

Firm Brochure (Part 2A of Form ADV)
March 19, 2012

AMP WEALTH MANAGEMENT

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This brochure provides information about the qualifications and business practices of AMP Wealth Management. If you have any questions about the contents of this brochure, please contact us at (414) 332-1011. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Registration of an adviser with the SEC does not imply a certain level of skill or training.

Additional information about AMP Wealth Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

This Item 2 discusses only specific material changes that have been made to the brochure and provides clients with a summary of such changes. Since the last annual update to our brochure dated March 31, 2011, the following material changes have been incorporated in the brochure:

- We have included our new fee schedule for new clients.
- We have added TD Ameritrade as a custodian.
- We have added Capital Synergy Partners and The Strategic Financial Alliance, Inc. as solicitors.

We will ensure that clients receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

A copy of the brochure may be requested, without charge, by contacting AMP Wealth Management at (414) 332-1011. Additional information about AMP is also available via the SEC's website at www.adviserinfo.sec.gov.

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Item 4 - Advisory Business

AMP Wealth Management (“AMP” or “we”), founded in 1994, provides investment advisory services to clients, including individuals, trusts, corporations and 401(k) plans. Dr. Jerome Mahalick is the chief executive officer and principal owner of AMP.

Services to Clients

Our *services* to clients (other than 401(k) plans) include:

- Educating our clients on current academic principles of asset management.
- Understanding our clients’ financial goals and objectives.
- Understanding clients’ time horizons and developing asset allocations and strategies for their portfolios.
- Helping clients develop an Investment Policy Statement (“IPS”). The IPS will summarize the overall investment strategy, key objectives, target asset allocation and permissible ranges, and any investment restrictions (concerning either certain securities or certain types of securities).
- Selecting, buying and selling shares of mutual funds, stocks, master limited partnerships, bonds, trust preferred stocks, and money market funds.
- Providing clients with performance reporting and evaluation of all investment securities in AMP *Quantfolios*.

Quantfolio Strategies

AMP *Quantfolios*, **Quantitative Portfolios**, provide our clients with three investment *strategy* choices, depending on our clients’ financial goals and risk tolerance.

1. **Rising Dividend Quantfolio:** The goal of the Rising Dividend Stock *Quantfolio* is to provide the following:
 - Value based approach;
 - A hedge against inflation;
 - Dividend income;
 - Dividend growth.

This investment is typically invested in approximately 30-35 stocks.

2. **Risk Based Quantfolios:** The goals of the Risk Based Mutual Fund *Quantfolios* are to provide the following:
 - Independent, objective mutual fund selection;
 - Active mutual fund management;
 - Asset class diversification;

- Adapt to market conditions.

The following Risk Based *Quantfolios* are invested in a diversified group of mutual funds:

- | | |
|---------------------------|-----------------------------|
| • Aggressive Growth | 100% Equity |
| • Growth | 80% Equity 20% Fixed Income |
| • Growth and Income | 70% Equity 30% Fixed Income |
| • Balanced | 60% Equity 40% Fixed Income |
| • Moderately Conservative | 50% Equity 50% Fixed Income |
| • 30/70 | 30% Equity 70% Fixed Income |
| • Conservative | 20% Equity 80% Fixed Income |
| • Fixed Income | 100% Fixed Income |

3. **Income Generating *Quantfolio*:** The goal of the Income Generating *Quantfolio* is to provide the following:

- Stable retirement income;
- Maintenance of principal;
- Diversification of dividends and interest.

This *Quantfolio* invests in fixed income mutual funds, investment grade bonds, trust preferred securities, master limited partnerships, CDs and money market funds.

All *Quantfolios* are actively managed and are reevaluated on a continual basis to ensure that their investments meet the criteria for which *Quantfolio* was selected.

Services to 401(k) plans

AMP provides investment services to qualified retirement plans. AMP offers the retirement plans all of the Risk Based *Quantfolios* (except the 30% equity/70% fixed income quantfolio and the 100% fixed income quantfolio) and a core lineup of mutual funds.

