

Part 2B of Form ADV: *Brochure Supplement*

Michael Lee Dalton
Athena K. Stone

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This brochure supplement provides information about the individual(s) listed above that supplements the Attentive Investment Managers, Inc. brochure. You should have received a copy of that brochure. Please contact Athena Stone if you did not receive Attentive Investment Managers, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the individual(s) listed above is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Michael Dalton is 2558327, and the CRD number for Athena Stone is 5267346.

Item 2 Educational, Background and Business Experience

Full Legal Name: Michael Lee Dalton **Born:** 1946

Education

- Humphrey's College; BS, Accounting; 1968
- College of Financial Planning; MS, Retirement Planning; 2000

Business Experience

- Attentive Investment Managers, Inc.; President; from September 2004 to current
- Michael L. Dalton CPA, Inc.; President; from January 2005 to current
- Michael L. Dalton CPA; Owner; from November 2004 to January 2005
- Dalton & Lagorio CPA's ; Partner; from January 1986 to November 2004
- Michael L. Dalton, CPA, CFP; Sole Proprietor; from January 1975 to December 1985

Designations

Michael Lee Dalton has earned the following designation(s) and is in good standing with the granting authority:

- Certified Public Accountant; 1971
- Certified Financial Planner; Certified Financial Planner Board of Standards, Inc.; 1989

CPA: Designees are to have earned a Bachelor's Degree including 24 semester units in accounting related subjects and 24 semester units in business related subjects, Pass the Uniform CPA Exam demonstrating their knowledge and competence in accounting processes and regulations, have two years of general accounting experience supervised by a CPA with an active license and Passing the Ethic Course. Once certified the CPA must maintain a minimum of 80 hours of continuing education every two years..

CFP: Designees are to have passed a comprehensive two-day, 10-hour CFP Certification Examination that tests their ability to apply financial planning knowledge in an integrated format, have three years minimum experience in the financial planning process, and agree to abide by a strict code of professional conduct, known as CFP Board's Code of Ethics and Professional Responsibility. Once Certified the CFP is required to maintain technical competence and fulfill ethical obligations and every two years must complete a minimum of 30 hours of continuing education.

Item 3 Disciplinary Information

Michael Lee Dalton has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

1. Michael Lee Dalton is not engaged in any other investment-related activities.
2. Michael Lee Dalton does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

1. Michael Lee Dalton is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

Item 5 Additional Compensation

Michael Lee Dalton does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Athena K. Stone, CCO, is responsible for all supervision and monitoring of investment advice offered to clients by Michael Lee Dalton. She can be reached at 209-235-5200. Mrs. Stone reviews employee personal securities transactions on a quarterly basis, oversees all material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

Item 7 Requirements for State-Registered Advisers

Michael Lee Dalton has never been the subject of a bankruptcy petition nor has he ever been involved in any of the following events:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.

Item 2 Educational, Background and Business Experience

Full Legal Name: Athena K. Stone **Born:** 1979

Education

- University of North Carolina Pembroke ; 2000
- Delta Community College ; 2005
- College for Financial Planning; 2010
- Currently attending Brandman University

Business Experience

- Attentive Investment Managers, Inc.; Chief Compliance Officer; from July 2003 to current
- Frontier Adjusters; Claims Adjustor/Appraiser, Office Administrator; from November 2001 to June 2003

Designations

Athena K. Stone has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Retirement Planning CounselorSM; College for Financial Planning; December 2010

CRPC: Individuals who hold the CRPC designation have completed a course of study encompassing pre- and post- retirement needs, asset management, estate planning and the entire retirement planning process using models and techniques from real client situations. 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. All designees have agreed to adhere to Standards of Professional Conduct and are subject to a disciplinary process. Designees renew their designation every two-years by completing 16 hours of continuing education, reaffirming adherence to the Standards of Professional Conduct and complying with self-disclosure requirements.

Item 3 Disciplinary Information

Athena K. Stone has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

- Athena K. Stone is not engaged in any other investment-related activities.
- Athena K. Stone does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

- Athena K Stone is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

Item 5 Additional Compensation

Athena K. Stone does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Michael L. Dalton, President, is responsible for all supervision and monitoring of investment advice offered to clients by Athena K. Stone. He can be reached at 209-235-5200. Mr. Dalton reviews employee personal securities transactions on a quarterly basis, oversees all material investment policy changes, and conducts periodic testing to ensure that client objectives and mandates are being met.

Item 7 Requirements for State-Registered Advisers

Athena K. Stone has never been the subject of a bankruptcy petition nor has she ever been involved in any of the following events:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.