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Allied Beacon Wealth Management

Boulders III Suite 605
1100 Boulders Parkway
Richmond, Virginia 23225
804-521-7615

This wrap fee program brochure provides information about the qualifications and business practices of Allied Beacon Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 804-521-7615 or hmartin@alliedbeacon.net. 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 Allied Beacon Wealth Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Allied Beacon Wealth Management LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or by any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, Allied Beacon Wealth Management will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

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Item 4 Services, Fees and Compensation

Advisor Background

Allied Beacon Wealth Management, LLC (ABWM) is a Virginia based investment advisor registered with the Securities and Exchange Commission (SEC).. We opened for business as CBS Advisors, LLC in September 2005. In February 2011, we changed our name to Allied Beacon Wealth Management, LLC. Allied Beacon Wealth Management is associated through common ownership with Allied Beacon Partners, Inc. (ABP), a Florida based broker/dealer. Allied Beacon Wealth Management, LLC and Allied Beacon Partners, Inc. are wholly owned by Beacon Acquisition Partners, Inc. a Toronto based public corporation listed on the Canadian National Exchange.

Allied Beacon Wealth Management, LLC (ABWM) uses the services of Envestnet Asset Management, Inc. (Envestnet) as its sole provider for wrap fee services. Envestnet is an SEC registered investment advisory firm headquartered in Chicago, IL. A copy of Envestnet's Form ADV part 2 will be provided to all clients of ABWM who use the wrap fee services.

Services:

Through Envestnet, ABWM offers the services listed below. For all programs, clients directly own the underlying securities, mutual funds, or Exchange Traded Funds(ETF's). For each type of account listed, please see Envestnet's ADV part 2.

Separately Managed Accounts (SMA)

The managed account solution provides individual investors with access to over 100 leading investment managers. With a separately managed account, the investor has direct ownership of the securities in the account. Envestnet performs initial and ongoing due diligence on each manager.

SMA accounts may utilize the services of one or more investment managers
Clients may also select individual funds through the SMA program.

Unified Managed Accounts (UMA)

The Unified Managed Account enables the client and / or the Investment Advisor Representative (IAR) to construct a single portfolio by selecting the specific underlying investment vehicle and asset allocations. The UMA combines the investment expertise of various asset managers, ETFs mutual funds and selected securities into a single portfolio and custodial account. This investment strategy delivers the benefits of a traditional separately managed account in a single diversified portfolio and the freedom to choose between solutions available to suit investor needs. All transactions are effected by Envestnet. Envestnet also rebalances the portfolio. Envestnet performs initial and ongoing due diligence on each manager, fund and ETF.

Multi Manager Account (MMA)

The Multi Manager Account offers the client a single portfolio created and managed by Envestnet that accesses multiple asset managers and funds representing various asset classes. Envestnet performs initial and ongoing due diligence on each manager, fund and ETF.

Advisor as Portfolio Manager Accounts (APM)

The Advisor as Portfolio Manager program offers access to portfolios comprised of products such as ETF's, mutual funds, and individual securities chosen directly by the IAR. These model portfolios are constructed and rebalanced directly by the IAR using the Envestnet web-based platform. Each account is run through the Envestnet system to insure that it is appropriate for the client based on the client's financial situation and risk tolerance as stated by the client in the client profile in the account setup paperwork.

Asset Allocation, Wrap Fee Accounts, and Third Party Models

The Asset Allocation, Wrap Fee Accounts, and Third Party Models accounts offer clients access to third-party asset allocation models for various investment objectives. The program offers individual investors an actively managed portfolio comprised of carefully selected mutual fund or exchange-traded funds managed by independent management firms.

Third Party Models and Model Providers

Many of the asset managers in the programs listed above are accessed through the use of investment models ("Third Party Models") whereby the asset manager, acting as a "Model Provider" constructs an asset allocation and selects the underlying investments for each portfolio. Envestnet performs overlay management of the Third Party Models by implementing trade orders, periodically updating and rebalancing each Third Party Model pursuant to the direction of the Model Provider. Envestnet may, from time to time, replace existing Model Providers or hire others to create Third Party Models and cannot guarantee the continued availability of the Third Party Models created by particular Model Providers.

Fees:

Fees in the Wrap Fee Program vary based on the program, the manager, the type of securities held in the account and the amount of assets under management.

Fees are classified into the following categories: Custody Fees, the fee charged by the clearing firm to hold and maintain the assets. Custody fees also cover transaction fees. Program Fees, the fee charged by Envestnet and ABWM, for use and maintenance of the platform and the fee charged by any third party portfolio manager(s); and Advisor Fee, the fee charged by ABWM's IAR.

The standard fee schedule is listed below. Program Fees are, on limited occasion, subject to negotiation. Advisor Fees are, under certain circumstances negotiable.

