



Emerson Wealth Management, LLC

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March 13, 2012

This Brochure provides you information about the qualifications and business practices of Emerson Wealth Management, LLC (referred to in this Brochure as “us,” “we,” “our” or the “firm”). If you have any questions about the contents of this Brochure, please contact us at (248) 792-6600. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

We are a registered investment adviser. Registration of an adviser does not imply any level of skill or training. Additional information about us also is available on the SEC’s website at www.adviserinfo.sec.gov.

SUMMARY OF MATERIAL CHANGES

This Section is a new requirement under the “Amendments to Form ADV” which was published by the SEC on July 28, 2010. This Brochure dated March 28, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Brochure is materially different in structure and requires certain new information that we were not required to include in our previous brochure. We recommend that you read our entire Brochure.

In the future, this Section will discuss only specific material changes (including a summary of those changes) that we made to our Brochure since the last annual update of our Brochure. At that time, we will also reference the date of our last annual update of our Brochure.

Currently, our Brochure may be requested by contacting Steven Deceuninck, our Chief Compliance Officer at (248) 792-6600 or steve@emersonwealth.com. Our Brochure is also available on our web site www.emersonwealth.com, also free of charge.

Additional information about us is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with us who are registered, or are required to be registered, as one of our investment adviser representatives of our firm.

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ADVISORY BUSINESS

Our Owners and Principals

We are a Michigan limited liability company established in July 2007. Michael Emerson, our President is a principal owner with more than twenty-five percent (25%) of our firm's membership interest. Steven Deceuninck owns twenty percent (20%) of our firm's membership interest.

Our Advisory Services

We are an investment adviser providing investment management, financial planning, and consulting services to individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, corporations and other business entities. Prior to engaging us to provide our services, you will be required to enter into one or more written agreements with us setting forth the terms and conditions under which we will provide our services. It is your responsibility to notify us promptly if there is ever any change in your financial situation or investment objectives.

Investment Management Services

We provide investment management services to clients on a discretionary and non-discretionary basis. If you engage us, we will enter into an investment management agreement with you setting forth the terms and conditions of our engagement, describing our fee and scope of our services. We will complete a client profile documenting your current situation, goals, objectives, and any special or particular circumstance unique to you. We will have you complete a questionnaire to help us better assess your risk tolerance. We invest your assets based on information gathered from you in your personal interview, client profile and the risk tolerance questionnaire.

Financial Planning and Consulting Services

If you would like us to provide financial planning or consulting services, we will enter into a written agreement with you setting forth the terms and conditions of the engagement, describing the scope of our services to be provided and the fee that is due from you. Our financial planning and/or consulting services typically involve reviewing your overall financial situation, personal and financial goals, risk tolerance, and objectives and may include one or more of the following:

Asset Allocation	Cash Flow Analysis	Estate Analysis and Planning
Investment Analysis and Planning	Retirement Planning	Tax Planning
Education Planning	Insurance Planning	Employer Stock and Option Planning

In general, after analyzing your individual circumstances, objectives, client profile and risk profile, we present our recommendations to you. If you would like us to provide ongoing investment services or monitoring of your investment portfolio, you will engage us under a separate agreement and pay a separate fee.

When we provide financial planning and/or consulting services, we will rely on the information you or your attorney, accountant or other professional provides to us. We will not verify this information when doing our analysis. We may recommend our services or the services of other professionals such as attorneys or accountants to implement our recommendations. If we recommend our own services, you are under no obligation to use our services. You retain discretion over all such implementation decisions and are free to accept or reject any of our recommendations.

As part of our financial planning and/or consulting services, if requested, we will provide advice with respect to stock options and/or employer stock that you may have received in connection with your employment. On occasion and at the client's request, we will exercise the employee stock options and/or sell the employer stock using the client's password or PIN. We keep all client passwords or PINs in a secure location. We may be deemed to have custody of the client's assets when a client gives us access to their account with a password or PIN. In that case, annually, we engage a certified public accountant to perform a surprise audit of these accounts. Upon completion of the surprise audit, the CPA firm will file a Form ADV-E with the SEC. This form is publicly available at www.adviserinfo.sec.gov.

