

Capital Advantage, Inc.

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March 31, 2012

Item 1 – Cover Page

This Brochure provides information about the qualifications and business practices of Capital Advantage, Inc. If you have any questions about the contents of this Brochure, please contact us at 925.299.1500 or info@capitaladvantage.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.

Capital Advantage, Inc. is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

Item 2 – Material Changes

The following discussion of material changes to this brochure includes only material changes made since the last annual brochure update submitted on *March 31, 2011*.

Material Changes:

None.

Capital Advantage, Inc. encourages all current and prospective clients to review this brochure in its entirety.

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

Our Brochure may be requested by contacting Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 or info@capitaladvantage.com. Our Brochure is also available on our web site www.capitaladvantage.com, also free of charge.

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

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Item 4 – Advisory Business

Capital Advantage, Inc., a California corporation, is an SEC registered Investment Adviser, initially registered in September, 1998. Capital Advantage, Inc. offers a combination of advisory services, broadly described as Investment Management Services and Financial Planning Services, as more fully described below.

John S. Hayman is the principal and sole owner of Capital Advantage, Inc.

Capital Advantage, Inc. offers two types of investment advisory services:

(a) Investment Management Services

Capital Advantage, Inc. provides discretionary management of your assets. Through personal discussions with you, we establish your financial goals and objectives based on your unique circumstances. We help you develop your personal investment strategy based upon your financial goals, investment objectives and risk tolerance, and manage your portfolio on the basis of the agreed upon strategy. When we select the investments for your portfolio, we are guided by your specifications which may include capital appreciation, growth, income, growth and income or some other variation.

You may impose reasonable restrictions on investing in certain securities or types of securities. Capital Advantage, Inc. requires that such restrictions be included in a written (hard copy or electronic) authority statement (generally as part of your Investment Management Contract with us and as amended from time to time). You may change/amend these restrictions as desired with such amendments submitted in writing (hard copy or electronic).

Item 5, "Fees and Compensation" provides additional information regarding how and when management fees are assessed.

(b) Financial Planning Services

Capital Advantage, Inc. also provides Financial Planning advice. We gather required information through in-depth personal interviews with you. We may ask you about your current financial status, future goals, and attitudes towards risk. We carefully review any appropriate documentation that you provide. In general, financial planning discussions may address any or all of the following areas that may be of concern to you:

1. Personal: Budgeting, personal liability, estate information, marital status changes, and financial goals.
2. Education: Education IRAs, financial aid, state savings plans, grants and general assistance in preparing to meet your dependents continuing educational needs.
3. Investment Tax and Cash Flow: Income tax planning and spending analysis. For example, we may illustrate the impact of various investments on your current income tax and future tax liability.
4. Death and Disability: Cash needs at death, income needs of surviving dependents, inheritance and estate planning, and disability income analysis.
5. Retirement: Analysis of current strategies and investment plans to help you achieve your retirement goals.
6. Investment: Analysis, allocation and planning of investment selections, and their effect on your portfolio.

Financial Planning Services are provided for a flat fee ranging from \$1,000 to \$10,000. This fee may be waived by Capital Advantage, Inc. and is negotiable. This rate is negotiated based on the scope and complexity of the plan to be provided. A deposit of 50%, up to \$500, is required to begin the Financial Planning process. Final payment is due within two weeks of receipt of services rendered. Interest will accrue daily after the two week period at the maximum legal rate of interest on any unpaid balances. Ongoing financial planning services are provided on an hourly basis at a rate of \$400 per hour. You may terminate the Financial Planning Agreement at any time. Fees will be charged upon receipt of a written termination letter. Any remaining deposit will be immediately refunded.

If you choose to implement the recommendations discussed in the financial planning consultation, we highly recommend that you also work closely with your attorney, accountant, and/or insurance agent. Implementation of financial planning recommendations is entirely at your discretion. Capital Advantage, Inc. financial planning recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. All recommendations are of a generic nature.

(c) Total Client Assets under Management

As of March 19, 2012, the calculated amount of client assets managed by Capital Advantage, Inc. was \$355,694,013.16 on a discretionary basis. Capital Advantage, Inc. does not manage assets on a non-discretionary basis.

Item 5 – Fees and Compensation

All fees are subject to negotiation.

The specific manner in which fees are charged by Capital Advantage, Inc. is established in a written agreement between you and Capital Advantage, Inc. Capital Advantage, Inc. offers investment advisory services for a percentage of assets under management, hourly charges, and fixed fees.

