

Hughes Warren, Inc.

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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Hughes Warren, Inc. If you have any questions about the contents of this brochure, please contact us at (405) 418-4080 or via e-mail at melinda@hugheswarren.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Hughes Warren, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Hughes Warren, Inc. is 145570.

Hughes Warren, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

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

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

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Item 4 Advisory Business

Description of Services and Fees

Hughes Warren, Inc. is a registered investment adviser based in Oklahoma City, Oklahoma. We are organized as a corporation under the laws of the State of Oklahoma. We have been providing investment advisory services since 2007. Theodore J. Hughes and Melinda M. Warren are our principal owners. Currently, we offer Wealth Planning Services personalized to each individual client.

We are a "fee-only" investment advisory firm. The definition of "fee-only" as defined by the Certified Financial Planner Board of Standards is as follows: "Fee-only denotes a method of compensation in which compensation is received solely from a client with neither the personal financial planning practitioner nor any related party receiving compensation which is contingent upon the purchase or sale of any financial product". We do not sell any financial products.

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Hughes Warren, Inc. and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this brochure. As used in this brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Wealth Planning Services

We offer Wealth Planning Services by incorporating financial planning, investment portfolio management, and other aggregated financial services. The combination of industry experience and comprehensive research allows our firm to provide quality advisory services to our clients.

The financial planning areas which may be addressed with each of our clients include, but are not limited to, cash flow, tax analysis and planning, insurance analysis and planning, employee benefit analysis and/or planning, business ownership issues, education planning, estate planning, and retirement planning as well as budgeting and net worth and investment analysis and planning. Investment analysis and planning may include, but is not limited to, reviews of current holdings, risk tolerance, asset allocation, historical performance, retirement projections and tax analysis. We will not provide a written report.

Our Wealth Planning Services include discretionary portfolio management services. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop an Investment Policy Statement ("IPS") that communicates the investment philosophy, guidelines and constraints to be adhered to. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. We may also invest your assets using a predefined strategy, or we may invest your assets according to one or more model portfolios developed by our firm. Once we construct an investment portfolio for you, or select a model portfolio, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm, a limited power of attorney, or trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

Types of Investments

We primarily offer advice on mutual funds.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of February 3, 2012, we manage \$54,070,337 in client assets on a discretionary basis.

Item 5 Fees and Compensation

Wealth Planning Services

Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

<u>Account Size</u>	<u>Annual % Fee</u>
\$0-\$250,000	1.5%
\$250,001-\$1,000,000	1.25%
\$1,000,001-\$2,000,000	1.00%
\$2,000,001 and above	Negotiable

All fees are negotiable and the above schedule may be modified with the agreement of both Hughes Warren, Inc. and the client.

For our Wealth Management services, you will pay a management fee based on the market value of the Account in accordance with the Schedule of Fees described above unless otherwise agreed to by both parties. The Advisory Fee is payable quarterly in arrears. Our Advisory fees are in addition to any fees assessed by the mutual funds your accounts are invested in. The percentage fee will be prorated for any period of less than a quarter year, but a fee shall be due for each such quarter during any part of which we are managing the Account. One fourth of the annual management fee will be charged each quarter based upon the Account's market value at the end of the quarter. The management fee may be deducted directly from your Account by the Custodian and automatically remitted to us. The annual fee will be determined by multiplying the ending aggregate market value of the assets in the Account at the end of each quarter by the annual fee. This amount is then multiplied by the actual number of days in the quarter and then divided by the actual number of days in the year. You are responsible for any management fee accrued from the beginning of the quarter to the date of termination.

