

Warren Capital Group

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Disclosure Brochure

March 1, 2012

This brochure provides information about the qualifications and business practices of Warren Capital Group. If you have any questions about the contents of this brochure, please contact us at 888.262.1040. 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.

Warren Capital Group 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 Warren Capital Group also is available on the SEC's website at www.adviserinfo.sec.gov

Material Changes

Warren Capital's Disclosure Brochure has been updated with the following material changes that have occurred since the last annual update of our brochure on August 30, 2011.

The Advisory Business sections shows as of December 31, 2011, updated discretionary assets of approximately \$44 million, and non-discretionary assets of approximately \$3.2 million under management.

Also, Mr. Warren is a Managing Member of LLC's whose business is to make brick and mortar investments in privately held companies. He may be compensated for acting in this capacity.

Currently, our brochure may be requested by contacting Joe Warren, CEO and Chief Compliance Officer at 888.262.1040 or jrw@warcap.com. We will provide you with a new

brochure at any time without charge.

Additional information about our company is also available via the SEC's website:
www.adviserinfo.sec.gov.

The SEC's website also provides information about any persons affiliated with Warren Capital who are registered as investment adviser representatives of Warren Capital.

Information on our investment adviser representatives who work with your account can be found in our brochure supplements on the page shown in the table of contents to the right of this column.

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Advisory Business

Warren Capital is a corporation organized under the laws of the District of Columbia. Joseph Warren founded the Washington, DC-based investment advisory firm in 2005 and is the principal owner. Warren Capital is a SEC registered investment advisory firm.

Our objective is to combine asset management with objective financial advice. Clients come to Warren Capital because of our commitment to their financial independence and security. Our mission is to be the single financial services resource for every client.

Proper diversification is essential when managing investment assets. We allocate to five different asset classes when constructing portfolios:

- stocks,
- bonds,
- real estate,
- alternatives, and
- cash.

These asset classes have varying degrees of correlation. Constructing a diversified investment portfolio in this manner attempts to increase performance while decreasing volatility. Although the underlying assets within the models may be the same for all clients, the specific allocation will be tailored to meet your individual needs.

In managing your investment portfolio, we consider your:

- financial situation,
- risk tolerance,
- investment horizon,
- liquidity needs,
- tax considerations,
- investment objectives, and
- any other issues important to your state of affairs.

You should notify us promptly if there are any changes in your financial situation or investment objectives.

Restrictions and guidelines imposed by clients affect the composition and performance of portfolios. For this reason, performance of portfolios within the same investment objective may differ.

As of December 31, 2011, we managed approximately \$44 million in client assets where we made all of the investment decisions (discretionary assets).

Approximately \$3.2 million in client assets were managed where our clients made the investment decisions based upon our recommendations (nondiscretionary assets).

Fees and Compensation

We offer our services on a fee-only basis. Our fee is calculated based upon the market value of the assets in your

account on the last day of the previous quarter.

Broker-dealers and other financial institutions that hold client accounts are referred to as custodians (hereinafter referred to as “custodian/broker-dealer”). Your custodian/broker-dealer determines the values of the assets in your portfolio. Fees for the initial quarter are based on the value of your cash and securities on the date the custodian/broker-dealer receives them and are prorated based upon the number of calendar days in the calendar quarter that our agreement is in effect.

Our advisory services are offered both on a wrap and unwrapped basis (direct engagement clients only). Clients using the wrap fee program should refer to Warren Capital Asset Allocation Appendix 1 Wrap Brochure for detailed information about the program and associated fee schedule.

Our Non-Wrap fee schedule is described below:

<u>Assets Under Management</u>	<u>Advisory Fee¹</u>
Up to \$500,000	2.25%
\$500,000 to \$1,000,000	2.00%
\$1,000,001 to \$5,000,000	1.50%
\$5,000,001 and above	1.00%

Our Wrap fee schedule is described below:

<u>Assets Under Management</u>	<u>Advisory Fee¹</u>
Up to \$500,000	2.50%
\$500,000 to \$1,000,000	2.25%
\$1,000,001 to \$5,000,000	1.75%
\$5,000,001 and above	1.25%

¹All fees are negotiable at our sole discretion.