Capital Advantage, Inc. generally bills its fees within one month of the end of each calendar quarter, payable in arrears. Unless otherwise arranged, we directly debit fees from your accounts. Management fees are based on the total value of your accounts, including accrued interest, and are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated during a calendar quarter will be charged a prorated fee, and for accounts that are terminated, the fee will be pro-rated to the date of termination. You have the right to terminate the agreement without penalty within five business days after entering into the agreement.

Capital Advantage, Inc. believes its fees are competitive; however, lower fees for comparable services may be available from other sources. Our fees for investment management services commonly range between 0.45% and 1.5% annually (0.1125% to 0.375% quarterly) on the balance of your assets under management. Capital Advantage, Inc. has minimum account fees for investment management services ranging from \$250 to \$1,250 per quarter. The minimum fee may be waived. Criteria commonly used to adjust the fee schedule and/or minimum fee are:

1. Date of acquisition
2. Additional services requested
3. Account investment objective
4. Prospective additional business
5. Amount of assets under management

For some corporations, Capital Advantage, Inc. offers financial planning and investment management services to executives for an annual fee of \$8,000 per executive. This fee is billed on a pro-rated basis at the end of each quarter.

Capital Advantage, Inc.'s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which are incurred by our clients. You may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Capital Advantage, Inc. primarily implements your investment strategy by investing in no-load mutual funds. Mutual funds and exchange traded funds charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Capital Advantage, Inc.'s fee, and Capital Advantage, Inc. and its supervised persons do not receive any portion of these commissions, fees, and costs, and do not receive compensation from the sale of any securities or investment products.

You could invest in a mutual fund directly, without the services of Capital Advantage, Inc. In that case, you would not receive the services provided by Capital Advantage, Inc. which are designed, among other things, to assist you in determining which mutual fund or funds are most appropriate for your individual financial situation and investment strategy.

Capital Advantage, Inc. has set its rates to take into consideration these additional charges - if any. However, Capital Advantage, Inc. recommends that you review the fees charged by the funds, custodians and broker dealers and the fees charged by Capital Advantage, Inc. to fully understand the total amount of fees to be paid by you and to evaluate the advisory services being provided.

Item 12, "Brokerage Practices" further describes the factors that Capital Advantage, Inc. considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (i.e. commissions).

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

Registered investment advisers are required to disclose all material facts regarding performance based fees and the simultaneous management of accounts that may have alternative fee arrangements.

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

Furthermore, we have procedures designed and implemented to ensure that all of our clients are treated fairly and equally, and to help prevent conflicts from influencing the allocation of investment opportunities among our clients.

Item 7 – Types of Clients

Capital Advantage, Inc. offers its advisory services to individuals, high net worth individuals, pension and profit-sharing plans, charitable organizations and corporations or other business entities.

Participation in advisory services requires a minimum portfolio size of \$500,000. The minimum portfolio size of \$500,000 may be waived for our clients based on individual client circumstances. Additionally, certain related accounts may be aggregated for the purpose of achieving the minimum account size.

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

Capital Advantage, Inc. frequently reviews several indicators to ascertain when and if these indicators support the purchase or sale of specific types of investments for our client portfolios. Some of the indicators that we may use in our decision making process include investor sentiment, money supply, consumer confidence, consumption and distribution, inventories and orders, housing and inflation, employment, yield curve/ interest rates, monetary policy, and political factors, among others.

We use a variety of methods to evaluate the overall financial market, market sectors, mutual funds and other various types of securities. Depending upon the type of investment, we will utilize a combination of fundamental and technical analysis. Fundamental analysis involves analyzing real data, including overall economic and company-specific information available to determine the value of a particular investment. Technical analysis involves analyzing statistics provided by market activity such as past prices and volume to identify patterns that can be used to predict future activity. In performing these analyses, we complete our own internal research and analysis, consult company annual reports and other regulatory filings, review financial newspapers and periodicals, as well as receive research and analysis from third parties such as Charles Schwab & Co., Inc., Morningstar and ValueLine.

Capital Advantage, Inc. invests primarily in no-load mutual funds, but your portfolio may also include individual equities, individual corporate and municipal bonds, CDs and other investment products, if appropriate. You will retain ownership of all securities. Capital Advantage, Inc. allocates assets among various investments taking into account your overall investment strategy.

