

Item 1 - Cover Page



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March 1, 2012 Brochure

This brochure provides information about the qualifications and business practices of Worthscape, LLC ("Worthscape"). If you have any questions about the contents of this brochure, please contact us at (404) 419-7111 or rjetmundsen@worthscape.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about Worthscape also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fee charged, potential conflicts of interest and other information has changed.

In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. If there had been changes to our brochure since our last regulatory filing, we would be required to inform you of these changes. However, there have been no material changes to the Firm's brochure since its last required filing, dated March 31, 2011.

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Item 4 - Advisory Business

General Information

Worthscape, LLC was formed in 2006 and provides portfolio management services to its clients. Worthscape does not offer asset allocation, risk assessment or financial planning services to clients. A Principal of Worthscape is available to meet with clients or prospective clients to discuss and describe the firm's management style. Once a client or prospective client determines that this investment style is suitable or remains suitable for their financial situation, the proportion of their assets to be managed in this manner is determined by the client.

In general, all portfolios will be managed in a similar manner regardless of a client's individual investment objectives.

Portfolio Management

As described above, at the beginning of a client relationship, Worthscape meets with the client, explains Worthscape's method of investing and discusses any particular needs or concerns of the client. The investment policy may be updated from time to time when requested by the client, or when determined to be necessary or advisable by Worthscape based on updates to the client's financial or other circumstances.

Worthscape generally manages clients' portfolios on a discretionary basis, although non-discretionary arrangements may be considered if requested. As a discretionary investment adviser, Worthscape will have the authority to supervise and direct the portfolio without prior consultation with the client. Clients who do choose a non-discretionary arrangement must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on Worthscape in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Worthscape.

Principal Owners

Robert A. Jetmundsen is the sole principal owner of Worthscape. Please see ***Brochure Supplements***, Appendix A, for more information on Mr. Jetmundsen and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, Worthscape managed \$75,271,780 on a discretionary basis, and \$4,101,745 of assets on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to Worthscape are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to Worthscape are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Worthscape and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is as follows:

First \$1 million	2.00%
Next \$4 million	1.75%
Next \$5 million	1.50%
Next \$10 million	1.25%
Next \$25 million	1.00%
Next \$30 million and above	0.75%

The minimum portfolio value is generally set at \$3,000,000. Minimum annual fees may apply. Worthscape may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Worthscape deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in arrears. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either Worthscape or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Worthscape from the client will be invoiced or deducted from the client's account prior to termination.

Other Compensation

Worthscape will perform portfolio analysis and review services for a negotiated flat fee. Worthscape will charge a negotiated fee for merger and acquisition and other investment banking services. For advice on matters not involving securities, Worthscape will charge an hourly rate of \$1,000. Under certain circumstances, Worthscape may negotiate a fixed fee for services rendered. All fixed fee or transaction-based agreements will be established in writing. Client will be provided with a bill for services rendered upon delivery or completion of the final work product or transaction, or may be progress-billed on at least a quarterly basis for long-term projects. In the event of termination, the client will be responsible for any hourly fees incurred until a written termination request is received. For fixed rate transaction charges, the full fixed rate fee will be due if a client requests early termination. Worthscape believes that its fees are competitive with those fees charged by other investment advisors for comparable services. Comparable services may be

available, however, from other sources for lower fees than those charged by Worthscape.

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

Worthscape does not have any performance-based fee arrangements. “Side by Side Management” refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Worthscape has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

Worthscape serves individuals, corporations, trusts, and estates. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$3,000,000. Minimum annual fees may apply. Under certain circumstances and in its sole discretion, Worthscape may negotiate such minimums.

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

Methods of Analysis

Worthscape will primarily invest the majority of client assets in common stocks of US companies. In addition, Worthscape will sometimes invest in hybrid equity securities such as convertible notes and bonds and convertible preferred stocks. On a more limited basis, Worthscape may utilize Exchange Traded Funds (ETF's), American Depositary Receipts (ADRs) of non-U.S. corporations, and stocks of non-U.S. companies (ordinary shares). When appropriate, Worthscape will also hold cash and cash equivalents. Occasionally, Worthscape will also hold mutual funds and other asset types.

