

VanceGray WealthManagement

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This brochure provides information about the qualifications and business practices of Gray Wealth Management, Inc d/b/a VanceGray Wealth Management. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.

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. Please note, where this brochure may use the terms “registered investment adviser” and/or “registered”, registration itself does not imply a certain level of skill or training.

Additional information about the firm is also available on the SEC’s website at www.adviserinfo.sec.gov

Item 2: Material Changes

Due to a series of recent changes in securities regulation, investment advisers are now required to deliver disclosure information in this new narrative format. This brochure incorporates much of the same information previously provided within the Form ADV Part II but with expanded disclosures designed to provide further information about the firm, its practices, and its personnel. Material updates to the information contained within this brochure will be provided to clients on an immediate basis. This section is designed to reflect such changes in summary form. Questions regarding the new brochure and/or the information contained herein may be directed to the firm and its representatives.

Additional information about The firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 4: Investment Advisory Business

Established in 2007 by President and Chief Compliance Officer Vance Gray, Gray Wealth Management, Inc. d/b/a/ VanceGray Wealth Management ("VanceGray"), provides investment advisory and financial planning services. The firm practices custom management of portfolios, on a discretionary basis, according to client's stated goals and

objectives. The firm provides advisory services to individuals, high net worth clients, charitable organizations, and corporations and other businesses.

The firm's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing performance. The firm uses exchange listed securities, over-the-counter securities, corporate debt securities, CDs, variable life insurance, variable annuities, municipal securities, mutual funds, and United States government securities to accomplish this objective.

The firm measures and selects mutual funds by using various criteria such as the fund manager's tenure, and/or overall career performance. The firm may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The firm may recommend specific stocks to increase sector weighting and/or dividend potential. The firm may recommend employing cash positions as a possible hedge against market movement which may adversely affect the portfolio. The firm may also recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of the client, or any risk deemed unacceptable for the client's risk tolerance.

All accounts are managed separately, tailored to the individual needs of clients. At the client's request, the client may impose restrictions on investing in certain securities or types of securities.

The firm also furnishes investment advice through consultations not included in the investment management services described above. The foregoing services are provided pursuant to one or more written agreements setting forth the terms and conditions of services rendered.

As of March 28, 2012, the firm had a total of approximately \$41,675,000 under management.

Item 5: Fees and Compensation

The firm charges a management fee based on a percentage of assets under management for managing client portfolios. Fees are charged monthly in arrears based on the fair market value of assets at the opening of business on the first day of that month. In any partial month, fees are pro-rated based on the number of days in which the account is open during the month. The fee schedule is highlighted in the table below.

Investment Management Fee Schedule

Assets Under Management	Annual Fee
Under \$1,000,000	1.00%

\$1,000,000 - \$2,000,000	0.75%
Over \$2,000,000	0.50%

These fees may be negotiated by the advisor under unusual circumstances, at the sole discretion of the firm. Asset management fees will be automatically deducted from the client account on a quarterly basis by the custodian, as authorized by the client in writing.

Clients may incur additional expense from brokerage-based activities. In addition, clients should be aware that all custodial and execution fees remain separate and distinct from those fees charged by the firm for its asset management services. Clients should note that the firm's representatives may receive additional compensation in the form of commissions and 12b-1 distribution fees from the respective mutual fund investment made through Triad Advisors, Inc., a FINRA registered broker-dealer of which they are registered representatives.

All fees paid to the firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders (our clients). These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

Accordingly, clients should review both the fees charged by the mutual funds and the advisory fees charged by the firm to fully appreciate the total amount of fees to be paid by the client.

Some clients will contract to have investment advisory and/or financial planning advice with the firm based on an hourly fee. The hourly fee will be billed at a rate of \$250 per hour, but may be negotiated in advance. Hourly fee-based clients are billed monthly upon completion of work performed.