You must authorize us to have the custodian/broker-dealer pay us directly by charging your account. This authorization must be provided in writing. One-fourth of the annual fee is charged each calendar quarter.

Quarterly Fee Calculation

$$\text{Assets under Management} \times \text{Annual Fee} \div 4 = \text{Quarterly Fee}$$

Your custodian/broker-dealer provides you with statements that show the amount paid directly to us. You should review your custodian/broker-dealer’s statement and verify the calculation of our fees. Your custodian/broker-dealer does not verify the accuracy of fee calculations.

In addition to our fee, you may be required to pay other charges such as:

- custodial fees,
- brokerage commissions,
- transaction fees,
- SEC fees,
- internal fees and expenses charged by mutual funds or exchange traded funds (“ETFs”), and
- other fees and taxes on brokerage accounts and securities transactions.

None of these fees are paid to or are shared with us.

Mutual fund companies, ETFs, and variable annuity issuers charge internal fees and expenses for their products. These fees and expenses are in addition to any advisory fees charged by us. Complete details of these internal fees and expenses are explained in the prospectuses for each investment. You are strongly encouraged to read these explanations before investing any money. You may ask us any questions you have about fees and expenses.

If you purchase mutual funds through the custodian/broker-dealer, you may pay a transaction fee that would not be charged if the transactions were made directly through the mutual fund company. Also, mutual funds held in accounts at brokerage firms may pay internal fees that are different from funds held at the mutual fund company.

While you may purchase shares of mutual funds directly from the mutual fund company without a transaction fee, those investments would not be part of our advisory relationship with you. This means that they would not be included in our investment strategies, investment performance monitoring, or portfolio reallocations.

Please be sure to read the section entitled “Brokerage Practices,” which follows later in this brochure.

You must pay our advisory fees in

advance of receiving our services. Should either one of us terminate the advisory agreement we have entered into before the end of a billing period, any unearned fees that were deducted from your account will be returned to you by us. The amount refunded to you is calculated by dividing the most recent advisory fee you paid by the total number of days in the quarter. This daily fee is then multiplied by the number of calendar days in the quarter that our agreement was in effect. This amount, which equals the amount we earned for the partial quarter, is subtracted from the total fee you paid in advance to determine your refund.

Performance-Based Fees

Performance-based fees are designed to give a portion of the returns of an investment to the investment adviser as a reward for positive performance. The fee is generally a percentage of the profits made on the investments. We do not charge performance-based fees on any of our client accounts.

Types of Clients

We provide advisory services primarily to individuals and high net worth individuals, including their trusts, estates and retirement accounts. We also provide services to corporations or business entities including their pension and profit sharing plans.

Methods of Analysis, Investment Strategies and Risk of Loss

We select specific investments for your portfolios through the use of fundamental and cyclical analysis.

Fundamental analysis is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions as well as the financial condition and the quality of the company's management. Earnings, expenses, assets, and liabilities are all important in determining the value of a company. The value is then compared to the current price of the issuing company's security to determine whether to purchase, sell or hold the security.

Cyclical analysis is a form of fundamental analysis that involves the process of making investment decisions based on the different stages of an industry at a given point in time.

Our investment strategies may include long-term and short-term purchases and sales, and the use of options, margin, and short sales. You may place reasonable restrictions on the strategies to be employed in your portfolio and the types of investments to be held in your portfolio.

All investments involve risks that can result in loss:

- loss of principal,
- a reduction in earnings (including interest, dividends and other distributions), and

- the loss of future earnings.

Additionally, these risks may include:

- market risk,
- interest rate risk,
- issuer risk, and
- general economic risk.

Although we manage your portfolio in a manner consistent with your risk tolerances, we cannot guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

You must also be aware that the use of margin, options and short sales are higher risk strategies. It is possible to lose all of the principal you invest, and sometimes more. In a cash account, your risk is limited to the amount of money that you have invested. In a margin account, your risk includes the amount of money invested plus the amount that has been loaned to you. When you short sell, your losses can be infinite. Additionally, frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Disciplinary Information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

Other Financial Industry Activities and Affiliations

In addition to his position as a founder and President of Warren Capital Group, Mr. Warren is the sole owner of Warren Lending Group LLC. Warren Lending Group owns 50% of Mortgage Harmony Lending LLC. Mortgage Harmony Lending is a Mortgage Broker.

