of appropriate investment strategies, i.e., target, minimum and maximum exposures for various asset classes. The SIP specifies minimum performance criteria and measurable benchmarks that each security must generally meet for it to be considered and to remain as an investment within the portfolio. Heintzberger | Payne Advisors narrows the list of potential portfolio investments based on these criteria and benchmarks (both quantitative and qualitative). The SIP may also impose restrictions on our investing in certain securities or types of securities.

In some instances of relatively small accounts, no Statement of Investment Policy exists. Instead, discretion is exercised given investment objectives identified on a Client Profile Form.

Voting Client Securities

Form ADV Part 2A, Item 17

Heintzberger | Payne Advisors acts a fiduciary to most of its Clients. In that capacity, we generally have the responsibility for voting proxies for securities owned within our Client portfolios. We always attempt to vote these proxies as is consistent with the best economic interests of our Clients.

Heintzberger | Payne Advisors maintains written policies and procedures concerning the handling, research, voting and reporting of proxy voting and makes appropriate disclosures about the firm's proxy policies and practices. Our policy and practice include the responsibilities to:

- Receive and vote Client proxies
- Disclose any potential conflicts of interest
- Making information available to Clients about the voting of proxies for their portfolio securities
- Maintaining relevant and required records

Voting Guidelines

In the absence of specific voting guidelines from our Clients, Heintzberger | Payne Advisors will vote proxies in the best interests of each particular Client. Our policy is to vote all proxies from a specific issuer the same way for each Client absent qualifying restrictions from a Client. Our Clients may place reasonable restrictions on our voting authority in the same manner that they may place such restrictions on the actual selection of account securities.

We will generally vote on proposals consistent with the recommendations of the security's Board of Directors unless we become aware of conflicts of interest or other concerns raised by third parties.

Conflicts of Interest

Heintzberger | Payne Advisors will identify any conflicts that exist between our interests and those of our Clients. We will determine these by reviewing the

relationship of our firm with the issuer of each security to determine if Heintzberger | Payne Advisors or any of our employees has any financial, business or personal relationship with the issuer.

If a material conflict of interest exists, Heintzberger | Payne Advisors will pursue one or more of the following actions:

- Disclose the conflict to the affected Clients
- Give the affected Clients the opportunity to vote the proxies themselves
- Address the voting issue through other objective means, such as voting in a manner consistent with a predetermined voting policy or receiving an independent third party voting recommendation

Heintzberger | Payne Advisors will maintain a record of the voting resolution of any conflict of interest.

Client Requests for Information

A Client may request information from Heintzberger | Payne Advisors regarding the proxy votes associated with securities in their account, or regarding our policies and procedures. In response to such a request, we send a written response to the Client with the information requested and, as applicable, the name of the issuer, the proposal voted upon, and how we voted the Client's proxy with respect to each proposal about which the Client inquired.

Fred Payne, Chief Compliance Office for Heintzberger | Payne Advisors, has the responsibility for the implementation and monitoring of the firms' proxy voting policy, practices, disclosures and recordkeeping.

Financial Information

Form ADV Part 2A, Item 18

We do not require of any Client the prepayment of more than \$1,200 in fees six months or more in advance. If we were to require such, we would have to provide our Clients with a balance sheet of the most recent fiscal year of Heintzberger | Payne Advisors.

In four instances, Fred Payne, a principal of Heintzberger | Payne Advisors, serves as a trustee of certain Client trust accounts. As a trustee, Fred can direct the distribution of assets from these trust accounts on his own authority consistent with the terms of a trust document. Given his powers as a trustee, and given his affiliation with an investment advisory firm registered with the Securities and Exchange Commission, Heintzberger | Payne Advisors can be deemed to have custody of these trust accounts. Investment advisors who have custody of client assets generally must, among other requirements, provide their clients with a balance sheet of their most recent fiscal year.

Heintzberger | Payne Advisors is subject to an annual surprise audit by a certified public accounting firm. This accounting firm audits the trust accounts for which Fred Payne serves as trustee. This audit report is filed with the Securities and Exchange Commission. Because of this audit, Heintzberger | Payne Advisors need not provide our Clients with a balance sheet of our most recent fiscal year.