All securities investments carry risk, including the risk that an investor may lose a part or all of his or her initial investment. Risk refers to the uncertainty that the actual return the investor realizes could differ from the expected return. Risks may be systematic, referring to factors that affect the returns on all comparable investments and that affect the market as a whole. Systematic risks include market risk, interest rate risk, reinvestment rate risk, purchasing power risk and exchange

rate risk. Unsystematic risks depend on factors that are unique to the specific investment security. These risks include business risk and financial risk.

Some of the general risks associated with parts of our investment strategy include:

1. **Short-Term Purchases:** On occasion, and generally only for tax management purposes, we may determine to buy or sell securities in your account and hold them for less than one year. Some of the risks associated with short-term trading that could affect investment performance are increased commissions and transaction costs to your account and increased tax obligations on the gains in a security's value.
2. **Fixed Income and Bond Pricing:** Fixed income investing involves credit risk, interest rate risk (when interest rates rise, bond/fund prices generally fall), and inflation or reinvestment risks. Below-investment-grade ("junk") bonds are more at risk of default than other bond investments and are subject to liquidity risk. The price of bonds depends in part on the current rate of interest. Rising interest rates decrease the current price of bonds because current purchasers require a competitive yield. As such, decreasing interest rates increase the current value of bonds with associated decrease in bond yield. We may decide to exchange to a lower or higher duration bond or to another asset class due to interest rate risk that could affect investment performance.
3. **Inflation:** Inflation is the loss of purchasing power through a general rise in prices. If an investment portfolio is designed for current income with a real rate of return of 4% and inflation were to rise to 5% or higher, the account would result in a loss of purchasing power and create a negative real rate of return.
4. **Price Fluctuation:** Security prices do fluctuate (except for cash or cash equivalents) and you must accept the risk associated with fluctuations, or change to a more appropriate investment objective in alignment with your risk tolerance. Investing in securities involves risk of loss that you should be prepared to bear.
5. **Reinvestment of Dividends:** An investor can choose to reinvest interest, dividends and capital gains to accumulate wealth. This is an appropriate strategy for a portfolio designed for capital growth. However, the reinvested earnings could result in a lower or a higher rate than was initially earned.
6. **Mutual Funds with Foreign Asset Holdings:** Any investments in mutual funds that make foreign investments entail special risks (such as currency fluctuations and political factors) and may have higher expenses and volatility. Investments in emerging and developing markets may be especially volatile. You will bear more risk and may earn a substantially higher return or a substantially lower return.
7. **Short Sale Trading:** Short sale trading, or "shorting, involves a great amount of risk and is not advocated by Capital Advantage, Inc., nor is it a part of our investment strategy. In rare instances, short selling may be used as directed by our clients to achieve specific goals.
8. **Margin Trading:** Capital Advantage, Inc. does not advocate leverage as a part of its investment strategy. In rare cases, and generally only for short term financing considerations, you may elect to assume a margin balance on your investment account. Your account custodian may require a percentage of assets under management to be pledged as collateral for the margin amount. You risk that in a falling market, the pledged collateral will be insufficient to cover a margin call by your account custodian. Consequently, all margin decisions are left to our clients.
9. **Option Trading:** Option securities are complex derivatives of equity securities that incorporate certain leverage characteristics and as such carry an increased risk of investment loss. Option trading is not advocated by Capital Advantage, Inc., nor is a part of our investment strategy.

Should you choose to follow high-risk strategies, you may incur significant losses - as much as all of the assets you have invested in this manner. Capital Advantage, Inc. strongly recommends that you diversify your investments and not commit all of your assets to high risk investment strategies.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Capital Advantage, Inc. or the integrity of Capital Advantage, Inc.'s

management. Capital Advantage, Inc. has no information applicable to this Item, as no disciplinary history exists for Capital Advantage, Inc. and/or its associated persons.

Item 10 – Other Financial Industry Activities and Affiliations

Registered investment advisers are required to disclose all material facts regarding other financial industry activities and affiliations that could be material to your evaluation of Capital Advantage, Inc. and Capital Advantage, Inc.'s management.

John Hayman, President of Capital Advantage, Inc. is also the President of e401k, a company which provides low cost solutions for 401k plan setup and administration. Clients of e401k may also be clients of Capital Advantage, Inc.