AMP provides services for the initial participant enrollment meeting, annual meetings with each employee (if requested), and on-going enrollment of new employees. Our representatives also advise individual plan participants on appropriate investment choices and any rollovers from any prior plans. AMP also includes periodic monitoring of the core funds.

Discretionary Services

AMP provides investment advisory services on a discretionary basis. We make all investment decisions for client accounts and, when we deem appropriate and without prior consultation with the client, buy, sell, exchange, convert and otherwise trade in mutual funds, stocks, bonds, other securities and other financial instruments, subject to any written guidelines and restrictions as the client may from time to time provide to us. From time to time, we may provide investment advisory services on a non-discretionary basis.

As of March 1, 2012, AMP managed approximately \$108.35 million in assets on a discretionary basis. As of such date, we did not manage any assets on a non-discretionary basis.

Item 5 - Fees and Compensation

Investment Management Fee Schedules for Accounts (Other than 401(k) plans)

Minimum Account Size

AMP imposes a minimum account size of \$500,000 for clients other than 401(k) plans. AMP may, in its discretion, accept clients that do not meet the minimum and charge additional quarterly fees to such clients. Accounts under \$500,000 may be subject to an additional fee of \$250 per quarter. This fee may be increased from time to time upon notice to the client.

Fee Schedules

Schedule #1 is the fee schedule for the Rising Dividend Quantfolio:

<u>Portfolio Asset Value</u>	<u>Annual Incremental Fee</u>
First \$1 million	1.20%
\$1 million to \$2 million	1.15%
\$2 million to \$3 million	1.10%
\$3 million to \$5 million	1.05%
Over \$5 million	1.00%

Schedule #2 is the fee schedule for the following AMP Risk Based Quantfolios:

100% Equity
80% Equity/20% Fixed Income
70% Equity/30% Fixed Income
60% Equity/40% Fixed Income
50% Equity/50% Fixed Income

<u>Portfolio Asset Value</u>	<u>Annual Incremental Fee</u>
First \$1 million	1.00%
\$1 million to \$2 million	0.85%
\$2 million to \$3 million	0.75%
\$3 million to \$5 million	0.65%
Over \$5 million	0.60%

Schedule #3 is the fee schedule for the Income Generating Quantfolio and the following AMP Risk Based Quantfolios:

30% Equity/70% Fixed Income
20% Equity/80% Fixed Income
100% Fixed Income

<u>Portfolio Asset Value</u>	<u>Annual Incremental Fee</u>
First \$1 million	0.80%
\$1 million to \$2 million	0.70%
\$2 million to \$3 million	0.60%
\$3 million to \$5 million	0.55%
Over \$5 million	0.50%

The fee schedules set forth above are the current fee schedules for the *Quantfolios*. Each *Quantfolio* has had other fee schedules in effect, which may reflect fees that are lower or higher, as the case may be, than those shown above. Therefore, some clients may pay different fees than those shown above. In addition, AMP reserves the right to negotiate fees.

Method of Payment

Our management fee is deducted quarterly in arrears from each individual client account. It is the client's responsibility to verify the accuracy of the fee calculation submitted to the custodian by us. Fees are generally billed at the completion of a calendar quarter for the full or partial period based upon assets under management at the end of the period. Fees are to be deducted within 30 days after the close of the quarter or partial period.

In certain instances, a client may elect to prepay fees. If such an election is made and services are terminated by either the client or us, the client will be eligible for a refund. To terminate services, written notice must be given prior to the date on which such termination is to become effective (the "Termination Date"). A client's refund will be calculated on a pro-rata basis based upon the Termination Date and the date through which payment has been remitted.

Other Fee Information

AMP's fees do not include brokerage commissions or custodial fees. For more information on these types of fees, see Item 12-*Brokerage Practices*, below. Moreover, clients whose assets are invested in mutual funds will pay both a direct management fee to AMP and the proportionate share of a fund's expenses, including the investment management fees to the fund's investment adviser. Please refer to the fund's prospectus for more information.

No commissions are paid to AMP or its employees for the sale of securities, including 12b-1 or service fees.