Other Investment Services

We also may provide investment management services to you regarding your variable life/annuity products or your individual employer-sponsored retirement plans. In so doing, we either direct or recommend the allocation of your assets among the various mutual fund subdivisions that comprise the variable life/annuity product or the retirement plan. Your assets will be maintained either at the specific insurance company that issued the variable life/annuity product, or at the custodian designated by the sponsor of your retirement plan.

Assets Under Management

We manage your assets on either a discretionary or a nondiscretionary basis. As of December 31, 2011, we had \$168,508,000 in client assets managed on a discretionary basis and \$ 3,293,000 in client assets managed on a nondiscretionary basis.

FEES AND COMPENSATION

Investment Management Fees

We charge either a fixed fee or a fee based upon assets under management. The decision as to whether we charge a fixed fee or a fee based on assets under management is dependent upon the size and complexity of your account as well as your preference. We establish our fee arrangements with you in our written agreement.

Our standard annual fee is a percentage of the market value of the assets under our management and varies between 0.50% and 1.25% depending on the size of your account. Our fee is prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter as valued by the custodian accounts. We may, in our sole discretion, negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing accounts, account retention, pro bono activities, etc.).

For the initial quarter of investment management services, the first quarter's fee is calculated on a pro rata basis commencing on the day the assets are initially designated to us for management. If you make additions to and/or withdrawals from the account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter.

Our fee does not include brokerage commissions, transaction costs, and other related costs and expenses incurred in connection with providing investment advisory services to you. Mutual funds and exchange traded funds (ETFs) also charge internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions are in addition to our fee.

Direct Billing to Your Custodian

You may elect to be billed directly for our fees or you may authorize us to directly debit our fees from your accounts. Generally, our clients authorize us under our agreement to directly deduct our fees from the client's account. If you provide us such authorization, the custodian's periodic statements will show each fee deduction from your account. You may withdraw this authorization for direct billing of these fees at any time by notifying us or your custodian in writing.

Financial Planning and Consulting Fees

Our fees for financial planning and consulting services are negotiable, but generally range from \$1,500 to \$50,000. The fee depends upon the scope of services provided, complexity of the process undertaken, the types of issues addressed and the professional rendering the services. You will enter into a written agreement with us setting forth the scope of our services and our fee. All billing is in arrears and we generally invoice annually in December.

All financial planning and consulting fees are for services provided by us and do not include fees you may incur with other professionals such as your personal attorney, accountant, or other professional.

Other Compensation

As described in the section titled "**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**" on page 6, we are an insurance agency. Michael Emerson and Steven Deceuninck are also independently licensed to sell insurance and are appointed with various

insurance companies. If you choose to purchase insurance through Michael Emerson, Steven Deceuninck or the firm, then the firm will receive a commission from the insurance company, which creates a potential conflict of interest. To mitigate this conflict of interest, we offer you the option to purchase the recommended insurance through insurance agents or agencies that are not affiliated with our firm.

Termination

You may terminate our agreement at any time by giving us written notice; we may terminate our agreement by providing you with written notice. If termination occurs within five (5) business days of entering into an agreement, you are entitled to a full refund. Our annual investment management fee will be prorated through the date of termination and any remaining balance will be refunded to you in a timely manner. Upon termination of a financial planning and/or consulting agreement, you will be responsible only for the fees earned through the date of termination.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of your assets).

TYPES OF CLIENTS

We provide investment management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, trusts and estates, and corporations and other business entities.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

Most of our investment recommendations are for mutual funds or ETFs. In analyzing these potential investments, we review information from a number of sources, both public and by purchase, including financial newspapers and magazines, research materials prepared by third-parties, corporate rating services, annual reports, prospectuses and filings with the SEC and company press releases. We believe these resources for information are reliable and regularly depend on these resources for making our investment decisions; however, we are not responsible for the accuracy or completeness of this information.