The firm and/or its clients may terminate the advisory agreement, in whole or in part, at any time by providing advance written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded to the client. The investment advisory agreement with the firm is non-transferable without the client's written approval.

Item 6: Performance-Based Fees and Side by Side Management

As the firm's advisory services do not incorporate performance fees or the offering of any additional investment services, side-by-side management does not apply to those services rendered by the firm..

Item 7: Types of Clients

The firm provides investment advisory services to individuals, pension and profit sharing plans, trusts and corporations.

The firm requires clients to maintain a minimum account size of \$1,000 for investment management clients. This minimum account size remains negotiable, under certain circumstances, and at the sole discretion of the firm.

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

The firm's research methods include fundamental and technical analysis. Fundamental analysis is an assessment of various factors including, but not limited to security price, book value, industry and market outlook and other characteristics of the security.

Technical analysis employs the use of advanced data aggregation techniques to define certain trends of progressions in market place activity. Risks are controlled through asset allocation strategies and procedures to monitor account performance on an ongoing basis.

The firm's primary approach to asset management utilizes a tactical allocation strategy which has been designed to reduce risk and increase performance. In order to accomplish this objective, The firm primarily invests in exchange-listed securities, OTC securities, foreign issuers, corporate debt, CD's, municipal securities (bonds), treasury securities (bonds), variable life insurance, variable annuities and mutual fund shares over the long term.

The firm may recommend, on occasion, redistributing investment allocations to diversify the portfolio. The firm may make similar recommendations on specific stocks to increase sector weighting and/or dividend potential.

Additionally, the firm may recommend employing cash positions as a possible hedge against market movement, where such movements may adversely affect the portfolio. The firm may also recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client's risk tolerance.

The firm's main sources of research information include financial newspapers and magazines, annual reports, prospectuses, filings with the United States Securities and Exchange Commission, company press releases, and research materials prepared by others.

Investing in securities involves a certain amount of risk of loss that clients should be prepared to bear. Where short term trading methods are employed, the cost of more frequent trades can often incur more expense than that of a more conservative or long

term purchase approach. Questions regarding these risks and/or increased costs may be directed to the firm and its representatives.

Item 9: Disciplinary Information

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosures as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Please note, neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

Item 10: Other Financial Industry Activities and Affiliations

As previously mentioned in Item 5, and in addition to their advisory duties, certain investment adviser representatives are separately licensed as registered representatives of Triad Advisors, Inc., a FINRA registered broker dealer. In consideration for their services on behalf of the broker dealer, such individuals will receive commission-based compensation.

The firm acknowledges a fiduciary obligation to place its clients' interests first. However, clients should be aware that the receipt of additional compensation itself can create a conflict of interest, and may affect the judgment of the individual adviser when making investment recommendations. In order to properly handle such potential conflicts of interest, the firm has adopted a Code of Ethics (see below).

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

The firm and/or its representatives may purchase or sell investments for their personal accounts that they have similarly recommended to clients. As required by Rule 204A-1 of the Investment Advisers Act of 1940, the firm has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth the firm's practice of supervising the personal securities transactions of employees who maintain access to client information.

Representatives may also maintain personal holdings that are similar to those held by VanceGray's clients. Accordingly, the firm collects and maintains records of securities holdings and transactions made by employees. The firm reviews the personal trading practices of its employees to identify and resolve any potential or realized conflicts of interest.

A copy of the Code of Ethics is available upon request.

Item 12: Brokerage Practices

The firm has investment discretion to place transactions and select brokers without prior approval of clients. Such authority is subject to the terms and conditions of a written investment advisory agreement signed by the client. The firm seeks to obtain the most favorable net results for client's price, execution quality, services and commissions.

In accordance with Section 28(e) of the Securities Exchange Act of 1934, registered representatives associated with the firm may cause an account to pay commission rates to a broker dealer which are in excess of those charged for effecting the same transaction, if the firm determines in good faith, that the commissions paid is reasonable in relation to the value of the brokerage and research services provided.