Heintzberger | Payne Advisors is financially sound, with a long history of financial stability. We carry professional liability insurance in the amount of \$5,000,000 and ERISA bonding up to \$500,000 for each ERISA account we manage.

Heintzberger | Payne Advisors today represents the evolution of an investment practice started by Fred Payne over 25 years ago. We have built ourselves into the company we are, in large part, because of the trust we have established with our Clients over the past quarter century — trust that has been earned - and deserved - by our unfaltering resolve to place our Clients' interests first.

Privacy Policy

An essential element in the delivery of services to our Clients is fulfilling the Trust our Clients extend to us. Insuring the Privacy and Security of the information we have about our Client's assets, their personal situation and objectives is critical to our Mission as an Investment Advisor.

- We keep the personal information of our Clients in the strictest confidence.
- We do not provide any personal information to anyone within our firm who does not have a need for that information to deliver services to Clients.
- We do not provide any personal information to anyone outside our firm without the express instructions of our Clients.
- We do not sell lists of our Clients nor do we disclose Client information to marketing companies.

All of the personal information we collect is obtained directly from our Clients, or from third parties at the express written direction of our Clients. This information is necessary for us to deliver the scope of services for which we are contracted. We collect information in several ways:

- Information is most often provided us in direct conversations with Clients and/or upon their completion of applications for investment accounts that require name, address, Social Security numbers, dates of birth, and annual income; and
- Information about transactions and security holdings is obtained from account statements or electronic downloads from custodians upon direction from our Clients.
- We will only divulge private information about our Clients that is appropriate in the following situations:
 - When such information is necessary for the establishment and maintenance of an investment account;

- When we must fulfill any legal or regulatory requirements imposed on us by the Securities and Exchange Commission and the Internal Revenue Service;
- To facilitate the tax planning by the Client's accountant and the filing of tax returns; and
- In response to inquiries from the Administrator of employee benefit programs.

We have implemented security standards and processes—including physical and electronic safeguards—to ensure that access to customer information is limited to employees of our firm who may need it to do their jobs.

When posting account and transaction data to our website for access by our Clients, we transfer all such personal information over secure servers to ensure that others cannot view or intercept Client confidential information while it is transmitted over the Internet or stored in our databases.

Our Internet security system protects Client communications through server authentication provided by VeriSign and industry-standard SSL (Secure Socket Layer) encryption of data. Clients can tell when data is being transmitted in a secure manner by looking for the secure key or lock icons at the bottom of their browser window.

In addition, Client accounts on the Internet can only be accessed with a unique login ID and password. For additional protection, an automatic timed logout will require re-entry of the login ID and password if the online session is left unattended.

Our site uses "cookies"—a small data file that some web sites write to a hard drive when visited. In order to protect Client privacy, we do not use cookies to store or transmit any personally identifiable information about a Client when on the Internet. These cookies are not used in any marketing or data collection purpose. We use cookies only to keep track of a Client during an on-line session with us by allowing our servers to synchronize the visit to the data that is being delivered to the Client. One immediate benefit of using cookies is to provide the Client with the ability to log into our system once and to be able to view all of that Client's data without having to re-login as he or she moves to different parts of our site.

A decorative graphic consisting of two overlapping, light blue, curved lines that form a horizontal, elongated shape with a central void, resembling a stylized infinity symbol or a figure-eight.

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Axel Flichtbeil Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



Heintzberger | Payne Advisors

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Portland, OR 97223

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This brochure supplement provides information about Axel Flichtbeil that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Axel Flichtbeil is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1951

Formal Education after High School:

- Reed College, Bachelor of Arts, Mathematics/Economics, 1969 to 1973

Business Background for the Previous Five Years:

- Heintzberger | Payne Advisors, registered representative, 12/02 - Present
- Heintzberger | Payne, LLC, Executive Vice President, 9/2007 - Present, predecessor firm was Retirement Plan Service Corp, 12/02 - 9/2007

Disciplinary Information

Form ADV Part 2B, Item 3

Axel Flichtbeil has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Axel Flichtbeil resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Although Axel Flichtbeil's primary job duties are associated with Heintzberger | Payne Advisors, he is technically an employee of our "sister company" Heintzberger | Payne & Co., LLC. Both firms share common resources such as office space, equipment, staff, phone systems, and more. The LLC provides the Human Resources for the advisory firm, and acts as the paying agent for payroll services. It is contemplated that in calendar year 2012, Heintzberger | Payne Advisors will become a wholly-owned subsidiary of Heintzberger | Payne & Co., LLC.