Investment Strategies

We use a variety of investment strategies depending on your circumstances, financial objectives and needs. We may recommend implementing one or more of the following investment strategies: long-term purchases (held at least a year) and short term purchases (held less than a year).

We typically recommend implementing these strategies using mutual funds and ETFs. The mutual funds and ETFs are of different kinds to promote portfolio diversification within various asset classes, such as large-cap/small-cap, domestic/international, or equities/bonds. Occasionally, the mutual funds and ETFs will be held in a sub-account of a variable annuity or life insurance product.

Types of Investments and Risk of Loss

We offer advice about different investments, including mutual funds, index funds, ETFs, and fixed and variable annuities, each having different types and levels of risk. We will discuss these risks with you in determining your investment objectives. We will explain and answer any questions you have about these kinds of investments, which present special considerations such as the following.

Investing in securities involves risk of loss that you should be prepared to bear. Obtaining higher rates of return on investments typically entails accepting higher levels of risk. We work with you to attempt to identify the balance of risks and rewards that is appropriate and comfortable for you. However, it is still your responsibility to ask questions if you do not fully understand the risks associated with any investment or investment strategy.

Also, while we strive to render our best judgment on your behalf, many economic and market variables beyond our control can affect the performance of your investments and we cannot assure you that your investments will be profitable or assure you that no losses will occur in your investment portfolio. Past performance is one relatively important consideration with respect to any investment or investment advisor, but it is not a predictor of future performance.

Mutual Funds, Index Funds and Exchange-Traded Funds

Mutual funds and ETFs typically charge their shareholders various fees and expenses associated with the establishment and operation of the funds. These fees will generally include a management fee, shareholder servicing, other fund expenses, and sometimes a distribution fee. These separate fees and expenses are disclosed in each fund's current prospectus, which is available from the fund or we can provide it to you upon request.

Consequently, for any type of fund investment, it is important for you to understand that you are directly and indirectly paying two levels of fees: one layer of expenses at the fund level and one layer of advisory fees to us. Generally speaking, most mutual funds may be purchased directly, without using our services and without incurring our advisory fees.

Mutual funds and ETFs will change in value, and you could lose money by investing in a mutual fund or an ETF. An investment in an ETF involves risk similar to those of investing in any fund of equity securities traded on an exchange. An ETF seeks investment results that correspond generally to the price and yield of an index. You should anticipate that the value of an ETF's shares would decline, more or less, in correlation with any decline in the value of its corresponding index. An ETF's return may not match the return of the index. The ETF may

invest in small capitalization, mid capitalization, emerging markets and international companies. Such companies may experience greater price volatility than larger, more established companies. Sometimes referred to as a “tracking error,” expenses and other factors may affect the performance of an ETF so that the ETF’s performance will not exactly match the performance of their respective underlying indexes.

Variable Annuities

When you request, we will provide advice on variable annuities. Variable annuities are highly complex financial products offered by insurance companies. Investment in a variable annuity contract is subject to general market risk. These and other risks are described in the variable annuity’s prospectus. Variable annuities are regulated under both securities and insurance laws and related rules and regulations. Variable annuities offer various benefits and features which may or may not have value to you. Like other types of investments, commissions are often paid for the purchase of variable annuities and there may be substantial surrender charges. These commissions, surrender charges, and other expenses are disclosed in the prospectus. When appropriate, we will only recommend no-load variable annuities. We do not receive any commissions from the sales of variable annuities.

Like mutual funds, insurance companies charge a variety of fees and charges against the assets invested in the separate accounts of their policy holders. As noted above, this means that there are two layers of fees paid – one layer to the insurance company and one layer to our firm for our advisory services.

DISCIPLINARY INFORMATION

As a registered investment adviser, we must inform you of all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management. We have no legal or disciplinary events to disclose.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We are a licensed insurance agency. Additionally, our owners, Michael Emerson and Steven Deceuninck are licensed insurance agents, and in their individual capacities, may recommend the purchase of certain insurance products. A potential conflict of interest exists to the extent that our owners recommend the purchase of insurance products where we receive insurance commissions or other additional compensation. However, to mitigate this conflict, if you decide to implement our recommendation to purchase insurance products you are not required to purchase insurance through us or our owners and you may purchase insurance products through another insurance agency of your choice.