The firm acknowledges a fiduciary duty to seek best execution pricing for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client.

The firm's primary objective when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as price, size of order, difficulty of execution, confidentiality and skill required of the broker.

The firm executes its transactions generally through Triad Advisers, Inc., an unaffiliated broker-dealer. The firm may also use other broker-dealers, which it chooses based on a variety of factors, including capital depth, market access, nature and character of the markets, execution, clearance and settlement capabilities and reasonableness of commissions.

Based on the above criteria, the firm may not necessarily pay the lowest commission or commission equivalent as specific transactions can involve specialized services on the part of the broker. This would justify higher commissions (or their equivalent) than other transactions requiring routine services.

If the firm is requested by a client to direct trades to a specific broker dealer other than the custodian typically used by the firm for trade execution, it must be noted that the firm's ability to negotiate commissions (where applicable), obtain volume discounts, or otherwise obtain best execution may not be as favorable as might otherwise be obtained.

All accounts are managed separately. The firm does not employ any blocking or bunching techniques in the management of accounts.

The firm receives research from custodians in connection with client securities transactions (“soft dollars”). This gives the firm an incentive to place client transactions with a particular custodian in exchange for such research rather than on the client’s interest in receiving the most favorable execution. All research received is used to benefit all of the firm’s clients.

Item 13: Review of Accounts

Accounts will be monitored on an on-going basis by the firm’s managing principals. Accounts will be addressed more frequently as necessary to respond to significant changes in client circumstances or changes in market conditions. Triggering factors to warrant more in depth review could include the following;

- Awareness of a change in the client’s investment objective
- change in market conditions
- change in financial status
- re-balancing of assets to maintain proper asset allocation
- other activity discovered as the account is normally reviewed.

The client will receive written monthly brokerage or custodial statements from the broker or custodian. The client is encouraged to notify the firm of changes in personal finances, especially those changes that might adversely affect the client’s investment plan.

Item 14: Client Referrals and Other Compensation

The firm does not compensate third parties for client referrals. Pursuant to Section 206 (4)-3 of the Investment Advisers Act of 1940, advance written disclosure of referral arrangements will be made to the client. Documentation and other procedures will be observed by the firm in accordance with applicable federal and/or state laws and regulations.

Item 15: Custody

The firm is deemed to have “custody” of client assets since it can and does debit client accounts for its fees. Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them, per SEC Rule 206(4)-2 under the Investment Advisers Act of 1940. Physical custody of client assets managed by the firm is always held by a bank or other “qualified custodian” as specified in the Rule. Aside from the ability to debit accounts for fees, the firm has no ability to distribute cash or securities from customer accounts.

Item 16: Investment Discretion

The firm maintains discretionary authority over the broker-dealer to be used for a client’s account and over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from clients. However, these

purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the firm.

Discretionary authority will only be authorized upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an agreement containing all applicable limitations to such authority.

Item 17: Voting Client Securities

The firm does not maintain any voting or proxy rights with respect to corporate actions related to such assets. You will vote your own proxies, which you will receive directly from the custodian or broker dealer of record. Clients may contact the firm if they have any questions.

Item 18: Financial Information

Pursuant to Rule 206(4)-4 of the Investment Advisers Act of 1940, investment advisers are required to disclose certain financial information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

As of the date of this filing, the firm does not require the pre-payment of any fees or maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.

Item 19: Requirements for State Registered Advisers

Please refer to Part 2B for further information with respect to firm personnel.

VanceGray Wealth Management

Vance B. Gray, Jr., President
Joseph M. Alvarez, Associate Adviser

Gray Wealth Management, Inc.
128 Broadway
Bangor, ME 04401
(207) 992-2819

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This brochure supplement provides information about the qualifications and business practices of these representatives as investment adviser representatives of Gray Wealth Management, LLC. This information is provided as a supplement to the Form ADV Part 2A which has been provided for your review. Should you have any questions about this supplement, or if you have not received the Form ADV Part 2A please contact the firm immediately.