The LLC is an actuarial, recordkeeping and third party administration firm that furnishes services to qualified retirement plans and other post-employment

benefit plans of municipalities and governmental agencies. The LLC can make available to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Axel provides retirement plan consulting services, marketing and client service in his capacity as a consultant with the LLC. The compensation attributable to his LLC services is a meaningful percentage of his income and involves a substantial amount of his time.

Axel does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Axel Flichtbeil also currently serves as President of the Associated Technologies Council and has served on its Board since its formation. The Associated Technologies Council (ATC), founded in 2002, is a non-profit association dedicated to improving the competitiveness of its Members by extending the Members' capabilities and information access through governmental involvement and group purchase programs.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Axel Flichtbeil for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not

have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities.

Brent Petty, CFP®, AFI® Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



Heintzberger | Payne Advisors

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This brochure supplement provides information about Brent Petty that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Brent Petty is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1973

Formal Education after High School:

- Northern Arizona University, B.S. Science, Zoology, 1996

Business Background for the Previous Five Years:

- Heintzberger | Payne Advisors, Consultant, 06/2005 – Present

Certifications:

- **Certified Financial Planner® (CFP)**
Accredited by the National Commission for Certifying Agencies (NCCA), this designation is issued by the Certified Financial Planner Board of Standards, Inc. (CFPBS) and is granted to individuals who complete a CFP Certification Examination and as well as to meet the following prerequisites: bachelor's degree from an accredited college of university and three years of full time personal financial planning experience. In order to qualify, the candidate must complete a CFP-board registered program or hold one of the following titles: CPA, ChFC, Chartered Life Underwriter (CLU), CFA, PhD in business economics, Doctor of Business Administration or Attorney's License. Once issued, the candidate is required to complete 30 hours of continuing education every two years and must continuously meet the standards administered by CFPBS.
- **Accredited Investment Fiduciary® (AIF)**
This designation is issued by the organization fi360 to those individuals who demonstrate the focus on all the components of a comprehensive investment process, related fiduciary standards of care, and commitment to excellence. AIF designees undergo an initial training program, annual continuing education, and pledge to abide by the designation's code of ethics. Those who earn the AIF mark successfully complete a specialized program on investment fiduciary standards of care and subsequently passed a comprehensive examination. AIF designees demonstrate a

thorough understanding of fi360's Prudent Practices for investment advisors and stewards.

Disciplinary Information

Form ADV Part 2B, Item 3

Brent Petty has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Brent Petty resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Although Brent Petty's primary job duties are associated with Heintzberger | Payne Advisors, he is technically an employee of our "sister company" Heintzberger | Payne & Co., LLC. Both firms share common resources such as office space, equipment, staff, phone systems, and more. The LLC provides the Human Resources for the advisory firm, and acts as the paying agent for payroll services. It is contemplated that in calendar year 2012, Heintzberger | Payne Advisors will become a wholly-owned subsidiary of Heintzberger | Payne & Co., LLC.

The LLC is an actuarial, recordkeeping and third party administration firm that furnishes services to qualified retirement plans and other post-employment benefit plans of municipalities and governmental agencies. The LLC can make available to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Brent provides retirement plan consulting services, marketing and client service in his capacity as a consultant with the LLC. The compensation attributable to his LLC services is a small percentage of his income and involves a proportionately small amount of his time.

Brent Petty does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Brent Petty for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of firm employees.