CODE OF ETHICS

We have adopted a Code of Ethics (the “Code”) describing the standards of business conduct we expect all officers, employees, and advisory representatives to follow. The Code

also describes certain reporting requirements with which particular individuals associated with or employed by us must comply. We will provide a copy of the Code to you upon request.

Our principals and representatives will often own the same securities we recommend to you or our other clients. Generally, these securities will be shares of open ended mutual funds, ETFs or stocks and bonds actively traded on a national securities exchange or market where the time and size of their purchases or sales will not affect transactions for you or our other clients. In addition, we maintain a restricted security list. In general, this list will include securities of public companies that employ our clients or whose board members are our clients. Our principals and representatives may not purchase any securities found on the restricted securities list as long as we have clients working as an employee or as board members of the publicly traded company.

Orders for your account and our own accounts may sometimes be aggregated or “batched” into one large order in accordance with our trade aggregation and allocation policy as described in connection with our brokerage placement practices in the section titled **“BROKERAGE PRACTICES”** beginning on page 7. Aggregated orders may achieve better execution for all participating accounts and those benefits will be fairly allocated among all participating accounts.

You may request a copy of our Code by contacting our Chief Compliance Officer, Steven Deceuninck at (248) 792-6600 or steve@emersonwealth.com.

BROKERAGE PRACTICES

Directed Brokerage & Soft Dollars

Although we will not require that you use a specified broker-dealer, we have established brokerage relationships with and may recommend that you use Fidelity Investments and its affiliates for brokerage and custodial services. When we select and recommend custodians or broker-dealers, we consider not only the broker-dealer’s commission rate and execution capabilities, financial responsibility and responsiveness to instructions, but also the full range of services provided by the broker-dealer, including research and custodial services. Accordingly, you may pay commissions in excess of those which another broker-dealer may charge for transactional services alone, in recognition of the additional services we receive from our recommended custodians.

The full range of services may give us an incentive to recommend that you maintain your account with Fidelity, based on our interest in receiving Fidelity’s services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Fidelity is in your best interest. Our selection is primarily supported by the scope, quality, and price of Fidelity’s services. Consistent with the foregoing, while we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for your transactions.

We have not and do not intend to enter into any contractual third-party soft-dollar arrangements, such as where we commit to place a specific level of brokerage with a specific firm in return for which the broker-dealer will pay for various research related products or services for us, such as Bloomberg terminals or other communications links or services, computer hardware or software, investment publication subscriptions or other research related products or services that are generally available for cash purchase. However, our recommended broker-dealers or custodians may provide us with various investment research products or services to assist us in our investment advisory process. Our recommended custodians or broker-dealers may also provide us with such services as duplicate client confirmations and bundled duplicate statements, access to a trading desk or block trading allowing us to aggregate securities transactions and allocate the appropriate shares to client accounts, and access to an electronic communication network for client order entry and account information. To mitigate this conflict, you may direct us, in writing, to utilize a specified broker-dealer of your choice to effect transactions for or with your account. Subject to our duty of best execution, we may decline your request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

If you choose to direct your brokerage, you should understand that, in the case of a directed brokerage arrangement:

- you are solely responsible for negotiating the terms and arrangements on which those brokers and dealers are engaged, and we will have no responsibility for reviewing the fairness of those terms and arrangements;
- we will not seek better execution services or prices from other brokers and dealers in connection with transactions for your account;
- we will not be able to “batch” or “aggregate” transactions for your account with transactions for our other clients not subject to a similar such arrangement;
- we will not monitor the performance of or the services provided by the brokers and dealers so designated; and
- as a result, you may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

We may seek better execution services or prices from other brokers or dealers or “batch” your transactions for execution if such action is required by law or fiduciary duties, including but not limited to, the fiduciary duty provisions under ERISA, or if the designated broker or dealer is unable or unwilling to effect a particular transaction or transactions, which may occur with certain transactions involving fixed-income securities