Custody Fees	SMA SMA (mutual funds) APM	UMA MMA	Accounts all in ETS's
First \$250K	0.25%	0.20%	0.15%
Next \$250K	0.10%	0.10%	0.08%
Next \$500K	0.08%	0.08%	0.07%
Next \$1M	0.07%	0.07%	0.06%
Next \$3M	0.06%	0.06%	0.05%
Over \$5M	0.05%	0.05%	0.04%

Program Fees	SMA SMA (mutual funds) APM	UMA MMA	Accounts all in ETS's
First \$250K	.030% - 1.81%	0.55% - 1.56%	0.40% - 1.00%
Next \$250K	.030% - 1.56%	0.45% - 1.31%	0.33% - 0.87%
Next \$500K	0.25% - 1.50%	0.38% - 1.19%	0.27% - 0.85%
Next \$1M	0.23% - 1.36%	0.32% - 1.05%	0.23% - 0.83%
Next \$3M	0.23% - 1.26%	0.28% - 0.91%	0.19% - 0.81%
Over \$5M	0.23% - 1.26%	0.25% - 0.91%	0.19% - 0.79%

Advisor Fee	All Accounts
First \$250K	0.75% - 2.00%
Next \$250K	0.75% - 1.75%
Next \$500K	0.60% - 1.50%
Next \$1M	0.50 %- 1.25%
Next \$3M	0.30% - 1.00%
Over \$5M	Negotiable

Fees are charged in advance and deducted by the custodian from the client's account. Fees are pro-rated based on the number of days the account is open. If the account is terminated prior to the last day of a quarter, a prorated portion, based on the days remaining in such quarter, of the quarterly fee paid in advance will be refunded to the client.

Termination

The client agreement terms and conditions for each program contain termination provisions. An agreement may be canceled by either party at any time, for any reason, upon receipt of 30 days written notice. If the account is terminated prior to the last day of a quarter, a prorated portion, based on the days remaining in such quarter, of the quarterly fee paid in advance will be refunded to the client.

Cost Comparison

When making cost comparisons, clients should be aware that the combination of investment management, custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation and fees. In addition, certain investment managers may not be available to the client either because of minimum account size requirements, fee schedules, geographic availability, or other factors. Clients should also consider the amount of trading activity they anticipate when assessing the overall cost. If an account is actively traded, fees may be less than separately paying investment management fees, consulting fees and commission. If an account is not actively traded, fees may be more than separately paying investment management fees, consulting fees and commission.

Additional Fees

Clients may also incur charges for other account services not related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, fees for legal and courtesy transfers of securities, and any fee normally associated with owning a mutual fund. If mutual funds are included in an account, only "no load" or "load waived" funds are purchased.

Representatives of Allied Beacon Wealth Management receive compensation as a result of their client's participation in a wrap fee program. The fee received may be more or less than if the client participated in other programs described in ABWM's ADV part 2A or paid separately for investment advice, brokerage and other services.

Compensation paid to Allied Beacon Wealth Management and its representatives from various programs vary; therefore, there may be a conflict of interest in recommending a program that pays a larger amount.

Item 5 Account Requirement, and Types of Clients

All programs require a minimum account size of \$50,000; however, some investment managers within a program may have a higher minimum size. IAR may choose to lower this minimum for certain clients in house-holding situations. Services are provided to the following types of clients including but not limited to: individuals, corporations, trusts, retirement plans, endowments and foundations.

Item 6 Portfolio Manager Selection and Evaluation

ABWM does not select or review third party managers with respect to its sponsored wrap programs. Envestnet performs initial and ongoing due diligence on each manager. Envestnet also reviews each manager's performance. Performance is calculated according to industry standards.

IARs working with the client determine the investment strategy to follow when managing program accounts. IARs conduct initial meetings with each potential advisory client to obtain investor profile information and determine financial goals, risk tolerance and overall investment objectives. IARs will assist client to determine appropriate allocation models, investment strategies and investment managers. Envestnet suggests managers for each client's account, monitors the managers, and may from time to time recommend suggest recommend the replacement of a manager.

Investment strategies will be selected based on client needs. IARs may utilize strategies such as asset allocation, trend analysis, fundamental analysis, technical analysis or economic indicators. Fundamental analysis of a business involves analyzing its financial statements and health, its management and competitive advantages, and its competitors. Technical analysis employs models and trading rules based on such things as price, volume of shares traded, moving averages, and identification of chart patterns.