Investment Management Fee Schedules for 401(k) Plans

Minimum Account Size

AMP imposes a minimum account size of \$300,000 for 401(k) plans. AMP may, in its discretion, accept plans that do not meet the minimum and charge additional quarterly fees to such plans. Plans under \$300,000 are currently subject to an additional fee of \$250 per quarter. This fee may be increased from time to time upon notice to the plan.

Fee Schedule

The fees for 401(k) plans include 45 basis points of all assets plus the following annual incremental fee for the total fee indicated.

<u>Plan Asset Value</u>	<u>Annual Incremental Fee</u>	<u>Total Annual Fee</u>
First \$1 million	45 bp	90 bp
Exceeds \$1 million	42 bp	87 bp
Exceeds \$2 million	38 bp	83 bp
Exceeds \$3 million	35 bp	80 bp
Exceeds \$4 million	32 bp	77 bp
Exceeds \$5 million	29 bp	74 bp
Exceeds \$6 million	26 bp	71 bp
Exceeds \$7 million	23 bp	68 bp
Exceeds \$8 million	20 bp	65 bp
Exceeds \$9 million	17 bp	62 bp
Exceeds \$10 million	14 bp	59 bp
Exceeds \$11 million	10 bp	55 bp

AMP reserves the right to negotiate fees.

Method of Payment

Our management fee is deducted quarterly in arrears from each plan. It is the client's responsibility to verify the accuracy of the fee calculation submitted to the custodian by us. All fees are billed at the completion of a calendar quarter for the full or partial period based upon assets under management at the end of the period. Fees are to be deducted within 30 days after the close of the quarter or partial period.

Our investment management agreement can be terminated by either party on written notice.

Other Fee Information

AMP's fees do not include brokerage commissions or custodial fees. For more information on these types of fees, see Item 12-*Brokerage Practices*, below. Moreover, plans whose assets are invested in mutual funds will pay both a direct management fee to AMP and the proportionate share of a fund's expenses, including the investment management fees to the fund's investment adviser. Please refer to the fund's prospectus for more information.

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

AMP does not charge any performance-based fees, which are fees based on a share of capital gains or capital appreciation of client assets.

Item 7 - Types of Clients

AMP provides investment advisory services primarily to individuals, high net worth individuals, personal trusts, qualified retirement plans (including 401(k) plans), corporations, corporate trusts and other investment advisers.

AMP imposes a minimum account size of \$300,000 for 401(k) plans and \$500,000 for clients other than 401(k) plans. AMP may, in its discretion, accept plans and clients that do not meet the minimums and charge additional quarterly fees to such plans and clients as described under Item 5-*Fees and Compensation*, above.

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

The EcoMatrix® is the guiding light for our active management process. The EcoMatrix® is an analytical investment management tool used to evaluate market conditions. This process enables AMP to adjust its management strategies to maximize investment results in both bear and bull markets.

Our proprietary matrix provides insight into market conditions including economic data, stock market performance, and monetary policy. This information provides the means for us to modify our management strategies in an effort to minimize downside in a recessionary bear market and capture positive returns in a rising bull market.

Our management strategies include the Rising Dividend Stock *Quantfolio*, Risk Based *Quantfolios* and the Income Generating *Quantfolio*.

Rising Dividend Stock *Quantfolio*. The Rising Dividend Stock *Quantfolio* uses a value based approach with the goal to provide a hedge against inflation, dividend income and dividend growth.

Risk Based Mutual Fund *Quantfolios*. The goal of the Risk Based Mutual Fund *Quantfolios* is to provide independent, objective mutual fund selection, active mutual fund management, asset class diversification, and to adapt to market conditions.

Income Generating *Quantfolio*. The goal of the Income Generating *Quantfolio* is to provide stable retirement income, maintenance of principal, and diversification of dividends and interest.

Risk of Loss

Risk of loss is inherent in any investment in securities. Past performance does not guarantee future results, and there is no guarantee that investment objectives will be achieved. The account may be subject to the following risks:

Equity Securities Risk. Common stocks and other equity securities generally increase or decrease in value based on the earnings of a company and on general industry and market conditions. The value of a company's share price may decline as a result of decisions made by management, lower demand for the company's services or products or if the company's revenues

fall short of expectations. There are also risks associated with the stock market overall. The stock market may experience periods of turbulence and instability.