Item 11 – Code of Ethics

Capital Advantage, Inc. has adopted a Code of Ethics for all its supervised persons describing its high standard of business conduct and fiduciary duty to its clients and compliance with applicable securities laws. Our Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Capital Advantage, Inc. must acknowledge the terms of the Code of Ethics annually, or as amended.

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

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

Capital Advantage, Inc.'s clients or prospective clients may request a copy of our Code of Ethics by contacting Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 or info@capitaladvantage.com.

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

Item 12 – Brokerage Practices

(a) The Custodian and Brokers We Use

Capital Advantage, Inc. does not maintain custody of your assets that we manage; although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker dealer or bank.

Capital Advantage, Inc. requires that you use Charles Schwab & Company, Inc. (Schwab), a registered broker-dealer, member SIPC, or Fidelity Investments (Fidelity), also a registered broker-dealer, member SIPC, as your qualified custodian. Capital Advantage, Inc. is independently owned and operated and is not affiliated with Schwab or Fidelity. Your qualified custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so. While we require that you use either Schwab or Fidelity as your custodian/broker, you will decide whether to do so and will open your account with Schwab or Fidelity by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Schwab or Fidelity, then we will not manage your account.

(b) How We Select Brokers/Custodians

Capital Advantage, Inc. seeks to use 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. You should note that, while Capital Advantage, Inc. has a reasonable belief that both Schwab and Fidelity are able to obtain best execution and competitive prices, we will not be independently seeking best execution price capability through other broker dealers and this may cost you more money. Instead, we consider a wide range of factors, including, among others, the following:

1. Reputation, financial strength and stability
2. Quality of services provided; prior service experiences with us and our clients
3. Trade error resolution of the securities to be bought or sold for your account
4. Capability to execute, clear and settle trades (buy and sell securities for your account)
5. Availability of investment research and tools that assist us in making investment decisions
6. Competitiveness of the price of services (commission rates, etc.) and willingness to negotiate them
7. Breadth of investment products available (stocks, bonds, mutual funds, exchange traded funds, etc.)
8. Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.)
9. Combination of transaction execution and asset custody services (generally without a separate fee for custody)
10. Availability of products and services that benefit us (see “Products and Services Available to Us from Schwab”)

(c) Your Brokerage and Custody Costs

For our clients’ accounts that Schwab or Fidelity maintains, Schwab and Fidelity generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your account. In addition to commissions, Schwab and Fidelity charge you a flat dollar 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 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 either Schwab or Fidelity execute most trades for your account. We have determined that having Schwab or Fidelity 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”).

(d) 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 our clients with access to its institutional brokerage-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 our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. The following is a more detailed description of Schwab’s support services:

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 to which we might not otherwise have access 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.

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:

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

Services that Generally Benefit Only Us:

Schwab also offers other services intended to help manage and further develop our business enterprise, including:

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

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

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 our 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 require 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.

Item 13 – Review of Accounts

(a) Investment Management Services:

Your accounts are reviewed by one or more of the investment adviser representatives/portfolio managers employed by Capital Advantage, Inc., including John Hayman (President), Donna Zinman (Executive Vice President/Senior Financial Advisor), Sylvia Hack (Senior Financial Advisor), Richard McNamara (Mutual Fund Analyst/Portfolio Manager), Colin Taylor (Investment Analyst), Catherine Norris (Senior Service Advisor), and/or Dawnalizabeth Henke (Chief Compliance Officer). While the underlying securities within your accounts are continuously monitored, each of your accounts is reviewed at least once annually. More frequent reviews of your accounts may be triggered by material changes in variables such as your individual circumstances, deposit and withdrawal activity, market highs and lows, investment objective changes, economic factors, interest rates, political changes, and other variables.

(b) Financial Planning Services:

Financial plans, updates and special analysis work is prepared or reviewed by one or more of the investment adviser representatives/portfolio managers employed by Capital Advantage, Inc. While reviews may occur at different stages depending on the nature and terms of the specific engagement of Capital Advantage, Inc., financial plans are typically updated as fundamental factors arise and at your complete discretion.

(c) Reports:

In addition to the monthly statements and confirmations of transactions that you receive from your custodian, Capital Advantage, Inc. will provide written and/or electronic quarterly reports summarizing account performance, balances and holdings. We urge you to compare the written reports prepared and provided by Capital Advantage, Inc. to those reports you receive directly from your custodian. In addition, if you elected to have your advisory fees debited directly from your account, we urge you to compare and review the calculation and fee paid to Capital Advantage, Inc. against valuations included in your custodial statements. Item 15 - Custody - further describes additional types and frequency of reports available.

