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2/2/12

Firm Brochure

This brochure provides information about the qualifications and business practices of Mark Gillam Enterprises ("MGE"). If you have any questions about the contents of this brochure, please contact us at 916-961-2200. 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. The title "Registered Investment Advisor" does not imply any certain level of skill or training.

Additional information about Mark Gillam Enterprises also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes

No material changes.

Item 3 Table of Contents

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Item 4 Advisory Business

Mark Gillam Enterprises (or “MGE”), a federally-registered investment adviser, was incorporated in the State of California on June 20, 1989. The sole owner of Mark Gillam Enterprises is Mark Gillam. Mr. Gillam is dually registered as an investment advisor representative with Mark Gillam Enterprises and Transamerica Financial Advisors (“TFA”). Mr. Gillam also has a Series 7 securities license which he maintains with TFA. MGE’s primary client base consists of professional athletes, pension and profit sharing plans, trusts, estates and charitable organizations. MGE and its representative (Mr. Gillam) make investment recommendations and execute transactions only upon client approval on a non-discretionary basis.

MGE offers personalized financial analysis and consulting services through one-on-one advice concerning investment products, the creation of a financial plan for implementation and other advice as may be appropriate from time to time. In addition to its core services of investment advice, MGE provides advice concerning tax planning, risk management through insurance review, evaluation of real estate portfolios and mortgages, retirement planning, cash flow management, estate planning, higher education tuition planning, intergenerational wealth transfer, charitable giving and to what extent, if any, a third party advisor would be appropriate to manage some of the client’s assets. Additional services may include:

- management of investment advisory accounts not involving investment supervisory services,
- advice to clients on matters not involving securities, including but not limited to, life, health and accident insurance (i.e. disability insurance),
- acquisition or disposition of real estate or financial instruments related thereto,
- bill pay and bookkeeping services subject to annual audits,
- income tax preparation assistance,
- management of non-securities income producing assets,
- concierge services on a case-by-case basis,
- general business advice.

Of the securities accounts maintained through MGE and Mark Gillam, as of 12/31/2011, MGE maintained 86 non-discretionary accounts with assets under management totaling 106,872,579 and 13 discretionary accounts with assets under management totaling \$299,943.

Mr. Gillam is also a real estate broker licensed through the California Department of Real Estate and offers advice concerning real estate matters to clients of MGE when appropriate.

Item 5 Fees and Compensation

MGE customarily charges an annual percentage of two percent (2%) of the gross amount paid to professional athlete clients (including in some instances managers and coaches) pursuant to the executed contract between the client and his professional sports employer. This fee is requested to be paid in two installments typically on or about April 15th for the first six months of the contract term and October 1st for second six months of the contract term, however at MGE’s discretion, these due dates may be delayed. Fees are generally not negotiated but on occasion, under exceptional circumstances, MGE reserves the right to reduce the fee. In the event a professional athlete client (or manager or coach) determines to cancel his contract with MGE prior to the end of the calendar year, the fee will be prorated based on the number of months prior to cancellation and will be refunded from MGE to client within fifteen (15) days of cancellation. All clients are given the choice of authorizing MGE to deduct fees from the client’s account or remitting payment to MGE.

Fees for all client accounts that are not currently under MGE contract for a percentage of a professional sports employment contract (professional athletes, coaches and managers) are generated by virtue of wrap fee accounts charges based on assets under management through wrap fee programs offered through TFA and Lockwood Advisors, Inc. (“Lockwood”).

MGE utilizes a wrap fee program sponsored by TFA, a securities broker-dealer and federally registered investment adviser, called the Capital Account Program (“CAP”), to manage assets for retired professional athlete clients who no longer compensate MGE on a percentage of their professional sports contract. The CAP account for retired professional athletes was previously administered by TFA and Mr. Gillam in his capacity as a investment advisory representative of TFA. MGE’s advisory fee for CAP accounts at TFA will not exceed 2% of assets under management annually. These fees are negotiated on a case by case basis. Fees are debited quarterly in advance directly from the brokerage account and are refunded following termination of account on a prorated basis.

MGE minimizes commissionable transactions for clients who pay fees based on a percentage of their professional sports employment contract and generally charges these clients the administrative fees only for processing such transactions. Loaded fund purchases in brokerage accounts are not standard practice for clients under contract with MGE who pay fees based on a percentage of their professional sports employment contract or who maintain a CAP account. However, MGE may, on occasion, receive commissions on a transactional basis, typically from the sale of a pre-existing loaded fund in a client’s portfolio that was purchased by a prior adviser other than MGE or through an infrequent purchase by MGE of a loaded fund whose investment characteristics were not obtainable in a no-load fund. Such occurrences could be considered a conflict of interest in that it creates an incentive to recommend investment products which Mr. Gillam receives a commission.