Casey McKilip Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



Heintzberger | Payne Advisors

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This brochure supplement provides information about Casey McKilip that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Casey McKilip is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1986

Formal Education after High School

- George Fox University, Master of Business Administration, expected 2014
- University of Oregon, Bachelor of Science Business Administration, 2008
Concentrations Finance and Entrepreneurship, Minor in Economics

Business Background for the Previous Five Years

- Heintzberger | Payne Advisors, Investment Analyst, August 2008 – Present
- University of Oregon, Student, prior to August 2008

Certifications

- Series 65

Disciplinary Information

Form ADV Part 2B, Item 3

Casey McKillip has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Casey McKillip resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Although Casey McKillip's primary job duties are associated with Heintzberger | Payne Advisors, he is technically an employee of our "sister company"

Heintzberger | Payne & Co., LLC. Both firms share common resources such as office space, equipment, staff, phone systems, and more. The LLC provides the Human Resources for the advisory firm, and acts as the paying agent for payroll services. It is contemplated that in calendar year 2011, Heintzberger | Payne Advisors will become a wholly-owned subsidiary of Heintzberger | Payne & Co., LLC.

The LLC is an actuarial, recordkeeping and third party administration firm that furnishes services to qualified retirement plans and other post-employment benefit plans of municipalities and governmental agencies. The LLC can make available to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Casey provides very little services to the LLC. The compensation attributable to his LLC services is an extremely small percentage of his income and involves a proportionately small amount of his time.

Casey McKilip does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Casey McKilip for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not

have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of all employees.

Dennis M. Monaghan, FSA Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



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This brochure supplement provides information about Dennis Monaghan that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Dennis Monaghan is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1947

Formal Education after High School:

- Portland State University, Bachelors of Science, Mathematics, 1971
- Portland State University, Masters of Science, Mathematics, 1973
- University of Nebraska-Lincoln, N/A, Math/Actuarial Science, 1973-1975

Business Background for the Previous Five Years:

- Heintzberger | Payne and Co., LLC, Consultant 09/2007 - Present
- AON Consulting, Vice President, 05/1997-09/2007

Certifications:

- **Enrolled Actuary under ERISA**

This designation is awarded the Joint Board for the Enrollment of Actuaries, (an agency of the U.S. Government). It is based on successful completion of examinations demonstrating knowledge of Federal tax and labor law as it applies to pension plans, and completion of an experience requirement.

- **Fellow of the Society of Actuaries**

The Society of Actuaries is an education, research, and professional membership organization. Fellowship in the Society is awarded upon successful completion of a series of competitive examinations demonstrating an understanding of the business environments within which financial decisions concerning pensions, life insurance, health insurance, and investments are made. The ability to apply mathematical theory regarding probability and statistics to problem solving is a key requirement to achieve this designation.

- **Member of the American Academy of Actuaries**

This designation is awarded to applicants who have met educational and experience requirements applicable to one of the several different areas

of actuarial practice. Qualified actuaries from all practice areas join the Academy to promote high professional standards, contribute to the development of sound public policy, and communicate the profession's value to policy-makers, business leaders, and the public.

Disciplinary Information

Form ADV Part 2B, Item 3

Dennis M. Monaghan has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Dennis M. Monaghan resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Dennis M. Monaghan is an employee of Heintzberger | Payne & Co., LLC, an actuarial, recordkeeping and third party administration firm. This LLC provides services to qualified retirement plans and other post-employment benefit plans of municipalities and other governmental agencies. The LLC can provide to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Heintzberger | Payne Advisors is a "sister company" to Heintzberger | Payne & Co., LLC. It is contemplated that in calendar year 2012, Heintzberger | Payne Advisors will become a wholly-owned subsidiary of Heintzberger | Payne & Co., LLC.

Dennis M. Monaghan does receive compensation from Heintzberger | Payne & Co., LLC. This compensation is a substantial source of his income and involves the predominant part of his time. His responsibilities with the LLC involve supervision of major actuarial activities, actuarial calculations, client service and marketing.

Dennis M. Monaghan does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors

nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Dennis M. Monaghan for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of firm employees.