The Custodian will send you a monthly or at least quarterly statement showing all amounts paid from the Account, including all management fees paid by the Custodian to us. We encourage you to verify the accuracy of the fee computations and acknowledges that the Custodian will not determine whether the fee is properly calculated. You may elect to have the Advisory Fee billed directly to you. You agree to pay all Advisory Fees within 30 days of the receipt of an invoice from us.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian.
- We send you an invoice showing the amount of the fee, the value of the assets on which the fee is based, and the specific manner in which the fee was calculated.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

Alternatively, if a client chooses only financial planning services, the services may include the following: cash flow, tax analysis and planning, insurance analysis and planning, employee benefit analysis and/or planning, business ownership issues, education planning, estate planning, and retirement planning as well as budgeting and net worth and investment analysis and planning, investment analysis and planning may include, but is not limited to, reviews of current holdings, risk tolerance, asset allocation, historical performance, retirement projections and tax analysis. We will collect pertinent data, conduct personal interviews with the Client and present selected report(s) to the Client. In addition, we may arrange an hourly financial consultation wherein we will provide financial consulting services. We charge an hourly rate for these services. This rate will apply to special situations where the Client engages us for a limited time only and we do not directly manage the Client's assets. We do not provide the Client with a written report.

This hourly rate is \$150 or \$250 with the following schedule of services:

\$150 hourly rate - Cash flow, insurance analysis and planning, budgeting, debt counseling, education planning.

\$250 hourly rate - Tax analysis and planning, employee benefit analysis and/or planning, business ownership issues, estate planning, retirement planning investment analysis and planning, investment analysis and planning which may include but is not limited to reviews of current holdings, risk tolerance, asset allocation, historical performance, retirement projections and tax analysis.

Hourly financial planning fees are due upon completion of services rendered. We will invoice you for financial planning services.

You may terminate the Investment Advisory Agreement upon written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the Investment Advisory Agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client.

We encourage you to reconcile our invoices with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our invoice and the statement(s) you receive from the qualified custodian please call our main office number located on the cover page of this brochure.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You may incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the "Brokerage Practices" section of this brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, charitable organizations, corporations, and other business entities.

In general, we require a Household minimum of \$100,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size. We may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

- Charting Analysis - involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

- Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.
- 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.
- Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends.
- 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.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Client assets are advised using:

Charting and Technical Analysis - The risk of market timing based on technical analysis is that charts may not accurately predict future price movements. Current prices of securities may reflect all information known about the security and day to day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the "Advisory Business" section in this Brochure, we primarily recommend mutual funds however, we may recommend other types of investments as appropriate for you since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely which can dilute other investors' interests.

Item 9 Disciplinary Information

Hughes Warren, Inc. has been registered and providing investment advisory services since 2007. Neither our firm nor any of our Associated Persons has any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

We have not provided information on other financial industry activities and affiliations because we do not have any relationship or arrangement that is material to our advisory business or to our clients with any of the types of entities listed below.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant

- 10. real estate broker or dealer
- 11. sponsor or syndicator of limited partnerships

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Positions held by the firms' employees will not be sufficient to influence the price or adversely affect a client's position or purchase of any recommended security.

Item 12 Brokerage Practices

We recommend the brokerage and custodial services of Fidelity Brokerage Services, LLC ("Fidelity"), a securities broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. We believe that Fidelity provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by Fidelity, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of research services and additional brokerage products and services Fidelity provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

In suggesting a broker dealer, we will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the broker's reputation, experience

and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions. However, it may be the case that the recommended broker charges a higher fee than another broker charges for a particular type of service, such as commission rates. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as the firm recommends.

Best execution is not measured solely by reference to commission rates. Paying a broker a higher commission rate than another broker might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. In addition, Hughes Warren, Inc. may cause the account to pay a higher commission in recognition of the value of "research services" and additional brokerage products and services a broker-dealer has provided or may be willing to provide.

On occasion, Fidelity will pay some costs for out-of-town conferences.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely recommend that you direct our firm to execute transactions through Fidelity. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Block Trades

We do not combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading") because we invest primarily in Mutual Funds which do not trade in blocks.

Item 13 Review of Accounts

Melinda M. Warren, Co-President and Chief Compliance Officer and Theodore J. Hughes, Co-President, of Warren Hughes, Inc. will monitor your accounts on an ongoing basis and will conduct account reviews at least quarterly to ensure the advisory services provided to you and that the portfolio mix is consistent with your current investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with Fidelity.

