



HFG Wealth Management, LLC

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This brochure provides information about the qualifications and business practices of HFG Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (832)585-0110 and/or larry@hfgwm.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 HFG Wealth Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

In the future, this page will discuss only specific material changes that are made to this brochure and will provide readers with a summary of such changes. The last update of our brochure was May 2011.

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ADVISORY BUSINESS

Advisory Firm Description

HFG Wealth Management, LLC ("HFG" or the "Firm") has been in business since 1985. The principal owner is Larry Arlen Harvey.

Types of Advisory Services

HFG is an investment advisory firm located in The Woodlands, Texas. The Firm provides financial planning services, asset allocation analysis and portfolio management services to its clients.

Comprehensive Wealth Management Services

HFG's approach is to help each client individually establish and then meet specific goals, while staying within the risk tolerance level indicated by each client. HFG accomplishes this by spending focused time with each client, asking questions, and discussing alternative ideas with the client.

At the beginning of the relationship, HFG meets with the new client, gathers information, performs research and analysis as necessary, and then develops an investment plan that is consistent with the client's desired rate of return, time horizon and risk tolerance. This plan is based upon information provided by the client. HFG considers such factors as:

- the size and source of the account,
- client's identity and background,
- the client's income and growth objectives,
- income tax bracket,
- potential estate taxes, and
- the client's relative risk aversion.

Investment objectives are established and recorded at this time. These objectives and other data are commonly revised or updated over time. HFG further assists its clients in implementing their investment plans by managing portfolios on a discretionary basis. Throughout the relationship, HFG encourages and promotes regular dialogue with clients and with their other advisors, such as attorneys, accountants and other professionals.

General Consulting Services

From time to time clients may engage HFG to provide certain services that are more limited in scope than the services provided in the Comprehensive Wealth Management Service described above. Examples include cash flow analysis, evaluation of insurance needs, retirement and/or education planning, business valuation, etc. This may also include access to HFG's online *Wealth Management Solution* platform.

Tailored Advisory Services

Clients have the right to impose certain restrictions on HFG, such as prohibiting the inclusion of certain types of stocks (e.g., "sin stocks") in a portfolio or prohibiting the sale of certain stocks held in the account at the commencement of the relationship. Such restrictions and guidelines imposed by clients may affect the composition and performance of portfolios. In addition, each client's portfolio is treated individually, with very specific consideration given to each decision made on its behalf. For these and other reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios would be identical with the average client of HFG. *Clients are obligated to promptly notify HFG of any material changes in the client's financial status, goals and objectives to ensure that HFG's investment strategies continue to meet the client's changing needs or to determine if there needs to be a change in the investment objectives and/or strategies. HFG will generally remind clients of this obligation on a quarterly basis.*

Client Assets Under Management

At March 29, 2012, the Firm had \$91,300,000 of discretionary assets under management.

FEES AND COMPENSATION

Comprehensive Wealth Management Fees

All clients who engage HFG for Comprehensive Wealth Management Services will pay an initial minimum fee of \$2500, in advance, which covers the completion of the information gathering process, setting up accounts and other preliminary administrative and planning work required for HFG to support a new client. Additionally, ongoing Comprehensive Wealth Management fees are generally payable quarterly in advance and are charged based on the account value at market close of the prior quarter end.

If management begins after the start of a quarter, fees may be prorated accordingly, with the initial fee charged in arrears at the first quarter close after the engagement and based upon the account market value at the same quarter's close. Fees on deposited funds are charged as the deposits are made and are calculated on a pro rata basis. Fees are calculated based on a percentage of assets under management, as valued by the custodian at the close of market on the last trading day of the quarter, and are not calculated based on a percentage of capital gains. The fee schedule for new clients is as follows. Accounts in the same household are normally aggregated and treated as one account for fee billing purposes.

Fee Schedule

Amount	Per Annum	Per Quarter
First \$1,000,000	1.50%	.375%
Next \$1,000,000	1.25%	.3125%
Next \$3,000,000	1.00%	.25%
Balance above \$5,000,000	0.75%	.1875%

Generally, the Firm requires a minimum annual fee of \$15,000 per relationship. Fees may be negotiable, with exceptions granted by HFG depending upon the complexity of the portfolio, the client's needs, and client referrals. It is therefore possible that clients receiving the same service from HFG are paying different fees. As mentioned previously, when appropriate to meet the goals and objectives of a client, HFG may recommend the use of a Sub-adviser. In these instances, the total fees to be charged by HFG and the Sub-adviser will be outlined in applicable agreements.

Additionally, ongoing Comprehensive Wealth Management fees are generally payable quarterly, in advance and are charged based on the account value at market close of the prior quarter end. If management begins after the start of a quarter, fees may be prorated accordingly, with the initial fee charged in arrears at the first quarter close after the engagement and based upon the account market value at the same quarter's close. Fees on deposited funds are charged as the deposits are made and are calculated on a pro rata basis, charging for the remaining days in the quarter.