Fixed Income Securities Risk. Debt securities, such as notes and bonds, are subject to credit risk and interest rate risk. Credit risk is the possibility that an issuer of an instrument will be unable to make interest payments or repay principal when due. Changes in the financial strength of an issuer or changes in the credit rating of a security may affect its value. Interest rate risk is the risk that interest rates may increase, which tends to reduce the resale value of certain debt securities.

Foreign Investing Risk. Investments in foreign companies and markets carry a number of economic, financial, and political considerations that are not associated with the U.S. markets; this could unfavorably affect the account's performance. Among those risks are greater price volatility; weak supervision and regulation of securities exchanges, brokers and issuers; higher brokerage costs; fluctuations in foreign currency exchange rates and related conversion costs; adverse tax consequences; and settlement delays.

Government Securities Risk. U.S. Government securities are subject to interest rate and inflation risks. Not all U.S. Government securities are backed by the full faith and credit of the U.S. Government. Certain securities issued by agencies and instrumentalities of the U.S. Government are only insured or guaranteed by the issuing agency or instrumentality, which must rely on its own resources to repay the debt. As a result, there is risk that these entities will default on a financial obligation.

Management Risk. AMP and its portfolio managers will be delegated the authority to buy and sell securities on your behalf. The client must rely upon the managers' abilities and judgment and their investment abilities. There is no guarantee that the managers' investment techniques will be successful.

Master Limited Partnerships. Master limited partnerships ("MLPs") are businesses organized as limited partnerships which trade their proportionate shares of the partnership (units) on a public exchange. Generally speaking, MLP investment returns are enhanced during periods of declining or low interest rates and tend to be negatively influenced when interest rates are rising. In addition, most MLPs are fairly leveraged and typically carry a portion of a "floating" rate debt. As such, a significant upward swing in interest rates would also drive interest expense higher. Furthermore, most MLPs grow by acquisitions partly financed by debt, and higher interest rates could make it more difficult to make acquisitions.

Medium Capitalization Companies Risk. Medium capitalization companies tend to be more susceptible to adverse business or economic events than large capitalization companies, and there is a risk that the securities of medium capitalization companies may have limited liquidity and greater price volatility than securities of large capitalization companies.

Municipal Securities Risk. Municipal securities are subject to various risks based on factors such as economic and regulatory developments, changes or proposed changes in the federal and state tax structure, deregulation, court rulings and other factors. Repayment of municipal securities depends on the ability of the issuer or project backing such securities to generate taxes or

revenues. There is a risk that the interest on an otherwise tax-exempt municipal security may be subject to federal income tax.

Mutual Funds Risk. Mutual funds are subject to investment advisory, transactional, operating and other expenses. Each mutual fund is subject to specific risks, depending on its investments. The value of mutual funds' investments and the net asset value of the funds' shares will fluctuate in response to changes in market and economic conditions, as well as the financial condition and prospects of companies and other investments in which the funds invest. The performance of each fund will depend on whether the fund's investment adviser is successful in pursuing the fund's investment strategy.

Non-Diversification Risk. Non-diversified portfolios (a portfolio invested in a limited number of securities) may be more susceptible to adverse changes in the value of a particular security than a diversified portfolio would be.

Preferred Stock Risk. Preferred stock is a class of a capital stock that typically pays dividends at a specified rate. Preferred stock is generally senior to common stock, but subordinate to debt securities, with respect to the payment of dividends and on liquidation of the issuer. The market value of preferred stock generally decreases when interest rates rise (interest rate risk) and is also affected by the issuer's ability to make payments on the preferred stock (credit risk).

Small Capitalization Companies Risk. Small capitalization companies typically have relatively lower revenues, limited product lines and lack of management depth, and may have a smaller share of the market for their products or services, than large and medium capitalization companies. There is a risk that the securities of small capitalization companies may have limited liquidity and greater price volatility than securities of large and medium capitalization companies, which can negatively affect AMP's ability to sell these securities at quoted market prices. Finally, there are periods when investing in small capitalization company stocks falls out of favor with investors and these may underperform.