Edward H. Heintzberger, FSA Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



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This brochure supplement provides information about Edward Heintzberger that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Edward Heintzberger is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1948

Formal Education after High School

- University of Wisconsin, BA, Mathematics, 1969
- University of Michigan, MA, Mathematics, 1970

Business Background for the Previous Five Years

- Heintzberger Payne and Co., LLC, Co-Managing Partner, 09/2007 – Present
- Predecessor firm was The Heintzberger Company, Shareholder and President, 1/1995 –09/2007

Certifications

- **Enrolled Actuary under ERISA**
This designation is awarded the Joint Board for the Enrollment of Actuaries, (an agency of the U.S. Government). It is based on successful completion of examinations demonstrating knowledge of Federal tax and labor law as it applies to pension plans, and completion of an experience requirement.
- **Fellow of the Society of Actuaries**
The Society of Actuaries is an education, research, and professional membership organization. Fellowship in the Society is awarded upon successful completion of a series of competitive examinations demonstrating an understanding of the business environments within which financial decisions concerning pensions, life insurance, health insurance, and investments are made. The ability to apply mathematical theory regarding probability and statistics to problem solving is a key requirement to achieve this designation.
- **Member of the American Academy of Actuaries**
This designation is awarded to applicants who have met educational and experience requirements applicable to one of the several different areas

of actuarial practice. Qualified actuaries from all practice areas join the Academy to promote high professional standards, contribute to the development of sound public policy, and communicate the profession's value to policy-makers, business leaders, and the public.

Disciplinary Information

Form ADV Part 2B, Item 3

Edward Heintzberger has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Edward Heintzberger resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Edward Heintzberger is a shareholder of, and actively engaged in the management and operations of, Heintzberger Payne & Co., LLC, an actuarial, recordkeeping and third party administration firm. This LLC provides services to qualified retirement plans and other post-employment benefit plans of employers of all kinds, including public and private corporations, as well as municipalities and other governmental agencies. The LLC can provide to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Heintzberger Payne Advisors is a “sister company” to Heintzberger Payne & Co., LLC. It is contemplated that in calendar year 2012, Heintzberger Payne Advisors will become a wholly-owned subsidiary of Heintzberger Payne & Co., LLC.

Edward Heintzberger does receive compensation from Heintzberger Payne & Co., LLC. This compensation is a substantial source of his income and involves a substantial amount of his time. His responsibilities with the LLC involve supervision of major actuarial activities, actuarial calculations, client service and marketing.

Edward Heintzberger does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Edward Heintzberger for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of firm employees.

Fred Payne CFP®, AFI® Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



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This brochure supplement provides information about Fred Payne that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Fred Payne is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1951

Formal Education after High School

- University of Notre Dame, Bachelors of Arts, Philosophy, 1973

Business Background for the Previous Five Years

- Heintzberger Payne Advisors, Shareholder and Chief Compliance Officer, 06/1998 – Present
Formerly President and Chief Investment Officer through to 12/2010
- Heintzberger Payne and Co., LLC, Co-Managing Partner, 09/2007 – Present
Predecessor firm was Retirement Plan Service Corp, Shareholder and President, 12/1995 –09/2007

Certifications

- **Certified Financial Planner® (CFP)**
Accredited by the National Commission for Certifying Agencies (NCCA), this designation is issued by the Certified Financial Planner Board of Standards, Inc. (CFPBS) and is granted to individuals who complete a CFP Certification Examination and as well as to meet the following prerequisites: bachelor's degree from an accredited college of university and three years of full time personal financial planning experience. In order to qualify, the candidate must complete a CFP-board registered program or hold one of the following titles: CPA, ChFC, Chartered Life Underwriter (CLU), CFA, PhD in business economics, Doctor of Business Administration or Attorney's License. Once issued, the candidate is required to complete 30 hours of continuing education every two years and must continuously meet the standards administered by CFPBS.
- **Accredited Investment Fiduciary® (AIF)**
This designation is issued by the organization fi360 to those individuals

who demonstrate the focus on all the components of a comprehensive investment process, related fiduciary standards of care, and commitment to excellence. AIF designees undergo an initial training program, annual continuing education, and pledge to abide by the designation's code of ethics. Those who earn the AIF mark successfully complete a specialized program on investment fiduciary standards of care and subsequently passed a comprehensive examination. AIF designees demonstrate a thorough understanding of fi360's Prudent Practices for investment advisors and stewards.

