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This brochure provides information about the qualifications and business practices of Watts Gwilliam & Co., LLC. If you have any questions about the contents of this brochure, please contact us at 888-324-8998 or email jeff@wattsgwilliam.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Watts Gwilliam & Co. also is available on the SEC's website at: www.adviserinfo.sec.gov.

NOTE: While Watts Gwilliam may refer to itself as a "registered investment advisor" or "RIA", Clients should be aware that registration itself does not imply any level or skill or training.

MATERIAL CHANGES

The following material changes are included in this brochure:

- Ted Lewis has been removed as a supervised member of the firm and is no longer employed as an investment advisor rep with Watts Gwilliam & Co.
- Jeffrey Watts has added a non-affiliated business practice as a loan originator.
- Members of Watts Gwilliam & Co. are no longer General Partners of WGC Management. Their roles with this entity have been updated.

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ADVISORY BUSINESS

Watts Gwilliam & Company LLC was established in May of 2004. The founding members include Jeffrey Stephen Watts, D. Bradford Gwilliam and David Bruce Watts. As of March 2012, the firm has total assets under management of \$164,000,000. Of these assets, approximately \$158,000,000 are managed on a discretionary basis.

The principle business of Watts Gwilliam & Co., LLC, consists of furnishing “investment supervisory services” to clients. This activity includes the providing of ongoing advice concerning investment of monies consistent with each client’s circumstances, objectives, and preferences. Our investment management process includes an assessment of each client’s individual needs, goals, risk appetite, time horizon, restrictions and account holdings. We attempt to structure each client’s investment allocation in the context of these considerations.

On certain occasions, we advise clients on matters not directly involving securities. This general guidance, commonly considered Financial Planning, may include advice related to issues such as retirement, education, and estate planning. Often, the results of this planning is used to better advise the client on issues related to the investment supervisory services discussed previously.

In addition to the services discussed above, we may be hired as a “sub-advisor” on other investment platforms. In these situations, advisors unaffiliated with Watts Gwilliam & Co. outsource the investment supervisory services of certain clients to our firm. Details of these arrangements are further discussed in the section entitled Other Financial Industry Activities and Affiliations.

The advisor does not issue periodicals about securities by subscription, issue special reports about securities, or issue any charts, graphs, formulas, or other devices which clients may use to evaluate securities on their own.

FEES AND COMPENSATION

Watts Gwilliam & Co. offers its services for a fee based on a percentage of assets under management. At times, the advisor may instead propose a fixed fee. Fees paid by the client are disclosed on the signed client agreement.

Table 1 presents the fee schedule for investment accounts managed by Watts Gwilliam & Co.. Fees are generally not negotiable, though we reserve the right to negotiate for unusually large accounts or based on other circumstances (range and extent of services, etc.). Fixed fees for financial planning services are based on the complexity of the planning and agreed to by the client in advance. We project our fixed fees to range from \$500 to \$3,500 for the initial plan development. Update sessions and follow up work may require separate arrangements. At times, the advisor may decide to waive these fees, or, apply fees paid for financial planning services toward the client’s annual assets under management fees. In addition to the asset based fees included in Table 1, additional costs set forth by the account custodian may apply. For example, some custodians charge transaction fees to purchase and sell. These transaction fees, or ticket charges, will vary based on the type of security being traded. We minimize these costs by using

non-transaction cost investments as much as possible. Our low-turnover investment philosophy also tends to limit transactions and favor investments with low imbedded fees.

Table 1: Watts Gwilliam & Co. Fee Schedule

<u>Assets Under Management</u>	<u>Annual Fee</u>
<\$500,000	1.25%
\$500,000-\$999,999	1.00%
\$1,000,000-\$1,999,999	0.85%
>\$2,000,000	Negotiable

Minimum Annual Fee

Rather than impose arbitrary asset minimums, we have established a minimum annual household fee of \$2,500. This account minimum may have the effect of making our services impractical for certain accounts. Watts Gwilliam & Co. may decide to waive this minimum based upon certain criteria such as anticipated future earning capacity, anticipated future additional assets, related accounts, account composition, pro bono activity, etc.