In selecting individual stocks for an account, Worthscape generally applies traditional fundamental analysis including, without limitation, the following factors:

- Financial strength ratios;
- Valuation ratios;
- Sector or industry analysis;
- Growth potential

Worthscape may also incorporate other methods of analysis, such as:

Charting Analysis – involves gathering and processing price and volume information for a particular security. Worthscape’s charting analysis includes, without limitation:

- mathematical analysis;
- graphing charts; and estimations of future price movements based on perceived patterns and trends.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. Worthscape may

evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield, credit quality and duration.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Investment Strategies

Client accounts are normally “fully invested” in accordance with Worthscape’s allocation among various investment opportunities. Portfolios are generally diversified, holding between 25 and 50 investment positions. The following strategies may be used in varying combinations over time for a given client.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities’ short term price fluctuations.

Trading- (securities sold within 30 day) no added information on Schedule F 4C

Short Sales – a securities transaction in which an investor sells securities he or she borrowed in anticipation of a price decline. The investor is then required to return an equal number of shares at some point in the future. A short seller will profit if the stock goes down in price.

Margin Transactions – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Options Trading/Writing: a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the exercise of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

Risk of Loss

While Worthscape seeks to diversify clients’ investment portfolios across securities to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Worthscape manages client investment portfolios based on Worthscape’s experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Worthscape allocates assets to

investments that are adversely affected by unanticipated market movements, and the risk that Worthscape's specific investment choices could underperform their relevant indexes.

Equity Market Risks. Worthscape will usually invest the majority of client assets directly into equity investments, primarily stocks. Risks investing in stocks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Worthscape may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are sometimes considered less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Fixed Income Risks. Worthscape may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Worthscape may invest portions of client assets into pooled investment funds that invest internationally. Foreign investments carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

Worthscape has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Neither Worthscape nor its Management Persons have any other financial industry activities or affiliations to report.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

Worthscape has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Worthscape's Code has several goals. First, the Code is designed to assist Worthscape in

complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Worthscape owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Worthscape associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Worthscape's associated persons (managers, officers and employees). Under the Code's Professional Standards, Worthscape expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Worthscape associated persons are not to take inappropriate advantage of their positions in relation to Worthscape clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Worthscape's associated persons may invest in the same securities recommended to clients. Under its Code, Worthscape has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, Worthscape has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, Worthscape's goal is to place client interests first.

Consistent with the foregoing, Worthscape maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Worthscape associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Worthscape's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Worthscape seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Worthscape may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Worthscape's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Worthscape participates in the Fidelity Institutional Wealth Services (“FIWS”) program. While there is no direct link between the investment advice Worthscape provides and participation in the FIWS program, Worthscape receives certain economic benefits from the FIWS program. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of Worthscape’s fees from its clients’ accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of Worthscape’s accounts, including accounts not held at Fidelity. Fidelity may also make available to Worthscape other services intended to help Worthscape manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Fidelity may make available, arrange and/or pay for these types of services to be rendered to Worthscape by independent third parties. Fidelity may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to Worthscape, and/or Fidelity may pay for travel expenses relating to participation in such training. Finally, participation in FIWS provides Worthscape with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the FIWS program do not necessarily depend upon the proportion of transactions directed to Fidelity. The benefits are received by Worthscape, in part because of commission revenue generated for Fidelity by Worthscape’s clients. This means that the investment activity in client accounts is beneficial to Worthscape, because Fidelity does not assess a fee to Worthscape for these services. This creates an incentive for Worthscape to continue to recommend Fidelity to its clients. While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, Worthscape believes that Fidelity provides an excellent combination of these services.

Aggregated Trade Policy

Worthscape typically directs trading in individual client accounts as and when trades are appropriate based on the client’s Investment Plan, without regard to activity in other client accounts. However, from time to time, Worthscape may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities at the same time. If such an aggregated trade is not completely filled, Worthscape will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by Worthscape or its officers, directors, or employees will be excluded first.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least annually, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Worthscape. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Robert Jetmundsen, Managing Member, or Taylor Fairman, Vice President of Worthscape, all review accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account,

including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. Worthscape will provide additional written reports as needed or requested by the client.