General Consulting Fees

The Firm also provides consulting on an as-needed basis outside its other programs, such as business valuation. This service is provided on an hourly basis (at \$400/hour) or as otherwise negotiated and noted on the agreement with the client. Fees are due either upon completion of the consulting work or upon receipt of an invoice.

United Managed Account Program ("UMAP") Fees

The Firm may engage an outside entity to provide administrative and reporting services directly to its clients. Clients see separate fee deductions for the Firm's fee and for UMAP. The UMAP fee structure is provided to clients upon establishing the relationship, and varies depending upon assets under management and the services provided by the UMAP provider. Please see the section titled "Other Financial Industry activities and Affiliations" for more detailed information on the UMAP program.

Other Fees

All fees paid to HFG for investment advisory services are separate and distinct from the fees and expenses charged by mutual and money market funds (described in each fund's prospectus) and ETFs to their shareholders. These fees will generally include an internal management fee and other expenses. Fees paid to HFG are exclusive of all custodial and transaction costs paid to account custodian, brokers, Sub-advisers or other third-party consultants, for which the client is responsible. The client should review all fees charged by mutual funds, ETFs, HFG and others to fully understand the total amount of fees to be paid by the client. Some custodians charge a transaction fee for trading in certain mutual funds, which would not be the case if the client were to have a separate account held directly by the mutual fund company. The custodian charges these fees for the convenience of having access to multiple mutual fund companies through one account. HFG clients may pay such transaction fees to their account custodian.

Termination

Should the client choose to terminate the engagement prior to completion of the aforementioned preliminary administrative work, HFG will prorate the unused portion of the initial minimum fee, as determined by the amount of time spent to date on the planning process, charging work completed to date at an hourly rate not to exceed \$400 per hour.

In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to HFG from the client will be invoiced. A client may terminate the agreement within the initial 5 days without incurring any fees. The client may terminate the Investment Advisory Agreement immediately by providing notice in writing. The Firm may terminate with 30 days' written notice to the client.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Sharing of Capital Gains

HFG does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client. However, the nature of asset-based fees allows HFG to participate in the growth of the client's wealth. This also means that our fees can decline when the client's portfolio declines in value.

TYPES OF CLIENTS

HFG generally provides investment advice to individuals, families, trusts and estates. Advice may extend to entities related to the client such as small businesses and charitable organizations, including foundations and endowments. Client relationships vary in scope and length of service.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

HFG uses a combination of the following types of analysis in evaluating investments for client accounts:

- Fundamental—Analysis of financial attributes of a company, such as revenue growth, debt to equity ratio, inventory turnover, etc.
- Technical—Analysis which assumes past performance is a predictor of future performance
- Cyclical - Analysis of up and down market cycles

HFG uses the following sources of information in its analysis:

- Financial newspapers and magazines
- Research materials prepared by others

- Corporate rating services
- Annual reports, prospectuses, filings with the Securities and Exchange Commission
- Company press releases

Investment Strategies

The investment strategies HFG uses to implement investment advice include the following:

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)

HFG primarily makes use of Exchange Traded Funds (ETFs), Exchange Traded Notes (ETNs), and institutional mutual funds to construct a portfolio most suitable to meet the client's goals and objectives within the client's individual risk tolerance. On a more limited basis, HFG also purchases individual common stocks and corporate, government and municipal bonds. When suitable, HFG may recommend the use of a separate account manager(s) (each a "Sub-adviser(s)"). Investments may include those representing hedging strategies and commodities investments.

Risk of Loss

HFG does not guarantee the future performance of the account or any specific level of performance, the success of any investment decision or strategy that the Firm may use, or the success of the Firm's overall management of the account. The client understands that investment decisions made for the client's account by the Firm are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable. The client understands that investing in any security entails risk of loss.

DISCIPLINARY INFORMATION

None

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Mr. Harvey is licensed to sell insurance to clients. He maintains license arrangements with several insurance companies as necessary to meet the needs of clients and operates as an independent agent without any special arrangement with any particular insurance company. When the client and the representative of HFG agree that a client has an insurance need, the representative will typically earn the normal commissions associated with the insurance products. The policy of HFG is to disclose to the client any commission or other form of remuneration that will be earned on the sale of insurance prior to completing the transaction.

To the extent that HFG's financial planning process results in the recommendation of insurance products, provision of such products may entail a conflict of interest with HFG clients.

Larry Harvey is a minority equity stakeholder in Bellatore, Financial Inc., (Bellatore”), a registered investment advisory firm providing back office support to other investment advisors and their clients. HFG has entered into an agreement with Bellatore to make its Unified Managed Account Program (“UMAP”) available to the clients of HFG.