If you obtain a mortgage through Mortgage Harmony Lending, Mr. Warren may receive commissions or other compensation in relation to the mortgage. This compensation would be in addition to the advisory and other fees that we may receive. You are under no obligation to obtain a mortgage through Mortgage Harmony Lending. However, if you do so, we may earn compensation in addition to any fees paid for advisory services.

Mr. Warren is also a Managing Member of LLC's whose business is to make brick and mortar investments in privately held companies. He may be compensated for acting in this capacity.

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

We have adopted a Code of Ethics ("Code") to address the securities-related conduct of our advisory representatives and employees. The Code includes our policies and procedures developed to protect your interests in relation to the following:

- the duty at all times to place your interests ahead of ours;
- that all personal securities

transactions of our advisory representatives and employees be conducted in a manner consistent with the Code and avoid any actual or potential conflict of interest, or any abuse of an advisory representative's or employee's position of trust and responsibility;

- that advisory representatives may not take inappropriate advantage of their positions;
- that information concerning the identity of your security holdings and financial circumstances are confidential; and
- that independence in the investment decision-making process is paramount.

We will provide a copy of the Code to you or any prospective client upon request.

We do not buy or sell securities for our firm that we also recommend to clients. Our advisory representatives and employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for your account(s). The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by you or
- considered for purchase or sale for you.

We have adopted policies and procedures that are intended address

these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in your best interest,
- prohibit favoring one client over another, and
- provide for the review of transactions to discover and correct any same-day trades that result in an advisory representative or employee receiving a better price than a client.

Advisory representatives and employees must follow our procedures when purchasing or selling the same securities purchased or sold for you.

Brokerage Practices

We may recommend that the broker-dealer/custodian for your account be Fidelity Services, LLC and their affiliate National Financial Services, LLC (“collectively Fidelity”) through Fidelity Institutional Wealth Services (“FIWS”). We may also recommend TD Ameritrade, Inc. (“TD Ameritrade”) through its TD Ameritrade Institutional division as the custodian.

Fidelity/TD Ameritrade will assist us in servicing your accounts. We are independently owned and operated and not affiliated with Fidelity/TD Ameritrade. Our use of Fidelity/TD Ameritrade is, however, a beneficial business arrangement for us and for Fidelity/TD Ameritrade. Information regarding the benefits of this relationship is described below.

In recommending Fidelity/TD Ameritrade as custodian and as the securities brokerage firm responsible for executing transactions for your portfolios, we consider at a minimum Fidelity/TD Ameritrade’s:

- existing relationship with us,
- financial strength,
- reputation,
- reporting capabilities,
- execution capabilities,
- pricing, and
- types and quality of research.

The determining factor in the selection of Fidelity/TD Ameritrade to execute transactions for your accounts is not the lowest possible transaction cost, but whether Fidelity/TD Ameritrade can provide what is in our view the best qualitative execution for your account.

Fidelity/TD Ameritrade provides us with access to its institutional trading and custody services, which includes:

- brokerage,
- custody,
- research, and
- access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

We are not required to place a minimum volume of transactions or maintain a

minimum dollar amount of client assets to receive these services.

Fidelity/TD Ameritrade does not charge separately for holding our clients accounts, but may be compensated by you through other transaction-related fees associated with the securities transactions it executes for your accounts.

Fidelity/TD Ameritrade also makes available to us other products and services that benefit us but may not benefit you directly. Some of these products and services assist us in managing and administering our client accounts, such as software and other technology that:

- provide access to account data such as:
 - duplicate trade confirmations,
 - bundled duplicate account statements, and
 - access to an electronic communication network for client order entry and account information;
- facilitate trade execution, including:
 - access to a trading desk serving advisory participants exclusively and
 - access to block trading which provides the ability to combine securities transactions and then allocate the appropriate number of shares to each individual account;
- provide research, pricing information and other market data;
- facilitate payment of our fees from

client accounts; and

- assist with back-office functions, record keeping and client reporting; and
- receipt of compliance publications.