Item 14 - Client Referrals and Other Compensation

As noted above, Worthscape may receive some benefits from Fidelity based on the amount of client assets held at Fidelity. Please see ***Brokerage Practices*** for more information. However, neither Fidelity nor any other party is paid to refer clients to Worthscape.

Item 15 - Custody

Fidelity is the custodian of nearly all client accounts at Worthscape. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Worthscape of any questions or concerns. Clients are also asked to promptly notify Worthscape if the custodian fails to provide statements on each account held.

From time to time and in accordance with Worthscape's agreement with clients, Worthscape will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described above under ***Advisory Business***, Worthscape manages portfolios on a discretionary basis. This means that Worthscape will execute the management of the account without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Worthscape the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Worthscape then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Worthscape and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between Worthscape and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with Worthscape's client agreement, Worthscape does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Worthscape with questions relating to proxy procedures and proposals; however, Worthscape generally does not research particular proxy proposals.

Item 18 - Financial Information

Worthscape does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Brochure Supplement for

Robert Jetmundsen

CRD# 730557

of

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March 21, 2011

This brochure supplement provides information about Bobbo Jetmundsen, and supplements the Worthscape, LLC ("Worthscape") brochure. You should have received a copy of that brochure. Please contact Worthscape at (404) 419-7111 if you did not receive Worthscape's brochure, or if you have any questions about the contents of this supplement.

Additional information about Bobbo Jetmundsen is available on the SEC's website at **www.AdviserInfo.sec.gov**.

Educational Background and Business Experience

Robert "Bobbo" Jetmundsen (year of birth 1955) is the founder and Chairman of Worthscape, LLC. Bobbo was born in Mobile, Alabama and graduated from Murphy High School in 1973. He received a dual Bachelors of Arts in Economics and Political Science from Rhodes College in 1977. Prior to founding Worthscape in 2006, Bobbo was a Managing Director of Morgan Keegan & Company, Inc., now a subsidiary of Regions Financial Company, from 1985 to 2006.

Disciplinary Information

There is no disciplinary information to report regarding Bobbo.

Other Business Activities

Bobbo is engaged in a variety of business activities, but none compete with the services provided by Worthscape, LLC.

Additional Compensation

Bobbo has no other income or compensation to disclose.

Supervision

As the sole owner of Worthscape, Bobbo Jetmundsen supervises all duties and activities of the firm, and is responsible for all advice provided to clients. He can be reached at 404-419-7111.

**Brochure Supplement for
Taylor Fairman, CFA**

CRD# 4833167

of

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March 21, 2011

This brochure supplement provides information about Taylor Fairman, and supplements the Worthscape, LLC ("Worthscape") brochure. You should have received a copy of that brochure. Please contact Worthscape at (404) 419-7111 if you did not receive Worthscape's brochure, or if you have any questions about the contents of this supplement.

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

Educational Background and Business Experience

Taylor Fairman (year of birth 1975) is Vice President of Worthscape, LLC. Taylor is originally from Massachusetts, and graduated from Portsmouth Abbey School in 1993.

Taylor received a Bachelor of Arts in Business Administration from Rhodes College in 1997, a Masters in Science in Accounting from the University of Rhode Island in 1999, and a Masters in Business Administration from the Goizueta Business School at Emory University in 2004. He holds the Chartered Financial Analyst® designation*.

Prior to joining Worthscape in 2010, Taylor was a Director of Apogee Family Office and a Vice-President at Hirtle, Callaghan & Co. Prior to business school, Taylor worked for W.R. Berkley Corporation in Greenwich, Connecticut and KMPG, LLP in New York City.

* The Chartered Financial Analyst® ("CFA") designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of

examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor's degree.

Disciplinary Information

There is no disciplinary information to report regarding Taylor.

Other Business Activities

Taylor is not engaged in any other business activities.

Additional Compensation

Taylor has no other income or compensation to disclose.

Supervision

Bobbo Jetmundsen, Managing Member, of Worthscape, is responsible for supervising Taylor and for reviewing accounts. Bobbo can be reached at (404) 419-7111.