The information in this brochure supplement has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Please note, where this brochure supplement may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov

Vance B. Gray, Jr., CFP

Item 2: Education and Background and Business Experience

Individual Full Name, Title or Designation: Vance B. Gray, Jr., President

Year Born: 1960

Education:

- University of Maine, BA, Journalism, 1983

Licenses/Professional Designations:

- Certified Financial Planner
 - **CFP™** - The Certified Financial Planner designation is awarded by the Certified Financial Planner Board of Standards (www.cfp.net) to those candidates that have successfully completed a rigorous course of study. The Board further requires charter holders to maintain certain ethical and professional standards of excellence.
- FINRA Licenses: 7 & 63 examinations

Business Background:

- January, 2007 to present, Gray Wealth Management, Inc. , President
- January, 2007 to present, Triad Advisers, Inc., Registered Representative and Investment Adviser Representative
- January, 1991 to 2006 , Ameriprise Financial Services, Inc., Senior Financial Adviser

Item 3: Disciplinary Information

Please note: The investment adviser representative listed above do not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Items 4 &5: Other Business Activities and Additional Compensation

Mr. Gray is separately licensed as a registered representative to sell securities through Triad Advisors, Inc., a FINRA registered broker-dealer. In this capacity, Mr. Gray may be involved in the sale of securities including stocks, bonds, mutual funds, and insurance products. Mr. Gray may receive commissions, bonuses or other compensation based on the sale of these products. This gives Mr. Gray an incentive to recommend investment products based on the compensation received, rather than on the client's needs. All advisers of VanceGray have a fiduciary duty to act in the best interest of their clients.

Item 6: Supervision

As the firm's President and Chief Compliance Officer, Vance Gray remains responsible for the supervision of each employee, and for the overall operation of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mr. Gray at the phone number listed on the cover of this brochure supplement. Item 2: Education and Background and Business Experience.

Joseph M. Alvarez

Individual Full Name, Title or Designation: Joseph M. Alvarez, Associate Adviser

Year Born: 1980

Education:

- Husson College, Bangor, ME, BS, Business Administration , 2002

Licenses/Professional Designations:

- FINRA Licenses: 7 & 66 examinations

Business Background

- April, 2004 (Vance B. Gray, Jr. Wealth Management, Inc.) to present, Gray Wealth Management, Inc. , Associate Adviser
- January, 2007 to present, Triad Advisers, Inc., Registered Representative and Investment Adviser Representative
- January, 2005 to 2006, Ameriprise Financial Services, Inc. , Associate Financial Adviser
- May-October, 2003, April-October, 2004, Penobscot Valley Country Club, Pro Shop Assistant
- October 2003 - March, 2004, Bonita Bay Club, Pro Shop Assistant
- May, 2002 - August, 2003 , Eddie Bauer, Inc., Assistant Manager

Item 3: Disciplinary Information

Please note: The investment adviser representative listed above do not have any legal, civil, criminal, regulatory, or disciplinary history to report at this time.

Item 4 and 5: Other Business Activities and Additional Compensation

Mr. Alvarez is a licensed as a registered representative to sell securities through Triad Advisors, Inc., a FINRA registered broker-dealer. In this capacity, Mr. Alvarez may be involved in the sale of securities including stocks, bonds, mutual funds, and insurance products. Mr. Alvarez may receive commissions, bonuses or other compensation based on the sale of these products. This gives Mr. Alvarez an incentive to recommend investment products based on the compensation received, rather than on the client's needs. All advisers of VanceGray have a fiduciary duty to act in the best interest of their clients.

Item 6: Supervision

Chief Compliance Officer Vance Gray remains responsible for the supervision of each employee of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mr. Gray at the phone number listed on the cover of this brochure supplement.