Item 9 - Disciplinary Information

There have been no legal or disciplinary events involving AMP or any of our employees involving investments or investment-related activities or that are otherwise material to a client's evaluation of our advisory business or the integrity of our management.

Item 10 - Other Financial Industry Activities and Affiliations

AMP is an independent investment adviser and is not affiliated with any other financial services firms.

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

AMP maintains a code of ethics (the "Code") that requires employees to adhere to the highest standards of business conduct. The Code, which addresses our policies relating to compliance with laws and regulations, conflicts of interest, confidentiality, client gifts and entertainment,

personal trading and reporting, and insider trading, is intended to assist employees in carrying out their duties as fiduciaries to clients. A copy of our Code is available upon request.

AMP also requires its professional employees to adhere to the Investment Management Consultants Association (IMCA) Code of Professional Responsibility. The IMCA Code requires each professional investment management consultant to:

- Serve the financial interests of clients. Each professional shall always place the financial interests of the client first. All recommendations to clients and decisions on behalf of clients shall be solely in the interest of providing the highest value and benefit to the client.
- Disclose fully to clients our services provided and compensation received. All financial relationships, direct or indirect, between consultants and investment managers, plan officials, beneficiaries, sponsors or any other potential conflicts of interest shall be fully disclosed on a timely basis.
- Provide to clients all information related to the investment decision making process as well as other information they may need to make informed decisions based on realistic expectations. All client inquiries shall be answered promptly, completely, and truthfully.
- Maintain the confidentiality of all information entrusted by the client, to the fullest extent permitted by law.
- Comply fully with all statutory and regulatory requirements affecting the delivery of consulting services to clients.
- Endeavor to establish and maintain excellence personally and among colleagues in all aspects of investment management consulting and all aspects of financial services to clients.
- Support and participate in the activities of the Investment Management Consultants Association to enhance the investment management consulting profession.
- Maintain the highest standard of personal and professional conduct.

Subject to the Code, our employees may invest in the same securities that are recommended to clients, including when securities are periodically added to a retirement plan or for rebalancing of asset allocation. However, AMP gives preference to clients over employees and related persons. Employees may not enter an order for a personal securities transaction that anticipates (i.e., front runs) or competes with a client order. In addition, employees may not benefit personally or trade for their own accounts on the basis of material non-public information.

Item 12 - Brokerage Practices

The Custodians and Brokers We Use

As discussed in Item 15-*Custody*, we do not maintain custody of the assets that we manage and advise. Your assets must be maintained in an account at a qualified custodian, generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc.

(“Schwab”) or TD Ameritrade, Inc. (“TD Ameritrade”) as the qualified custodian. Schwab and TD Ameritrade are registered broker-dealers.

We are independently owned and operated and are not affiliated with Schwab or TD Ameritrade. Schwab or TD Ameritrade will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab or TD Ameritrade as a custodian/broker, you are welcome to select another organization to serve in that role. We do not require you to use a particular broker-dealer. Regardless of which custodian you select, you will open your account by entering into an account agreement directly with the custodian. While we do not open the account for you, we may assist you in doing so.

Further, even though your account is maintained at Schwab, TD Ameritrade or another custodian of your choice, we can still use other brokers to execute trades for your account.

How We Select Custodians/Brokers

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for your account);
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Quality of services;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices;
- Reputation, financial strength, and stability;
- Prior service to us and our other clients; and
- Availability of other products and services that benefit us.

Your Brokerage and Custody Costs at Schwab

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab’s commission rates applicable to our client accounts were negotiated with us and Schwab, and due to that fact, the fees you pay are lower than they would be otherwise. Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account whenever possible. We

have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “*How We Select Brokers/Custodians*”).

Products and Services Available to Us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and you with access to its institutional brokerage services— trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts; while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as AMP clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services.

Schwab Services That Benefit You

Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some of which we might not otherwise have access to or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Schwab Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients’ accounts; and
- Assist with back-office functions, recordkeeping, and client reporting.