Billing Process

Watts Gwilliam & Co. bills client accounts for a given quarter on the first business day of that quarter by applying one-fourth of the applicable annual fee to the closing market value on the just-concluded quarter's last trading day. An account billed on the first business day of January, for example, applies one-fourth of the appropriate household rate to the account's market value on the last trading day of December. Accounts are billed on the first business day of January, April, July and October. Market value is determined by the account custodian and is reported on client statements. In certain situations, such as illiquid private placement investments, the custodian may not report a value. In this case, the amount will be determined as the value on the books and records of the issuer of the investment. This amount may be higher or lower than the market value if that investment were to be sold. Client fees are debited from the account to which the fee applies. However, where permissible, the client may elect to have their fee debited from a specific account they designate. For example, the client may elect to have fees charged to an Individual Retirement Account (IRA) debited from their taxable account.

When an account is first placed under Watts Gwilliam & Co.'s management, billing begins on the first business day of the account being managed. In this case, fees are calculated on a daily, pro-rata basis, based on the number of days remaining in the quarter. The fee is applied to the initial value of the account on the first day of Watts Gwilliam & Co.'s management.

If an account is fully removed from Watts Gwilliam & Co.'s management during a billing quarter, the already-billed quarterly fee is pro-rated as specified in the client agreement and the difference between the assessed fee and the pro-rated fee is refunded promptly to the client. Clients may close accounts without penalty on the last day of any month, upon written notification of Watts Gwilliam & Co.

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Watts Gwilliam & Company does not charge performance-based fees on accounts held and managed through our institutional custodians. However, members of the firm may, from time to time, be involved in the management of private placement investments simultaneous to managing client assets as described in the section Advisory Business (above). These private investment may include performance based fees. There may be times when certain of our clients choose to participate in these private investments. In these cases, the members of the firm may receive additional compensation through performance fees based on the success of the investment. This may present a conflict of interest. Details of these offerings are outlined in the investment's disclosure documents.

Currently, members of the firm are members of the management company for the Real Estate Growth & Income Fund, LLC. This fund, although closed to new investors, does offer a performance-based fee. See the section on Other Business Activities for more information.

TYPES OF CLIENTS

Watts Gwilliam & Co. provides investment advisory services to individuals, participants in pension and profit sharing plans, trusts, estates, charitable organizations, and corporate or business entities.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Types of Securities

Watts Gwilliam & Co. provides investment advice on the following types of securities: Equity securities (exchange listed, over-the-counter, and foreign-issuer securities), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, United State government securities, option contracts on securities, intangible futures contracts and interests in partnerships. We also invest in mutual fund shares, exchange traded index funds (ETF), exchanged traded notes (ETN) and structured investments.

Investing in securities involves risk of loss

Despite all due care, investment decisions made for our client accounts are subject to various market, currency, economic, political and business risks, and those investment decisions will not always be profitable.

Investment Strategies

When managing client portfolios, Watts Gwilliam & Co. generally places an emphasis on strategic asset allocation. As such, investments are generally done with a long-term time horizon. This helps minimize both taxes and trading expenses. In certain situations, such as clients with large, single stock positions, Watts Gwilliam & Co. manages a covered call options strategy through its Income Producing Option Model (IPOM). IPOM can be used on both concentrated stock and equity index positions. The model seeks to provide investors appreciation to an upper target price (as selected by the investor) with a simultaneous income stream generated through the option premium. Investors in IPOM are provided with additional education and disclosure documents (see below).

From time to time, and where suitable to client circumstances and preferences, we may use short sales, margin transaction and short-term trading strategies.

Income Producing Option Model (IPOM)

Our firm manages money for many investors with concentrated stock positions. While we do not assist clients in establishing these positions, we may be hired to assist the client in diversifying. Watts Gwilliam & Co. does not exercise discretion on the liquidation of these kinds of positions. Instead, we work with clients to establish a structured exit strategy. Client's with such positions may utilize the firms Income Producing Option Model (IPOM).