Each IAR may have their own strategies therefore clients should discuss their objectives with their IAR thoroughly. Short term trading strategies may impact performance when transaction costs are incurred. No assumption can be made that any particular strategy will provide better returns than other investment strategies. Investing in securities involves the risk of loss that clients should be prepared to bear. When the IAR acts as the portfolio manager, there are inherent conflicts of interest because the IAR may hold similar positions. Allied Beacon Wealth Management and its representatives have a fiduciary responsibility to put the clients' interest first. If a representative has an interest in a security identical to a client, the representative must put his/her client's interest ahead of their own interest in all cases and situations. All associated persons of Allied Beacon Wealth Management, LLC are governed by a Code of Ethics and Standards of Professional Conduct.

Before participating in any program or investing in any asset class, Clients should discuss their tolerance for risk with their IARs and carefully consider the risks associated with the investment by reviewing the prospectus, offering memorandum or disclosure brochure prepared by the issuing company. Equity securities markets experience varying degrees of volatility. Investing in securities involves risk of loss that Clients should be prepared to bear. Short term trading strategies may impact performance when transaction costs are incurred.

The following describes common characteristics of risk associated with specific types of investments that may be recommended in Client accounts.

1. Mutual Funds: Each mutual fund has different risks and rewards. Generally the higher the potential return, the higher the risk of loss. Investors may have to pay taxes on capital gains distributions received even if the fund goes on to perform poorly after the investor bought shares.
2. Money Market Funds: Although Money Market Funds have relatively low risks, the NAV may fall below \$1.00 if the fund performs poorly therefore losses are possible.
3. Fixed Income Securities: Fixed income investments tend to be more conservative than

stocks however, Clients should be aware that bonds and bond funds do carry some degree of risk including but not limited to interest rate, credit, inflation, prepayment and reinvestment risks.

4. **ETFs:** Exchange-Traded Funds (ETFs), like stocks and index funds can carry a significant amount of market risk. The innate appeal of an ETF is that it represents many assets or companies, like an indexed mutual fund, but unlike a mutual fund that prices Net Asset Value on a daily basis, ETFs can be traded at any time during trading hours, like a stock. Investing in ETFs involves volatility and risk of losses that Clients should be prepared to withstand.
5. **ETNs:** Exchange Traded Notes (ETNs) are senior, unsecured debt securities issued by an underwriting bank. Similar to other debt securities, ETNs have a maturity date and are backed only by the credit of the issuer. ETNs are designed to provide investors access to the returns of various market benchmarks. The returns of ETNs are usually linked to the performance of a market benchmark or strategy, less fees. When a Client buys an ETN, the underwriting bank promises to pay the amount reflected in the index, minus fees upon maturity. Thus ETN has an additional risk compared to an ETF, upon any reduction of credit ratings or if the underwriting bank goes bankrupt, the value of the ETN will be eroded.
6. **Structured Products:** Structured products are securities derived from or based on a single security, a basket of securities, an index, a commodity, a debt issuance and/or a foreign currency. Structured products have a fixed maturity, but typically contain two components - a note and a derivative (which may be an option). Structured products are issued by financial institutions, such as investment banks, and are senior, unsecured debt of the issuing institution. As such, structured products are subject to the credit worthiness of the issuer even if they are structured to offer principal protection, and any payments due at maturity are dependent on the issuer's ability to make payment. In addition to this credit risk, other risks of investing in structured products include, but are not limited to, liquidity risk, limitations on upside participation, and the tax treatment may be different from other investments in a Program account.

ABWM does not charge performance-based fees in any of its program accounts, and does no "side-by-side management."

ABWM does not vote client securities. When a third party manager or advisor is employed, the third party manager may or may not vote client securities. How the third party manager or advisor handles proxies is fully disclosed in their brochure that is given to the client.

For accounts managed by one of ABWM's IARs, annual reports and proxies are sent directly to the client by the qualified custodian where the account is maintained. ABWM neither votes client securities nor gives advice on voting of proxies.

Item 7 Client Information Provided to Portfolio Managers

IARs are responsible for account management and assist the client directly in determining appropriate financial goals, risk tolerance and overall investment objectives. The IAR collects the necessary information about the client through meetings with each potential advisory client. Clients are advised that changes in their financial status, or goals and objectives, should be brought to the attention of the IAR promptly.

Item 8 Client Contact with Portfolio Managers

Each client is free to discuss their account with their representative at any time, and is also able to place limitations as to how the account is managed. Clients who use third party managers, will have limited contact with the portfolio manager.

Item 9 Additional Information

Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Other Financial Industry Activities and Affiliations

ABWM is a Virginia based investment advisor registered with the Securities and Exchange Commission (SEC). All ABWM representatives are also registered representatives of Allied Beacon Partners, Inc. (ABP). Many of these same representatives also hold insurance appointments from one or more insurance companies. ABP is a Florida based broker/dealer. ABWM and ABP are owned by Beacon Acquisition Partners, Inc. a Toronto based public corporation listed on the Canadian National Exchange.