MGE may also enter into asset management agreements with former professional athlete clients for a flat fee, which is negotiated on a case by case basis, taking into account the amount of assets to be managed and other services to be provided by MGE. These fees will typically be paid in two installments on February 1st and August 1st of each year of the contract term, however at MGE’s discretion, these due dates may be delayed. Mr. Gillam may also establish securities brokerage accounts at TFA, for which Mr. Gillam is a registered representative and investment advisory representative.

MGE also has an agreement with Lockwood, an SEC registered investment advisor, whereby MGE recommends to certain clients that they participate in Lockwood’s Managed Account Link/Mutual Fund Link (“MAL”) program. MGE will make the initial determination as to which of its clients would be suitable for the MAL program and at what level those clients should direct assets to be managed by Lockwood. Lockwood will receive a sliding scale program fee determined by the amount of assets under management with Lockwood. Those fees customarily range from 0.225% to 0.5% annually, payable quarterly, in advance, directly debited from the client’s account along with any other applicable fees. MGE will provide continuing services to its clients that participate in the MAL program, including monitoring performance. MGE will charge a fee for such services separate from that paid to Lockwood from those clients of MGE who do not otherwise compensate MGE based upon a percentage of the professional athlete’s contract with his professional sports team. The amount of this advisor/consultant fee for such clients is negotiated on a case by case basis, but in no event will exceed two percent (2%) per year. If an account terminates, a refund of prorated fees will be delivered into client’s account and may be sent to the client by check following account closure.

Other fees may be collected by MGE or its representative through purchase of other products relative to fixed and variable life and health/accident insurance. Mark Gillam is a licensed life insurance, health and accident insurance representative under California’s Department of Insurance with non-resident life/health and accident insurance licenses in over 15 states within the U.S. and currently maintains several company appointments that include the following : Western Reserve Life Assurance Company of Ohio, Lincoln Financial Group, American General Life Insurance, John Hancock Life Insurance, Mutual of Omaha, HCC Specialty Underwriters and Petersen International Underwriters.

MGE and/or its representative will advise professional athletes on all aspects of such client’s financial and business portfolio. This often includes business advice and management unrelated to securities investment and relates primarily to business operations that are conducted simultaneously with such client’s professional sports vocation and for which the client is “unavailable” to dedicate substantive attention during the professional sports season. MGE will provide these services at no additional charge other than what is set forth above for professional athlete clients. MGE may, on occasion, bill a client (other than

professional athletes currently under contract with their team) for consulting services at an hourly rate (customarily \$250/hour), separate from any services provided that are unrelated to assets held under management or other services that have or would generate commission to MGE or its representative, Mark Gillam. Invoices are prepared and delivered to clients after services have been rendered and are required to be paid by clients to MGE or its representative under agreed terms.

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

Not Applicable.

Item 7 Types of Clients

MGE provides investment advisory services primarily to professional athletes and other individual clients. Management of the portfolios of professional athletes requires a continuous level of review and monitoring of assets due to the high levels of income, timing of contract payments and extended periods of client inaccessibility due to the demands of their sports profession.

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

MGE and its representative make recommendations based upon fundamental knowledge and research in addition to use of various third party investment research firms including Morningstar, Inc. and Valueline, mutual fund and stock analysis and investment research firms specializing in in-depth examination of investment trends that provide supporting data for investment selection and market commentary. MGE and its representative subscribe to various financial publications and take into consideration articles published by investment professionals and various fund company publications in written and electronic format. MGE subscribes to a long-term investing approach and explains to its clients the benefits and drawbacks of this method as opposed to short-term investing and periodically reviews all client's risk tolerance and objectives to keep in line with client's financial outlook with the passage of time. MGE does not guarantee any return of investment and explains to its clients the hazards of investing and market volatility and its positive and negative outcome based on historical market trends.

MGE and its representative recommend exchange-listed securities, securities traded over-the-counter, commercial paper, certificates of deposit, municipal securities, variable life insurance, variable annuities, mutual fund shares and United States government securities.

Item 9 Disciplinary Information

MGE and its related persons including management personnel have never been involved and are currently not party to any disciplinary action.

Item 10 Other Financial Industry Activities and Affiliations

Mark Gillam is a licensed real estate broker through the California Department of Real Estate. Mark Gillam maintains an affiliation with Transamerica Financial Advisors, a securities broker-dealer and federally registered investment advisor. As previously stated, Mr. Gillam refers clients to Lockwood Advisors, pursuant to which he charges a fee to provide certain services which Lockwood Advisors requests be undertaken by MGE. Each of these affiliations provides an economic incentive for Mr. Gillam to recommend these services to his clients. Mr. Gillam also maintains a life, health and accident (disability) insurance license that permits him to receive agent fees on the sale of life and disability insurance products. Mr. Gillam attempts to minimize this potential conflict of interest by providing full disclosure to his clients about the sources of his income prior to a client utilizing any of the aforementioned services.