Item 14 – *Client Referrals and Other Compensation*

Capital Advantage, Inc. may offer to work with certain marketing representatives from time to time. These individuals are always met with first, or have been known professionally by Capital Advantage, Inc. for long periods of time. The reason for working with any such individual is exclusively related to developing new accounts or clients. These marketing agents are not authorized in any event to become involved in Capital Advantage, Inc.'s management services offered the client herein represented by this application. We do not offer a finders' fee to these agents or a continuing percentage of our fees as an inducement for these agents to develop new business for us. In addition to screening these outside agents for matters of reputation and background, we require that these agents must present any potential new client a full and complete copy of our Form ADV. Also, Capital Advantage, Inc. requires that the agent disclose in writing to the potential client any such fee or continuing fee the marketing agent will or has received as a result of his involvement. As a further precaution, we will also disclose to any such new business or client introduced to this firm by this screened agent, the relationship he has maintained with the agent, including how much he is compensated for the introduction, as well as a full and complete copy of our Form ADV.

Capital Advantage, Inc. may also gain certain referrals and marketing benefits from registered securities salesmen with brokerage firms. In this instance, Capital Advantage, Inc. may attempt to place most of the new accounts securities transactions with this broker, provided the execution, timing, commission cost, service, and safety offered meet Capital Advantage, Inc.'s standards outlined with this registration. In each instance here as well, we require disclosure to the client of his Registration Form ADV and any fees paid for this outside marketing.

Capital Advantage, Inc. receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through our participation in the Schwab Advisor Network ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent and unaffiliated with Capital Advantage, Inc. Schwab does not supervise Capital Advantage, Inc. and has no responsibility for our management of client portfolios or our other advice or services. Through this program, we compensate Schwab a percentage of our firm's management fees for those clients referred by Schwab's Financial Consultants. Such referred clients are not charged more than our standard fee schedule, and referred clients sign specific investor acknowledgment forms regarding the details of the referral relationship. Our participation in the Service may raise potential conflicts as described in Item 12, "Brokerage Practices".

Item 15 – Custody

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct your custodian to deduct our advisory fees directly from your account. Your custodian maintains actual custody of your assets. You will receive account statements from the custodian that holds and maintains your investment assets at least quarterly. These statements will be sent to the email address or postal mailing address that you have provided to your custodian. Capital Advantage, Inc. urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you, including the calculation of our advisory fee if directly debited, as discussed in Item 13 above. Capital Advantage, Inc.'s statements may vary from custodian statements based on

accounting procedures, reporting dates, or valuation methodologies of certain securities or dates of recognition of dividend and/or interest payments.

Item 16 – Investment Discretion

Capital Advantage, Inc. usually receives discretionary authority from our clients at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objective for the particular client account. When selecting securities and determining amounts, Capital Advantage, Inc. observes the investment objectives, limitations and restrictions of the clients for which we advise. Prior to exercising discretionary authority for client accounts, our clients are required to execute a written limited power of attorney authorizing the broker dealer/custodian to execute trades initiated by Capital Advantage, Inc. For registered investment companies, our authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

You may impose reasonable restrictions on investing in certain securities or types of securities. Capital Advantage, Inc. requires that such restrictions be included in a written (hard copy or electronic) authority statement (generally as part of your Investment Management Contract with us and as amended from time to time). You may change/amend these restrictions as desired with such amendments submitted in writing (hard copy or electronic).

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, Capital Advantage, Inc. does not have any authority to and does not vote proxies on behalf of advisory clients. Our clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. Capital Advantage, Inc. may, however, provide advice to our clients regarding their voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Capital Advantage, Inc.'s financial condition. Capital Advantage, Inc. has no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients, and has not been the subject of a bankruptcy proceeding.

John S. Hayman

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

925.299.1500

www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about John Hayman that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

John Hayman, born 1957, received a B.A. in Environmental Science from the University of California, Berkeley (Berkeley, CA) in 1981 and earned his Certified Financial Planner designation in 1986.