IPOM seeks to provide income through the receipt of option premiums, while providing the client appreciation in the underlying stock, or index, to an upper price target. In most cases, the client chooses the upper price target. While investing in IPOM, clients typically continue to hold the underlying stock position and thus maintain the downside risk in the stock. If the stock position losses value, the client's return is the loss in stock price less the returns of IPOM. The underlying stock may also appreciate above the clients target price. In this case, the client may not fully participate in the appreciation above the target. Choosing price targets should be done with consideration of both the potential results of IPOM and the potential opportunity costs if the stock were to rise above the price targets. Clients who use IPOM without owning the underlying stock (naked options) are subject to additional risks. These risks are disclosed on the IPOM application, and further discussed on the IPOM Proxy Disclosure. These risks should be carefully considered prior to investing.

Methods of Analysis

Watts Gwilliam & Co. uses a combination of charting, technical and fundamental methods to assess risks and opportunities in the equity markets.

Throughout the investment process, we review numerous sources of information such as financial newspapers and magazines, research materials prepared by others, annual reports, prospectuses and filings with the Securities and Exchange Commission, rating services and company press releases.

INVESTMENT DISCRETION

Watts Gwilliam & Co. generally manages assets on a fully discretionary basis. This is done only at the client's written request. This means that we are able to direct transactions to buy, or sell, securities in client accounts without first approving the transaction with the client. In these instances, we implement an investment program that is considered prudent, appropriate, and suitable to the nature of the account and our understanding of the client's general characteristics. You may elect to limit this discretion. For example, you may request that we contact you prior to trading a specified security, or may impose restrictions on the types of securities used. Limitations are listed on the client agreement.

The ability to exercise discretion and trade client accounts is limited to trading authority. Watts Gwilliam & Co. is not authorized to move money outside of accounts registered to the client.

DISCIPLINARY INFORMATION

Watts Gwilliam & Company has no disciplinary events.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain of Watts Gwilliam & Co.'s associated persons are also licensed insurance agents. Within this capacity, they may recommend the purchase of insurance products, such as life insurance and index annuities. These advisors may be compensated by the insurance company for selling insurance. This does present a potential conflict of interest and all such transactions are done with proper disclosures.

Jeffrey Watts, a principal of the firm, in his individual capacity, is also a loan originator with ENG Lending, the Bank of England. Jeff's role with ENG is limited. He offers consulting to one or more ENG loan originators and provides financial funding for marketing in exchange for loan origination fees. Currently, our clients are not referred to ENG for mortgage services and there are no conflicts of interest resulting from this business activity.

Some Members of Watts Gwilliam & Co. are also members of WGC Management, LLC. This entity serves as the manager of the Real Estate Growth & Income Fund, LLC (RGI). RGI seeks to generate income and capital appreciation by investing in residential real estate. Some of the funds investors are also clients of Watts Gwilliam & Co., LLC. The fund is closed to new investors. David Watts, Brad Gwilliam, and Jeffrey Watts advise on the strategic direction of the fund and are responsible for servicing the clients. Financial transactions associated with the fund are done by Jerry Coleman, a non-member of Watts Gwilliam & Co. and supervised by an independent bookkeeper. David, Brad and Jeffrey oversee and inspect all financial transactions but are not given financial authority to move money or complete financial transactions.

CODE OF ETHICS

Watts Gwilliam & Co. has a duty of utmost good faith to act solely in the best interests of each of our clients. Our clients entrust us with their funds, which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying our Code of Ethics, and represents the expected basis of all of our dealings with our clients. Our written code of ethics includes standards of conduct, protection of material, non-public information, and personal conduct. A copy of our code of ethics is available upon request.

Client Related Securities

From time to time, our officers, and other employees, may invest alongside the firm's clients. This is done to both align the interests of the firm personnel and firm clients and as an expression of confidence in our portfolio management efforts. It is also acknowledged that we perform investment management for clients with varying investment goals and risk profiles. As such, the investment advice may differ between clients and investments made by the company's officers. When a decision is made to purchase, or sell, a security, priority will always be given to the client's orders before those of a related or associated person to the advisor.