Fidelity/TD Ameritrade also makes available to us other services intended to help us manage and further develop our business. These services may include:

- consulting,
- publications and conferences on practice management,
- information technology,
- business succession,
- regulatory compliance, and
- marketing.

Fidelity/TD Ameritrade may also make available or arrange for these types of services to be provided to us by independent third parties. Fidelity/TD Ameritrade may discount or waive the fees it would otherwise charge for some of the services it makes available to us. It may also pay all or a part of the fees of a third party providing these services to us. Thus, we receive economic benefits as a result of our relationship with Fidelity/TD Ameritrade, because we do not have to produce or purchase the products and services listed above.

Because the amount of our compensation or the products or services we receive may vary depending on the custodian/broker-dealer we recommend to be used by our clients, we may have a conflict of interest in making that

recommendation. Our recommendation of specific custodian/broker-dealers may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. We nonetheless strive to act in your best interests at all times.

Commissions and other fees for transactions executed through Fidelity/TD Ameritrade may be higher than commissions and other fees available if you use another custodian/broker-dealer firm to execute transactions and maintain custody of your account. We believe, however, that the overall level of services and support provided to our clients by Fidelity/TD Ameritrade outweighs the benefit of possibly lower transactions cost which may be available under other brokerage arrangements.

Many of the services described above may be used to benefit all or a substantial number of our accounts, including accounts not maintained at through Fidelity/TD Ameritrade. We do not attempt to allocate these benefits to specific clients.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or best execution. In addition,

under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

We may engage in bunched trading, which is the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a bunched trade is executed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given bunch were executed. Executing a bunched trade allows transaction costs to be shared equally and on a pro rata basis among all of the participating clients. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner.

Bunched trades are placed only when we reasonably believe that the combination of the transactions provides better prices for clients than had individual transactions been placed for clients. Transactions for nondiscretionary client accounts are not bunched with transactions for discretionary client accounts. Transactions for the accounts of our employees and advisory representatives may be included in bunched trades. They receive the same average price and pay the same commissions and other transaction costs, as clients. Transactions for the accounts of our advisory representatives or

employees will not be favored over transactions for client accounts.

We are not obligated to include any client account in a bunched trade. Bunched trades will not be placed for any client's account if doing so is prohibited or otherwise inconsistent with that client's investment advisory agreement. No client will be favored over any other client.

Review of Accounts

All accounts are reviewed no less than quarterly by the portfolio manager assigned to the account. Less comprehensive reviews may be conducted on a monthly or weekly basis. The quarterly reviews focus on consistency of portfolio investments with investment objectives and risk tolerances.

In addition, we take into consideration changes in fund management, the investment market and the economy. After consideration of the above factors, allocation and investment determinations are made if review indicates that re-balancing is necessary. Reviews also consider investment restrictions requested by individual clients.

You will receive statements from your custodian at least quarterly. These statements identify your current investment holdings, the cost of each of those investments, and their current market values. You will also receive other reports prepared by us which detail your asset allocation and investment

positions.

Client Referrals and Other Compensation

We have entered into written compensation agreements with certain unaffiliated professionals such as CPAs, attorneys, etc. We pay these persons a percentage of the fee paid to us by clients that are determined to have become clients as a result of such individual's direct or indirect efforts. These payments are a portion of the fee that we charge and do not result in an increase in the amount of the fee that you pay. Any solicitation or referral arrangements will comply with applicable laws that govern:

- the nature of the service,
- fees to be paid,
- disclosures to clients, and
- any necessary client consents.

We receive certain economic benefits as a result of our participation in Fidelity/TD Ameritrade's institutional program. Those benefits are described in detail in the preceding section entitled "Brokerage Practices."

Custody

You will receive statements from the custodian/broker-dealer that holds your investment account on at least a quarterly basis. We urge you to carefully review these statements. You should verify that the transactions in your account are consistent with your investment goals and the objectives for your account. We

also encourage you to contact your advisory representative or our Chief Compliance Officer should you have any questions or concerns regarding your account.