Some clients of ABP may also be clients of ABWM. The relationship between ABWM and ABP is fully disclosed to all advisory clients. Each new account is reviewed by the Chief Operating Officer or his designate before it is forwarded to the custodian or the third party manager.

Allied Beacon Wealth Management has entered into selling agreements and/or solicitor agreements with various third party SEC registered investment advisors (Advisor(s)) who offer fully discretionary management of individual portfolios. Part 2 of a manager's Form ADV or the manager's disclosure brochure will be provided to the client at the time of engagement.

Please refer to the individual advisors' disclosure statement for additional information and a full disclosure of all terms and conditions, and risks.

Compensation paid to ABWM from various third party managers may vary; therefore, there may be a conflict of interest in recommending a manager who shares a larger portion of the total fee over another manager.

All compensation paid to ABWM represents a portion of the fees actually charged by the third party manager for investment advisory services on behalf of the client. There is no differential between the amount or level of investment advisory fees that the third party manager will charge for managing a client's account in excess of that which it would customarily charge for managing any other new client with similar assets and which was not referred to the third party manager by ABWM.

ABWM will only refer clients to Advisors registered in the state where the client resides. Full disclosure, including a complete description of services rendered and fee schedule, will be provided to each client when a program is presented for consideration.

Neither ABWM nor any of the third party advisors shall be compensated on the basis of a share of capital gains or capital appreciation of the assets, or any portion of the funds of the client.

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

All associated persons of ABWM are governed by a Code of Ethics and Standards of Professional Conduct. The Code is based on the principle that ABWM, its employees, and associated persons have a fiduciary duty to place the interests of their clients above their own. Employees are expected to maintain the highest standards of ethics and conduct in all of their business relationships. ABWM expects its representatives to comply with all laws, rules and regulations applicable to its operations and business. A copy of our Code of Ethics will be provided to any client or prospective client upon request.

Neither ABWM nor ABP has proprietary products which are offered for sale to ABWM clients. No related person at ABWM or ABP has any material interest in any security offered to clients.

Employees and representatives of ABWM may buy and sell securities identical to those recommended to clients for their personal account. ABWM or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

There is an inherent conflict of interest when a representative has a position in the same securities held by clients. It is possible that initiating transactions in client accounts could affect the value of the security held by the representative. ABWM and its representatives have a fiduciary responsibility to put the clients' interest first. If a representative has an interest in a security identical to a client, the representative must put his/her client's interest ahead of their own interest in all cases and situations.

Since these situations may represent potential conflicts of interest, ABWM has established the following restriction in order to ensure its fiduciary responsibilities.

An officer, employee, or investment advisor representative of ABWM shall not buy or sell securities for their personal portfolio(s) when his or her decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public upon reasonable inquiry. No officer, employee, or investment advisor representative of ABWM shall prefer his or her own interest to that of the advisory client.

In the unlikely event that the interests of ABWM or any of its officers, employees or investment advisor representatives happen to conflict with as client's interests, full disclosure will be made to the client at once.

All ABWM representatives must have duplicate confirmations and statements related to all non-ABP account transactions sent contemporaneously to the Chief Compliance Officer or the Chief Operating Officer.

When a third party manager is employed, the third party manager effects all securities transactions on a discretionary basis. ABWM is not a party to any of these transactions and is only notified of these trades on the monthly or quarterly client statement. For accounts managed by one of Allied Beacon Wealth Management representatives, a blotter or logbook of client securities transacted is reviewed at least every five (5) business days by the Chief Operating Officer or by the Chief Compliance Officer or their designate.

Review of Accounts

An Allied Beacon Wealth Management investment advisor representative works directly with each client or account. The representative will review each account (regardless of where it is held or who the manager is) at least annually (or more frequently in their discretion). Each account is reviewed for adherence to the client's investment objective and whether the portfolio is structured to meet those objectives. In addition a client may request an additional review at any time.

Each client receives periodic written transaction statements and investment reviews. The normal statement review cycle is at least quarterly. Written reports for accounts managed by third party managers are generated by that third party manager or by the qualified custodian holding the account. Written reports, for accounts directly managed by an ABWM representative, are prepared and distributed to clients by the qualified custodian where the account is held.

Client Referrals and Other Compensation

ABWM does not compensate any non related or non licensed person for client referrals. ABWM has a relationship with ABP, its clearing firms, RBC Correspondent Services and Mesirow Financial Holdings, and with several third party advisors. Some third party investment advisers may help ABWM or an IAR pay for sales and/or training meetings. The payment may pose a financial incentive to promote certain products over other products. However, IARs are under no obligation to use the programs of these third party advisors.

Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.