Schwab Services That Generally Benefit Only Us

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

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as AMP clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. Further, as of March 1, 2012, we have approximately \$108.35 million in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

TD Ameritrade

AMP participates in the TD Ameritrade Institutional program. TD Ameritrade offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. AMP receives some benefits from TD Ameritrade through its participation in the program.

Under the TD Ameritrade's Institutional program, AMP may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between AMP's participation in the program and the investment advice it gives to clients, although it receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing and practice management products or services provided to AMP or its related persons by third party vendors. Some of the products and services made available by TD Ameritrade through the program may benefit AMP but may not benefit its client accounts. These products or services assist AMP in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help AMP manage and further develop its business enterprise. Additionally, AMP

may receive discounts, through the participation in this program, on compliance, marketing, technology and practice management products or services provided by third party vendors. These benefits do not depend on the amount of brokerage transactions directed to TD Ameritrade. The receipt of such economic benefits creates a potential conflict of interest; however, AMP endeavors at all times to put the interests of its clients first, in fulfillment of its fiduciary responsibilities.

Directed Brokerage

Not all advisers recommend their clients direct brokerage. Due to the reasons discussed above, however, we recommend that our retail clients (all clients other than qualified retirement plans) direct transactions to Schwab or TD Ameritrade. Should you wish to direct your brokerage to another organization, you are permitted to do so. However, you should be aware that this may prevent us from achieving the most favorable execution of your transaction. You may pay higher brokerage commissions as we may not be able to aggregate orders to reduce transaction costs and you may receive less favorable prices from the organization, depending on their fee schedule.

Trade Aggregation and Order Allocation

While AMP makes investment decisions for each of its client accounts on an individual basis, AMP may determine on occasion that the purchase or sale of a security is in the best interests of more than one client account. In such cases, AMP will aggregate or bunch orders for the purchase or sale of the same security where AMP deems this to be appropriate, in the best interests of clients and consistent with applicable regulatory requirements. When AMP bunches orders, it will generally allocate trades on a pro-rata basis across all accounts for which the purchase or sale is suitable and, with respect to purchases, for which the account has available funds. Each participating client account will participate in the bunched order at the average share price for the order on the same business day. Transaction costs generally will be shared pro-rata based on each client's participation in the bunched order. However, there may be occasions when clients may pay disparate transaction costs due to minimum charges per account imposed by either the broker effecting the transaction or the client's custodian.

With respect to "hot issues," unless AMP receives an allocation which is large enough to distribute on a pro-rata basis, AMP will distribute such shares to client accounts on a sequential basis (i.e., accounts which receive a hot issue allocation will become the last eligible to receive the next hot issue allocation).

In addition, under certain circumstances, such as the rebalancing of client accounts, AMP may recommend both the purchase and the sale of a security for separate advisory accounts on the same day. In the event that more than one account simultaneously purchases or sells the same security, the transaction will be averaged as to price and allocated as to amount, as well as to expense incurred in the transaction, in accordance with arrangements equitable to each account. The simultaneous purchase or sale of the same securities by client accounts may have detrimental effects on accounts, as such purchases or sales may affect the price paid or received by the accounts or the size of the position obtainable by an account.

Trade Errors

As a fiduciary, AMP has the responsibility to effect trade orders correctly, promptly and in the best interests of our clients. In the event any error occurs in the handling of any client transactions, our policy is that clients are made whole. If we cause a trade error to occur in a client account that results in a loss, we will reimburse the client. Any gain related to the error will generally remain in the client's account.

Item 13 - Review of Accounts

AMP's investment management team, which includes our chief executive officer, Jerome Mahalick, and our portfolio managers, Gregory Mahalick and Wayne Hansen, regularly review client accounts. As discussed in Item 4-*Advisory Business*, all clients will develop, in conjunction with AMP, objectives and guidelines to meet their particular needs. Each account will be reviewed in light of those objectives and guidelines on at least a quarterly basis, and more frequently, if circumstances warrant. Items that would dictate a more frequent review would include, among others, changing economic and market conditions, changing fundamental outlook for industries and companies, the objectives and guidelines for each client portfolio, the shift in asset mix caused by market price change, addition or withdrawal of capital by the client and other factors, either related to the securities owned or the client objectives that cannot be readily identified in advance, such as an "act of God." In addition to the quarterly review of accounts, an annual in-person review will be scheduled between AMP and the client.