Business Background

06/98-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, President
04/01-Present	e401K, Inc., Lafayette, CA Retirement Plan Services, President
01/85-07/99	Capital Advantage, Lafayette, CA Investment Advisor, Owner
01/85-07/93	Capital Advantage Insurance Services Insurance, General Agent

Business Background (Continued)

03/87-05/92	Planners Independent Management, Oakland, CA Securities, Registered Principal
02/81-03/87	Associated Planners Securities Corporation, Oakland, CA Securities, Registered Representative

Professional Designations

Certified Financial Planner (CFP®) – 1986

The CFP® designation is issued by the Certified Financial Planner Board of Standards, Inc. In order to receive a CFP® designation, the candidate must have a bachelor's degree or higher from an accredited college or university and have 3 years of full-time personal financial planning experience. In addition, the candidate must complete a CFP® board-registered program or hold one of the following: CPA, ChFC, Chartered Life Underwriter (CLU), CFA, Ph.D. in business or economics, Doctor of Business Administration or attorney's license. Once the designation is earned, the CFP® must complete 30 hours of continuing education every 2 years.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

John Hayman, President of Capital Advantage, Inc. is also the President of e401k, a company which provides low cost solutions for 401k plan setup and administration. Clients of e401k may also be clients of Capital Advantage, Inc.

Item 5- Additional Compensation

John Hayman does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Donna L. Zinman

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

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www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about Donna Zinman that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Donna Zinman, born 1962, received a B.S. in Business Administration from San Francisco State University (San Francisco, CA) in 1986, a M.B.A. from Golden Gate University (San Francisco, CA) in 1995, and a Certificate in Personal Financial Planning from University of California, Berkeley (Berkeley, CA) in 2003. Donna Zinman earned her Chartered Retirement Planning Counselor designation in 2011.

Business Background

01/11-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Executive Vice President
01/05-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Senior Financial Advisor
12/96-01/05	Charles Schwab & Co., Inc., San Francisco, CA Broker/Dealer, Financial Consultant

Business Background (Continued)

10/91-12/96	Charles Schwab & Co., Inc., San Francisco, CA Broker/Dealer, Human Resources Specialist
02/89-08/90	Wells Fargo Bank, San Francisco, CA Financial Services, Bank Officer

Professional Designations

Chartered Retirement Planning Counselor (CRPC®) – 2011

The CRPC® designation is issued by the College for Financial Planning. In order to receive a CRPC® designation, the candidate must complete an online instructor led or self-study course. Once the designation is earned, the CRPC® must complete 16 hours of continuing education every 2 years.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Donna Zinman is not involved in any other business activities.

Item 5- Additional Compensation

Donna Zinman does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Dawnalizabeth Henke

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

925.299.1500

www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about Dawnalizabeth Henke that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299-1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Dawnalizabeth Henke, born 1980, received a B.A. in History from California State University, East Bay (Hayward, CA) in 2004, a M.S. in Financial Analysis and Investment Management from Saint Mary's College of California (Moraga, CA) in 2007, and a M.B.A. from Saint Mary's College of California (Moraga, CA) in 2009.

Business Background

09/10-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Chief Operating Officer
08/06-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Chief Compliance Officer
03/98-07/06	Catalyst Financial Planning & Investment Management, Inc. Oakland, CA, Investment Advisor, Financial Analyst

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Dawnalizabeth Henke is not involved in any other business activities.

Item 5- Additional Compensation

Dawnalizabeth Henke does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Sylvia Hack

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

925.299.1500

www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about Sylvia Hack that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Sylvia Hack, born 1969, received a B.A. in International Economics from the University of California, Davis (Davis, CA) in 1993, a B.A. in German Literature from the University of California, Davis (Davis, CA) in 1993 and a M.B.A. from Thunderbird, The American Graduate School of International Management (Glendale, AZ) in 2000.

Business Background

6/11-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Senior Financial Advisor
08/05-08/10	Charles Schwab Bank, San Ramon, CA Financial Services, Senior Financial Advisor
04/03-08/10	Charles Schwab & Co., Inc., San Ramon, CA Broker/Dealer, Senior Regional Bond Specialist

Business Background (Continued)

08/00-09/02 Dresdner Kleinwort Wasserstein, New York, NY
Broker/Dealer, Associate – Global Markets

Professional Designations

Certified Financial Planner (CFP®) – 2011

The CFP® designation is issued by the Certified Financial Planner Board of Standards, Inc. In order to receive a CFP® designation, the candidate must have a bachelor's degree or higher from an accredited college or university and have 3 years of full-time personal financial planning experience. In addition, the candidate must complete a CFP® board-registered program or hold one of the following: CPA, ChFC, Chartered Life Underwriter (CLU), CFA, Ph.D. in business or economics, Doctor of Business Administration or attorney's license. Once the designation is earned, the CFP® must complete 30 hours of continuing education every 2 years.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Sylvia Hack is not involved in any other business activities.