Disciplinary Information

Form ADV Part 2B, Item 3

Fred Payne has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Fred Payne resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Fred Payne is a shareholder of, and actively engaged in the management and operations of, Heintzberger Payne & Co., LLC, an actuarial, recordkeeping and third party administration firm. This LLC provides services to qualified retirement plans and other post-employment benefit plans of municipalities and other governmental agencies. The LLC can provide to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Heintzberger Payne Advisors is a "sister company" to Heintzberger Payne & Co., LLC. It is contemplated that in calendar year 2011, Heintzberger Payne Advisors will become a wholly-owned subsidiary of Heintzberger Payne & Co., LLC.

Fred Payne does receive compensation from Heintzberger Payne & Co., LLC. This compensation is a substantial source of his income and involves a

substantial amount of his time. His responsibilities with the LLC involve corporate oversight, personnel management, and client service.

Fred Payne does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Fred Payne for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of firm employees.

Reed Harmon Heintzberger | Payne Advisors

Form ADV Part 2B Brochure Supplement

March 21, 2012



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This brochure supplement provides information about Reed Harmon that supplements the Heintzberger | Payne Advisor's brochure. You should have received a copy of that brochure. Please contact Ashlie Johnston, (503) 597-1612, if you did not receive Heintzberger | Payne Advisor's brochure or if you have any questions about the contents of this supplement.

Additional information about Reed Harmon is available on the SEC's website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Form ADV Part 2B, Item 2

Year of Birth: 1982

Formal Education after High School

- University of Edinburgh, Master of Science, Finance & Investment, 2006
- Pacific Lutheran University, Bachelor of Business Administration, 2004
- Pacific Lutheran University, Bachelor of Arts, Political Science, 2004

Business Background for the Previous Five Years

- Heintzberger | Payne Advisors, Analyst, 12/2010 – Present
- Textron Financial Corporation, National Marketing Manager, 10/2006 – 11/2008

Certifications

- Series 65

Disciplinary Information

Form ADV Part 2B, Item 3

Reed Harmon has not been involved in any legal or disciplinary events of any sort relating to his involvement in the securities industry. Nor has Reed Harmon resigned, or otherwise relinquished his attainment and designation of a professional designation or securities license in anticipation of such a proceeding.

Other Business Activities

Form ADV Part 2B, Item 4

Although Reed Harmon's primary job duties are associated with Heintzberger | Payne Advisors, he is technically an employee of our "sister company" Heintzberger | Payne & Co., LLC. Both firms share common resources such as office space, equipment, staff, phone systems, and more. The LLC provides the

Human Resources for the advisory firm, and acts as the paying agent for payroll services. It is contemplated that in calendar year 2012, Heintzberger | Payne Advisors will become a wholly-owned subsidiary of Heintzberger | Payne & Co., LLC.

The LLC is an actuarial, recordkeeping and third party administration firm that furnishes services to qualified retirement plans and other post-employment benefit plans of municipalities and governmental agencies. The LLC can make available to its clients all of the accounting services their retirement and benefit plans require, as well as some of their legal services.

Reed provides very little services to the LLC. The compensation attributable to his LLC services is an extremely small percentage of his income and involves a proportionately small amount of his time.

Reed Harmon does not believe his involvement with the LLC creates a material conflict of interest with the Clients of Heintzberger | Payne Advisors nor detracts from the time needed to fulfill his responsibilities at the advisory firm.

Additional Compensation

Form ADV Part 2B, Item 5

No person or no entity other than our Clients provides an economic benefit to Reed Harmon for providing advisory services.

Supervision

Form ADV Part 2B, Item 6

Heintzberger | Payne Advisors has an Investment Committee which is scheduled to meet weekly. Individuals who give advice to Clients are members of this Committee; the firm's research analysts are also members. At these meetings, the Committee makes decisions about strategy and security selection. These decisions form the basis for all advice given to Clients.

Research and performance reports reflect the decisions of the Investment Committee. Given how these reports are produced, a supervised person does not have the ability to modify the reports to reflect different advice other than what has been approved by the Investment Committee.

Heintzberger | Payne Advisors is implementing a software trading platform in which each Client account will be designated with a specific investment strategy. These strategies will be monitored by this software at a global level to ensure that all portfolios are managed consistent with the decisions of the Investment Committee and any constraints the Client has imposed on us.

Fred Payne (503-597-1621) is a member of the Investment Committee and the firm's Chief Compliance Officer. He is primarily responsible for supervision of all advisory activities of firm employees.