Investment Discretion

We offer our advisory services on a discretionary basis. This means that we do not need advance approval from you to determine the type and amount of securities to be bought and sold for your accounts. We do not, however, have the ability to choose the broker-dealer through which transactions will be executed. Additionally, we do not have the ability to withdraw funds from your account (other than to withdraw our advisory fees which, may only be done with your prior written authorization.) This discretion is used in a manner consistent with the stated investment objectives for your account, if you have given us written authorization to do so. We only exercise discretion in accounts where we have been authorized by you. This authorization is typically included in

the investment advisory agreement you enter into with us.

Voting Client Securities

We do not take any action or give any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which your accounts may be invested. In addition, we do not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. We will, however, forward to you any information received by us regarding proxies and class action legal matters involving any securities held in your accounts.

Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you and we have not been the subject of a bankruptcy proceeding.

Joseph Warren
Warren Capital Group

***2 Wisconsin Circle Street
Suite 700
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20815
888.262.1040***

www.warcap.com

Brochure Supplement

August 30, 2011

This brochure supplement provides information about Joseph Warren that supplements the Warren Capital Group brochure. You should have received a copy of that brochure. Please contact Joseph Warren, Chief Compliance Officer, if you did not receive Warren Capital Group's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Joseph Warren

Year of birth: 1975

Formal education includes:

- College of Charleston, Bachelor of Arts, 1997

Business background includes:

- Warren Capital Group; President/Chief Compliance Officer (07/05 – Present)
- FSC Securities Corp.; (2005 – 01/06)
- Morgan Stanley, Vice President (1998-2005)

Disciplinary Information

Joseph Warren has not been the subject of any legal or disciplinary event.

Other Business Activities

In addition to his position as a founder and President of Warren Capital Group, Mr. Warren is the sole owner of Warren Lending Group LLC. Warren Lending Group owns 50% of Mortgage Harmony Lending LLC. Mortgage Harmony Lending is a Mortgage Broker.

If you obtain a mortgage through Mortgage Harmony Lending, Mr. Warren may receive commissions or other

compensation in relation to the mortgage. This additional compensation may present a conflict of interest because it creates an incentive to recommend products or services based upon compensation, rather than on your needs. Mr. Warren will explain the costs associated with any recommendations he makes. You have no obligation to do business with Mr. Warren in this capacity.

Additional Compensation

Mr. Warren receives compensation through his affiliation with Mortgage Harmony Lending. This compensation is described under “Other Business Activities” above.

Supervision

Mr. Warren is supervised by Stuart Brown. Mr. Brown can be reached at 888.262.1040.

We supervise Mr. Warren by requiring that he adhere to our processes and procedures as described in our firm’s Code of Ethics. We will monitor the advice that Mr. Warren gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established
- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,

- Perform annual oversight so that Mr. Warren is aware of your current financial situation, objectives, and individual investment needs
- A review of client correspondence on an as needed basis.

Stuart Brown
Warren Capital Group

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Brochure Supplement

August 30, 2011

This brochure supplement provides information about Stuart Brown that supplements the Warren Capital Group brochure. You should have received a copy of that brochure. Please contact Joseph Warren, Chief Compliance Officer, if you did not receive Warren Capital Group's brochure or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Stuart Brown

Year of birth: 1955

Formal education includes:

- Thomas Jefferson College - Grand Valley University; BPh. 1981

Business background includes:

- Warren Capital Group; Advisory Representative (11/07 – Present)
- Foxhall Capital; Vice President - Portfolio Manager (11/04-11/07)
- Smith Barney; Vice President - Portfolio Manager (1983-2004)
- Rivierre Securities; Financial Consultant (1982-1983)

Disciplinary Information

Stuart Brown has not been the subject of any legal or disciplinary event.

Other Business Activities

Mr. Brown is not engaged in any business activities other than those related to Warren Capital Group.

Additional Compensation

Mr. Brown does not receive any additional compensation related to the advisory services provided to you.

Supervision

Mr. Brown is supervised by Joseph Warren, Chief Compliance Officer. Mr. Warren can be reached at 888.262.1040.

We supervise Mr. Brown by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Mr. Brown gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established
- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,
- Perform annual oversight so that Mr. Brown is aware of your current financial situation, objectives, and individual investment needs
- A review of client correspondence on an as needed basis.