Each account will receive a quarterly report. Each account will also have an annual account review meeting with AMP to discuss the accounts. Quarterly reports will generally contain the following:

- Summary of asset allocation;
- Market value at the beginning of the reporting period;
- Withdrawals from account;
- Additions to the account;
- Market value at the end of the reporting period;
- Performance at the end of the reporting period;
- Performance measurement since inception; and
- Investment management fees.

At our annual review meeting, we will discuss performance over the last 12 months and the objectives for the account in the future.

Item 14 - Client Referrals and Other Compensation

Other than the soft dollar benefits disclosed in Item 12 above, AMP does not receive commissions or other economic benefits from a non-client in connection with providing advice to clients.

AMP may compensate persons who solicit clients for the investment advisory services provided by us. Any such referral arrangements and payments will be made in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and any applicable state securities laws. We currently have solicitation agreements with the following registered investment advisers: Capital Synergy Partners (CSP), JEM Financial Services, Inc. (JEM), and The Strategic Financial Alliance, Inc. The solicitors receive a portion of our advisory fee revenue from each referred client as disclosed in the solicitor's written disclosure document. No additional fees or amounts are charged to any client in addition to our advisory fees as a result of a solicitation agreement. We may enter into additional referral arrangements from time to time.

Item 15 - Custody

AMP does not act as custodian for any client accounts; however, we may be deemed to have custody to the extent that we may deduct advisory fees from a client's account. All clients must appoint a qualified custodian, such as a broker-dealer, bank or trust company, to have possession of the assets of the account, to settle transactions for the account and to accept instructions from us regarding the assets in the account. All clients receive quarterly account statements directly from the custodian. You should carefully review those statements promptly when you receive them. *We also urge you to compare the custodian's account statements to the periodic account statements you will receive from us.*

Item 16 - Investment Discretion

AMP generally has discretionary authority to purchase and sell securities for client accounts by virtue of a limited power of attorney executed by the client as part of the investment advisory agreement. Our discretionary authority may be subject to investment limitations and restrictions imposed by the client and provided to us in writing. From time to time, we may manage client accounts on a non-discretionary basis.

Item 17 - Voting Client Securities

Unless directed in writing by the client, AMP will vote all proxies on securities managed by AMP on behalf of the client. Clients that wish to vote proxies in a particular manner must retain proxy voting authority. AMP has adopted a "Statement on Proxy Voting Policies and Voting Procedures" (the "Proxy Voting Policy") designed to ensure that AMP votes proxies in the best interests of its clients. The Proxy Voting Policy addresses how AMP generally intends to vote proxies (or what factors it will take into consideration) when voting on particular types of issues, such as mergers and acquisitions, management incentives and social issues. When there is a conflict of interest, or the appearance of a conflict of interest, between AMP's interests and those of its clients, AMP will vote with management on those issues on which brokerage firms are allowed to vote without customer approval under New York Stock Exchange rules. On other issues, AMP will advise its clients of the conflict and vote as the client directs or, in the absence of direction from a client, abstain. Upon request to AMP, a client may obtain a copy of the Proxy Voting Policy and information on how the client's securities were voted. AMP does not vote on unmanaged assets.

Item 18 - Financial Information

AMP does not have any financial condition that would impair our ability to meet contractual commitments to clients. A balance sheet is not required to be provided because we do not require prepayment of more than \$1,200 in fees per client, six months or more in advance.

Item 19 - Additional Information

Class Action Policy

AMP generally will not act for clients in any legal proceedings, including bankruptcies or class actions, involving securities either held or previously held in accounts or the issuers of such securities. Although AMP will not provide legal advice, from time to time it may provide clients with its views on these matters if so requested by the client. The custodian is generally responsible for transmitting information regarding legal proceedings and submitting a proof of claim on behalf of the client.