Item 15 Custody

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fee deducted from your account.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a limited power of attorney, and/or trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

Proxy Voting

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$500 in fees and six or more months in advance, or
- take custody of client funds or securities, or

- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Item 19 Requirements for State Registered Advisers

Neither our firm, nor any of our Associated Persons are compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Neither our firm, nor any of our Associated Persons have any reportable arbitration claims, civil, self-regulatory organization proceeding or administrative proceeding.

Neither our firm, nor any of our Associated Persons have a material relationship or arrangement with any issuer of securities.

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.

Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, the trade error will be corrected in the trade error account of the executing broker-dealer and you will not keep the profit.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

Theodore J. Hughes
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FORM ADV PART 2B
BROCHURE SUPPLEMENT

This brochure supplement provides information about Theodore J. Hughes that supplements the Hughes Warren, Inc. brochure. You should have received a copy of that brochure. Please contact Melinda Warren at (405) 418-4080 or via e-mail at melinda@hugheswarren.com if you did not receive Hughes Warren, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Theodore J. Hughes is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Theodore J. Hughes, CFP

Year of Birth: 1965

Formal Education after High School:

- University of Oklahoma, BBA in Finance, 1988
- University of Oklahoma, MBA in Finance, 1993

Business Background for the Previous Five Years:

- Hughes Warren, Inc., Co-President/Chief Compliance Officer, 10/2007 - Present
- Retirement Investment Advisors, Inc., Executive Vice-President, 08/2002 - 12/2007

Certifications:

- Certified Financial Planner since 2002

The CERTIFIED FINANCIAL PLANNER, CFP and federally registered CFP (with flame design) marks (collectively, the "CFP marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP certification in the United States.

To attain the right to use the CFP marks, an individual must satisfactorily fulfill the following requirements:

- Education - Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination - Pass the comprehensive CFP Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics - Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP marks:

- Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics - Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP professionals provide financial planning services at a fiduciary standard of care. This means CFP professionals must provide financial planning services in the best interests of their clients.

CFP professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP certification.

Item 3 Disciplinary Information

Mr. Hughes does not have, nor has he ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Mr. Hughes is not actively engaged in any other business or occupation (investment-related or otherwise) beyond his capacity as Co-President of Hughes Warren, Inc. Moreover, Mr. Hughes does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products

Item 5 Additional Compensation

Mr. Hughes does not receive any additional compensation for providing advisory services beyond that received as a result of his capacity as Co-President of Hughes Warren, Inc.

Item 6 Supervision

Both Ms. Warren and Mr. Hughes form investment decisions and recommendations on a joint basis. All investment advisory accounts and financial plans are reviewed by Ms. Warren and Mr. Hughes. You may contact Mr. Hughes at (405) 418-4080.

Item 7 Requirements for State-Registered Advisers

Mr. Hughes does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization proceeding or administrative proceeding, and has not been the subject of a bankruptcy petition.

Melinda M. Warren
CRD #4564050

Hughes Warren, Inc.

9150 N. May Avenue, Suite B
Oklahoma City, Oklahoma 73120

TEL. (405) 418-4080
FAX (405) 418-4082

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6/28/2012

FORM ADV PART 2B
BROCHURE SUPPLEMENT

This brochure supplement provides information about Melinda M. Warren that supplements the Hughes Warren, Inc. brochure. You should have received a copy of that brochure. Please contact Melinda M. Warren at (405) 418-4080 or via e-mail at melinda@hugheswarren.com if you did not receive Hughes Warren, Inc.'s brochure or if you have any questions about the contents of this supplement.

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

Item 2 Educational Background and Business Experience

Melinda Warren, CFP, AIF

Year of Birth: 1953

Formal Education after High School:

- Oklahoma State University, Associate's Degree, Business, 1973
- University of Central Oklahoma, Bachelor of Arts, Business, 1985

Business Background for the Previous Five Years:

- Hughes Warren, Inc., Co-President & Chief Compliance Officer, 10/2007 - Present
- Retirement Investment Advisors, Inc., Executive Vice-President, 08/2002 - 10/2007

Certifications:

- Certified Financial Planner, 1994
- Accredited Investment Fiduciary, 2007

The CERTIFIED FINANCIAL PLANNER, CFP and federally registered CFP (with flame design) marks (collectively, the "CFP marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP certification in the United States.