Financial Interest in Recommendations

Currently members of Watts Gwilliam & Co. are also members of WGC Management, LLC, the manager of a private placement real estate fund. Based on the success of the fund, those members may receive a portion of the profits as compensation. Recommending this investment therefore represents a conflict of interest. However, the investment is currently closed to new investors.

BROKERAGE PRACTICES

Watts Gwilliam & Co. uses Fidelity Investments, T.D. Ameritrade and Charles Schwab as its custodians for private client assets. The firm has chosen these custodians on the basis of reasonable, straightforward commission structure, integrity, and financial stability. As a function of using the services of these custodians for its private clients' assets, the firm enjoys access to certain research reports to which we might not otherwise have access. The availability of these reports is in no way a function of the number or type of trades the firm executes on behalf of its clients. Watts Gwilliam & Co. receives no cash benefits or equipment from the custodians.

In addition to the custodians listed above, Watts Gwilliam & Co. may, from time to time, utilize other custodians for transactions not available through Fidelity, T.D. or Schwab. Such cases are generally not applicable to most of the firm's clients. However, when such cases arise, only custodians that are widely recognized for their financial size and strength are used.

Order Aggregation

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may choose to aggregate such orders to obtain best execution or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day.

REVIEW OF ACCOUNTS

A member of our investment committee and/or the advisor who oversees the particular account reviews individual accounts on an ongoing basis. This process is facilitated by the fact that we run model portfolios, not unique accounts for each household. While some client portfolios are created, and managed, outside our investment models, using models creates efficiency in overseeing client assets. Certain clients may impose restrictions on their holdings. In cases of such restrictions, we work carefully to align the portfolio as closely as possible to our models. Accounts are monitored on a portfolio management system that provides current and comprehensive information concerning account performance, asset allocation (both globally across all household accounts and on accounts individually), and the progress of individual positions in the portfolio.

Account reviews are a routine firm function and monitored through practice management software. Reviews can also be triggered, or intensified, by unexpected performance, shifting market conditions, or changing client preferences or circumstances. In both routine and unusual circumstances, the central purpose of the review process is to ensure that the firm's clients understand both what and how their accounts are doing. An additional purpose is to reaffirm that the client's investment mix remains suitable for their changing needs.

Clients receive monthly statements for each of their investment accounts. The production of these statements is generally outsourced to the account custodian. Upon request, clients may receive more detailed reports through the firm's portfolio management software, and may access account information using our custodian's Internet resources. We advise clients to compare custodian statements with any separate adviser statements.

Watts Gwilliam & Co. typically meets with clients in person on a quarterly or semiannual basis. Some clients may desire more, or less, frequent meetings. During these meetings, client accounts are thoroughly reviewed and any changes in the client's needs and goals are discussed. These meetings are also used to update the client's other investment and financial planning needs. While scheduling client meetings in advance is preferred, clients may visit the office at any time. In addition to these written or formal methods, the firm communicates regularly with its clients through email and telephone.

CLIENT REFERRALS AND OTHER COMPENSATION

Separate Accounts and Solicitor Agreements

Watts Gwilliam & Co. may be hired as a “sub-advisor” on other investment platforms. In these situations, advisors unaffiliated with our firm outsource the investment supervisory services of certain clients to Watts Gwilliam & Co. This can be done through a “solicitor agreement” in which case the referring advisor is paid a referral fee. Details of a solicitor agreement are found on a solicitor disclosure document signed by the client prior to Watts Gwilliam & Co. managing the assets. Solicitors can include other investment advisers, accounting firms and law firms. Using Watts Gwilliam & Co. as a sub-advisor can also be done through a signed tri-party agreement. The tri-party agreement outlines the details of the relationship, including the responsibility of the Manager (Watts Gwilliam), the Advisor (referring advisor) and the Client.