Item 5- Additional Compensation

Sylvia Hack does not receive any economic benefit from any non-client for providing advisory services.

Item 6 – Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Rick McNamara

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

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March 31, 2012

This Brochure Supplement provides information about Rick McNamara that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Richard T. McNamara, born 1946, received a B.A. in Psychology from California State University, Chico (Chico, CA) in 1970. Rick McNamara earned his Chartered Mutual Fund Counselor designation in 2004.

Business Background

09/02-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Portfolio Manager
06/99-08/02	Charles Schwab & Co., Inc., Walnut Creek, CA Broker/Dealer, Investment Specialist
12/97-06/99	Franklin/Templeton Distributors, Inc., San Mateo, CA Mutual Fund, Information Team Leader

Professional Designations

Chartered Mutual Fund Counselor (CMFC®) – 2004

The CMFC® designation is issued by the College for Financial Planning. In order to receive a CMFC® designation, the candidate must complete a self-study course. Once the designation is earned, the CMFC® must complete 16 hours of continuing education every 2 years.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Rick McNamara is not involved in any other business activities.

Item 5- Additional Compensation

Rick McNamara does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Colin Taylor

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

925.299.1500

www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about Colin Taylor that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Colin Taylor, born 1979, received a B.A. in Economics and Business from The Colorado College (Colorado Springs, CO) in 2001. Colin Taylor is a Chartered Financial Analyst (CFA) Level II Candidate.

Business Background

05/11-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Investment Analyst
07/06-05/11	Catalyst Financial Planning & Investment Management, Corp., Oakland, CA, Investment Advisor, Director of Operations
11/03-07/06	Advent Software, Inc., San Francisco, CA Information Technology, Product Manager

Business Background (Continued)

07/02-11/03	Techfi Corporation, Denver, CO Information Technology, Senior Data Analyst
07/01-07/02	Prima Capital Holding Corp., Denver, CO Financial Services, Mutual Fund Analyst

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Colin Taylor is not involved in any other business activities.

Item 5- Additional Compensation

Colin Taylor does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.

Catherine E. Norris

Capital Advantage, Inc.

3708 Mount Diablo Boulevard, Suite 200

Lafayette, California 94549

925.299.1500

www.capitaladvantage.com

March 31, 2012

This Brochure Supplement provides information about Catherine Norris that supplements the Capital Advantage, Inc. Brochure. You should have received a copy of that Brochure. Please contact Dawnalizabeth Henke, Chief Compliance Officer, at 925.299.1500 if you did not receive Capital Advantage, Inc.'s Brochure or if you have any questions about the contents of this supplement.

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

Item 2- Educational Background and Business Experience

Catherine Norris, born 1957, has no formal education after high school.

Business Background

07/08-Present	Capital Advantage, Inc., Lafayette, CA Investment Advisor, Service Advisor
10/03-06/08	Mosaic Investments, San Francisco, CA Investment Advisor, Operations Manager
07/90-09/03	Pacific Equity Management, Oakland, CA Investment Advisor, Office Manager

Professional Designations

Registered Paraplanner (RP®) – 2011

The Registered Paraplanner designation is issued by the College for Financial Planning. In order to receive a RP® designation, the candidate must complete a course of study encompassing the financial planning process, the five disciplines of financial planning and general financial planning concepts, terminology and product categories. Individuals also complete a three-month long internship. Additionally, individuals must pass an end-of-course examination that tests their ability to synthesize complex concepts and apply theoretical concepts to real-life situations. Once the designation is earned, the RP® must complete 16 hours of continuing education every 2 years.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

No Capital Advantage, Inc. supervised employee has ever, nor is currently, involved in any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. Therefore, no information is applicable to this Item.

Item 4- Other Business Activities

Catherine Norris is not involved in any other business activities.

Item 5- Additional Compensation

Catherine Norris does not receive any economic benefit from any non-client for providing advisory services.

Item 6 - Supervision

Dawnalizabeth Henke, Chief Compliance Officer, supervises the activities of the supervised persons.