To attain the right to use the CFP marks, an individual must satisfactorily fulfill the following requirements:

- Education - Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination - Pass the comprehensive CFP Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics - Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP marks:

- Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics - Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP professionals provide financial planning services at a fiduciary standard of care. This means CFP professionals must provide financial planning services in the best interests of their clients.

CFP professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP certification.

Accredited Investment Fiduciary (AIF)

The AIF designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIF Code of Ethics. In order to maintain the AIF designation, the individual must annually renew their affirmation of the AIF Code of Ethics and complete six hours of continuing education credits. The certification is administered by the Center for Fiduciary Studies, LLC (a Fiduciary360 (fi360) company).

Item 3 Disciplinary Information

Ms. Warren does not have, nor has she ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Ms. Warren is not actively engaged in any other business or occupation (investment-related or otherwise) beyond her capacity as Co-President of Hughes Warren, Inc. Moreover, Ms. Warren does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5 Additional Compensation

Ms. Warren does not receive any additional compensation for providing advisory services beyond that received as a result of her capacity as Co-President and Chief Compliance Officer of Hughes Warren, Inc.

Item 6 Supervision

Both Ms. Warren and Mr. Hughes form investment decisions and recommendations on a joint basis. All investment advisory accounts and financial plans are reviewed by Ms. Warren and Mr. Hughes. You may contact Ms. Warren at (405) 418-4080 or via e-mail at melinda@hugheswarren.com.

Item 7 Requirements for State-Registered Advisers

Ms. Warren does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization proceeding or administrative proceeding, and has not been the subject of a bankruptcy petition.

Diane Gaugler Lippert
CRD #2334825

Hughes Warren, Inc.
9150 N. May Avenue, Suite B
Oklahoma City, OK 73120-4417

Telephone: 405-418-4080
Facsimile: 405-418-4082

June 28, 2012

FORM ADV PART 2B
BROCHURE SUPPLEMENT

This brochure supplement provides information about Diane G. Lippert that supplements the Hughes Warren, Inc. brochure. You should have received a copy of that brochure. Please contact us at 405-418-4080 if you did not receive Hughes Warren, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Diane G. Lippert is available on the SEC's website at www.adviserinfo.sec.gov.

Form ADV Brochure Supplement for Diane G. Lippert

Item 2 Educational Background and Business Experience

Diane G. Lippert

Year of Birth: 1961

Education:

- University of Oklahoma, Bachelor of Business Administration/Finance, 12/1983

Business Background:

- Hughes Warren, Inc., Vice President, 12/2007 - Present
- Retirement Investment Advisors, Inc., Vice President of Marketing, 05/2005 - 11/2007

Item 3 Disciplinary Information

Ms. Diane G. Lippert does not have, nor has she ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Diane G. Lippert does not receive any additional compensation for providing advisory services beyond the fee based compensation she receives through Hughes Warren, Inc.

Diane G. Lippert is not actively engaged in any other business or occupation (investment-related or otherwise) beyond her capacity as Vice President of Hughes Warren, Inc. Moreover, Ms. Warren does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5 Additional Compensation

Diane G. Lippert does not receive any additional compensation for providing advisory services beyond that received as a result of her capacity as Vice President of Hughes Warren, Inc.

Item 6 Supervision

Melinda Warren, Chief Compliance Officer is responsible for supervising the advisory activities of Diane G. Lippert. Ms. Warren can be reached at 405-418-4080.

In the supervision of our associated persons, advice provided is limited based on the restrictions set by Hughes Warren, Inc. and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

Item 7 Requirements for State Registered Advisers

Diane G. Lippert does not have, or has ever had, any reportable arbitration claims, has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.