Aggregation of Orders

We have adopted a trade allocation policy to govern how we handle the aggregation of orders for more than one client's account. From time to time and only where appropriate, we aggregate orders for securities transactions for more than one client and, in appropriate circumstances, include accounts of our principals and representatives. In doing so, we strive to treat each client fairly and will not favor one client or accounts of our principals and representatives over another client. When executed, we will allocate the aggregated order in accordance with policies and procedures intended to achieve fair treatment. The purpose of aggregating orders in some transactions is to obtain better execution for the aggregated order than might be achieved by processing each of the transactions separately.

A consequence of not aggregating your order with other orders for the same securities is that you may not obtain as good a price or as low a cost in a separate transaction as clients whose orders have been aggregated.

Each account that participates in an aggregated order will participate at the average share price for all transactions ordered by our firm in that security on a given business day. Some broker-dealers charge brokerage commissions to each participating client in accordance with the size of that client's part of the aggregated order, regardless of the total size of the aggregated order. If an aggregated order is not filled in its entirety, it will be allocated among participating accounts on a pro rata basis.

REVIEW OF ACCOUNTS

Review of Accounts

If you are an investment management client, we monitor your portfolio as part of an ongoing process and conduct account reviews at least annually, taking into consideration any changes in your financial situation or investment objectives. If you are a financial planning and/or consulting services client, we conduct reviews on an "as needed" basis. Our investment advisor representatives conduct all reviews. We encourage you to discuss your needs, goals, and investment objectives with us and to keep us informed of any changes that might affect your financial situation.

Reports

If you are a financial planning and/or consulting services client, we provide you with a report summarizing our analysis and conclusions upon request or otherwise agreed to by us in writing. As described in the section titled "**CUSTODY**" beginning on page 10, if you are an investment management client, you will receive confirmations of your purchases and sales and statements from your broker-dealer or custodian containing account information such as account value, transactions, and other relevant account information including asset management fees paid to us.

CLIENT REFERRALS AND OTHER COMPENSATION

We must disclose any economic benefits we receive for providing investment advice and other services to you. As described in the “**OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**” on page 6, we are an insurance agency and may receive commission when Michael Emerson and Steven Deceuninck, as licensed insurance agents, sell insurance products to you.

We are also required to disclose whether we compensate anyone who is not a supervised person of our firm for client referrals. We do not have any referral or solicitation arrangements.

CUSTODY

You will receive statements, at least quarterly, from the broker-dealer, bank or other qualified custodian that holds and maintains your investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you, as described in the “**REVIEW OF ACCOUNTS**” beginning on page 9. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

INVESTMENT DISCRETION

We offer both discretionary and non-discretionary investment management. If you desire discretionary investment management services, we receive discretionary authority in writing from you at the outset of our advisory relationship in the Discretionary Investment Management Agreement. Discretionary authority grants us the ability to determine, without obtaining your specific consent, the securities to be bought or sold for your portfolio, the amount of securities to be bought or sold, and in most cases, the broker or dealer to be used and the commission rate to be paid. In all cases, however, we exercise such discretion consistent with your investment objectives for your account.

Also, you will likely sign an agreement with your custodian which generally includes a limited power of attorney granting us authority to direct and implement the investment and reinvestment of your assets within the account, but not direct the assets outside of the custodial account. We observe your investment policies, limitations and restrictions when selecting securities and determining amounts.

VOTING CLIENT SECURITIES

As a matter of firm policy and practice, we will not be responsible for responding to proxies that are solicited with respect to annual or special meetings of shareholders of securities held in your account. Proxy solicitation materials will be forwarded to you for response and voting by your custodian.

FINANCIAL INFORMATION

As a registered investment adviser, we are required to provide you with certain financial information or disclosures about our financial condition if we have financial commitments that impair our ability to meet contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding and do not have any financial commitments that would impair our ability to meet any contractual or fiduciary commitments to you.