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

MGE has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics establishes rules of business conduct for all employees of MGE and is designed, among other things, to maintain MGE's reputation for integrity and professionalism, govern personal securities trading activities in the accounts of those persons with access to client securities information and maintain the protection and security of confidential client information. The Code of Ethics also reaffirms MGE's established prohibition against securities trading while in possession of material, nonpublic information and/or improperly communicating that information to others. A copy of MGE's Code of Ethics is available upon request. Consultants doing business with MGE are required to sign a confidentiality agreement.

On occasion, Mark Gillam, CEO of MGE may purchase an Exchange Traded Fund ("ETF") for his personal account which he may also recommend for purchase by a client. MGE believes that these personal transactions can be completed without any appreciable impact on the markets of these securities.

Item 12 Brokerage Practices

MGE's President, Mr. Gillam establishes securities brokerage accounts at TFA at which Mr. Gillam is a registered representative and investment advisory representative. MGE informs all clients of Mr. Gillam's relationship with TFA prior to establishing an account. If the client directs MGE to maintain a securities account at a firm other than TFA, MGE will honor that request. Unless a client designates otherwise, all securities accounts will be maintained at TFA. MGE believes the charges and fees assessed, services and execution provided by TFA are competitive with other securities broker-dealers and are consistent with MGE's obligation to obtain "best execution" (as described below) for its clients. Mr. Gillam receives access to certain research provided by TFA that is used for the benefit of all clients. Clients are informed that there are securities execution services that can be obtained at a lower cost per transaction than is obtainable from TFA. All accounts at TFA and other broker-dealers, if applicable are maintained on a non-discretionary basis. Best execution takes into account the total cost of a transaction and several other factors, including the reliability and reputability of the executing broker-dealer, reporting services, promptness of execution and accuracy of verbal, written and electronic reporting of transactions, willingness to correct trade errors and the execution and operational capabilities of the clearing firm. MGE does not combine multiple orders (trade aggregation or block trading) of the same securities for its advisory clients as the incidence of such trading activity rarely, if ever, occurs. Thus it also does not have the need to allocate shares of such aggregated trades among its advisory clients. MGE does not engage in principal transactions (instances in which MGE is on one side of the transaction or the other for its own account) or

agency cross trading with its advisory clients (instances in which one MGE advisory client has a security sold to another MGE advisory client).

Item 13 Review of Accounts

All accounts are monitored several times a week and as frequently as daily when warranted by Mr. Gillam, President of MGE. Due to the frequency of review of the accounts under management, no triggering factors for additional review are set by MGE.

Mr. Gillam provides an overview of investment performance for each client as frequently as monthly. Some clients elect to receive a less frequent review. Mr. Gillam presents a transaction summary for each client showing the performance of each investment from inception through the current period at each meeting in which asset performance is discussed. This review is conducted at least quarterly with each client. Additional reports are prepared as may be requested by a client.

Item 14 Client Referrals and Other Compensation

Although transactions generating commissions are not generally recommended or purchased in a client's account when under contract with MGE to receive a percentage of a client's professional sports employment contract, Mr. Gillam will receive compensation through Transamerica Financial Advisors, Inc. for securities transactions, on a single-trade purchase/sale basis, entered on behalf of Registrant's clients through Transamerica Financial Advisors, Inc. Mr. Gillam also receives advisory fees for those clients of Registrant who have placed assets under management with Transamerica Financial Advisors, Inc. Accounts charging fees via assets under management do not apply to clients who are under contract with MGE to receive a percentage of their professional sports employment contract. Mr. Gillam also receives compensation in the form of agent's fees through the sale of life and disability insurance products to clients and maintains a real estate license with Century 21 Realty for which he may receive referral fees and/or commission in connection with MGE client requested services rendered by MGE.

Item 15 Custody

MGE's custodians (Transamerica Financial Advisors, Union Bank of California, and Lockwood Advisors) transmit statements no less frequently than quarterly to clients to the client's personal mailing address (non-MGE address). Certain clients have requested all mail from custodians be sent to MGE's address. For those clients listing MGE's address for monthly statements, MGE has arranged for the client to receive electronic delivery of their monthly account statements directly from the custodian. MGE will confirm, verbally and/or in writing no less than semi-annually, that the client is receiving electronic delivery of monthly statement notifications to the client's personal e-mail address.

MGE generates and sends a monthly statement to clients for custodied funds (primarily activity contained in bank statements) as a summary of transactions for all clients who participate in MGE's bookkeeping service. Such statements contain a cautionary statement urging the client to compare the account statements received from the custodian to those received from MGE.

Item 16 Investment Discretion

Not applicable.

Item 17 Voting Client Securities

MGE does not have authority to vote client securities. Clients have proxies mailed to their home address. In the instances whereby MGE is listed as record of address, client will receive proxies in a timely manner from MGE either by mail or hand delivered. Clients are encouraged to contact MGE with any questions concerning any investment-related mailings.

Item 18 Financial Information

Not applicable.

Item 19 Requirements for State-Registered Advisers / Supervised Persons

Not applicable.