CUSTODY

We do not have custody of client funds.

PROXY VOTING

We do not complete or participate in proxy voting for clients.

EDUCATION & BUSINESS STANDARDS

Watts Gwilliam & Co. requires any officer or employee who determines or gives investment advice to clients to demonstrate clear command of the firm’s investment discipline, its principles and implementation, and its suitability for clients. Watts Gwilliam & Co. takes its fiduciary responsibility very seriously, and ensures, to the maximum possible extent, that its professionals meet high standards of financial sophistication as evidenced by education and/or experience. Employees are also expected to follow the company’s written ethical standards and company statement of values.

EDUCATION AND BUSINESS BACKGROUND OF FOUNDING MEMBERS

Jeffrey S. Watts, Founding Member

Born 1973

Education:

Brigham Young University; BS Business Finance

Employment

Watts Gwilliam & Company; May 2004-present

Merrill Lynch Pierce Fenner & Smith; May 1998-May 2004

D. Bradford Gwilliam, Founding Member

Born 1974

Education:

Arizona State University; BS Business Finance

Employment

Watts Gwilliam & Company; May 2004-present

Merrill Lynch Pierce Fenner & Smith; May 1999-May 2004

Pilgrim Securities; September 1998-May 1999

Bank of America Investments; January 1996-September 1998

David B. Watts, Founding Member

Born 1973

Education:

Brigham Young University; BS Business Finance

Employment

Watts Gwilliam & Company; May 2004-present

Merrill Lynch Pierce Fenner & Smith; December 1997-May 2004

BROCHURE SUPPLEMENT-SUPERVISED PERSONS

Jeffrey S. Watts, Founding Member

Education:

Brigham Young University; BS Business Finance

Employment

Watts Gwilliam & Co.; May 2004-present

Merrill Lynch Pierce Fenner & Smith; May 1998-May 2004

Other Business Activities: Member of WGC LLC, the Managing Member of the Real Estate Growth & Income Fund. Licensed life insurance agent. Loan Originator, ENG Lending/Bank of England

Outside Compensation: Minimal compensation earned through the sale of life insurance products and as loan originator.

Disciplinary History: None

D. Bradford Gwilliam, Founding Member

Education:

Arizona State University; BS Business Finance

Employment

Watts Gwilliam & Co.; May 2004-present

Merrill Lynch Pierce Fenner & Smith; May 1999-May 2004

Pilgrim Securities; September 1998-May 1999

Bank of America Investments; January 1996-September 1998

Other Business Activities: Member of WGC LLC, the Managing Member of the Real Estate Growth & Income Fund. Licensed life insurance agent.

Outside Compensation: Minimal compensation earned through the sale of life insurance products.

Disciplinary History: None

David B. Watts, Founding Member

Education:

Brigham Young University; BS Business Finance

Employment

Watts Gwilliam & Co.; May 2004-present

Merrill Lynch Pierce Fenner & Smith; December 1997-May 2004

Other Business Activities: Member of WGC LLC, the Managing Member of the Real Estate Growth & Income Fund. Licensed life insurance agent.

Outside Compensation: Minimal compensation earned through the sale of life insurance products.

Disciplinary History: None

Mark Vest

Education:

Arizona State University, MBA

University of Arizona: Bachelor's Degree

Employment

Watts Gwilliam & Co., 12/2007-Present

Call Realty-Realtor; 01/2005-12/2009

Bauerfeind-Director of Western Sales: 08/2001-04/2005

Conmed-Area Director-Western Area; 06/1980-08/2001

Other Business Activities: None

Outside Compensation: None

Disciplinary History: None

Jeffrey Fryer

Education:

Arizona State University, BS-Business Finance

Employment

Watts Gwilliam & Co.; 12/2008-Present

Charles Schwab & Co.-Senior Relationship Specialist; 08/1999-12/2008

Other Business Activities: None

Outside Compensation: None

Disciplinary History: None

Supervision

We oversee all advisors personal security trades and correspondence. For further information, please contact Jeffrey Watts at 480-889-8998.