Accordingly, Bellatore provides performance reports to clients, executes all tasks relating to the administration of accounts, such as opening accounts, transferring assets and executing trades in accordance with the investment plan developed by HFG. HFG clients pay a fee to Bellatore that is separately disclosed in the relevant UMAP account agreement. HFG’s recommendation of Bellatore for account administration might create a potential conflict of interest since Mr. Harvey is a shareholder of Bellatore. Bellatore’s fees are fully disclosed to clients upon establishing the relationship with the Firm.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

HFG has adopted a Code of Ethics (“Code”), the full text of which is available to clients upon request. HFG has several goals in adopting this Code. First, the Firm desires to comply with all applicable laws and regulations governing its practice. The Firm believes that compliance with such regulations is a signal to clients that clients’ interests come first and that we support the efforts of those organizations dedicated to upholding the law.

Next, the management of HFG has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. HFG has set high standards, the intention of which is to protect client interests at all times and to demonstrate HFG’s commitment to the Firm’s fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines, as well as to the procedures for approval and reporting established in the Code. HFG has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code.

Finally, HFG has adopted specific policies and procedures designed to assist in the implementation of the guidelines outlined in the Code. This also includes policies and procedures relating to the required approval and reporting of the personal securities transactions of our personnel; required holdings reports for personnel; insider trading education and prohibitions; and client privacy protection. Personal trades on the same day in securities being traded or under consideration for trades on behalf of clients may only be placed by Firm personnel in the event the client receives the same or better price.

Employees are also required to report any outside business activities generating revenue. If any are deemed to be in conflict with clients, such conflicts will be fully disclosed or the employee will be directed to cease this activity.

BROKERAGE PRACTICES

Selection of Brokers

In selecting brokers and negotiating commission rates, HFG considers various factors, including:

- Knowledge of and dominance in specific markets, securities and industries
- Quality of execution
- Commission structure
- Ability to locate liquidity
- Research services provided
- Acceptable record-keeping
- Reputation and integrity

Consistent with its fiduciary obligations, HFG seeks best execution for client transactions, which it defines as seeking the best price for a security in the marketplace as well as ensuring that, in executing client transactions clients do not incur unnecessary brokerage costs and charges. HFG is not obligated to get the lowest possible commission cost, but rather, determines whether the transaction represents the best qualitative execution for clients under the circumstances in which the trades are placed. Under normal circumstances, HFG will select the broker/dealer for all trades made on behalf of discretionary clients and will generally trade through the account custodian in order to minimize transaction costs. HFG evaluates best execution on a client-by-client basis, rather than a trade-by-trade basis, and monitors the entire relationship with the custodian in light of its responsibility to attain best execution for all of its clients.

Research and Other Soft-Dollar Benefits

HFG has no formal soft dollar arrangements where part of the transaction costs generated by client trades are used to pay for research and services provided to HFG. However, HFG may receive products and services from the account custodian as a result of the assets held with the client account custodian.

Directed Brokerage

Clients may direct HFG to use a particular broker/dealer for custodial or transaction services on behalf of the client's portfolio. Depending on the choice made by the client, HFG may or may not have the opportunity to negotiate commissions paid by the client, and HFG's ability to obtain best execution may be impaired. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker/dealer. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative broker/dealers are used. While every effort is made to treat every client equally, the fact that a client

chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades and otherwise effectively managing the account(s).

Trade Aggregation

As a general policy, HFG attempts to trade as a firm – to trade in such a manner that its clients and products are not competing against one another in the marketplace. At a Firm's discretion, client trades may be bunched in a single order (a "block") in an effort to obtain best execution at the best security price available.

If a block order is filled (full or partial fill) at several prices through multiple trades, an average price will be calculated for all trades executed, and all participants in the block trade will receive the average price. Only trades executed within the block on the single day may be combined for purposes of calculating the average price. There is no transaction fee advantage to enacting block trades through Schwab. Rather than charging one fee for the blocked trade, Schwab charges transaction fees to each account as if the trade had been placed on an account by account basis.

While this policy is applied consistently, HFG may deviate from this policy if it determines the standard method of aggregating or allocating trades would result in unfair or inequitable treatment to some or all of its clients.

Private Placements

At times HFG may recommend that its clients invest in private placements. Prior to such recommendation, each client must be able to demonstrate that he or she meets the established eligibility requirements of the offering.

REVIEW OF ACCOUNTS

Currently, Mr. Harvey reviews accounts quarterly to determine if the client's needs and objectives are being met. Changes in guidelines, market conditions, and cash needs may trigger additional reviews. Specific security holdings are monitored for conditions on a day-to-day basis.

Specific goals and objectives are designed by the client through the financial profile and are established for portfolio positioning and diversification. All financial planning clients will be reviewed at least quarterly by the Firm's registered investment advisor representatives. Significant changes in their personal circumstances, the general economy, or tax law changes can trigger more frequent reviews.

Most clients are provided quarterly reports showing portfolio performance. Each quarterly statement will summarize the specific investment currently held and the value of the client's portfolio.

CLIENT REFERRALS AND OTHER COMPENSATION

HFG has relationships where it compensates outside parties for referring clients. These arrangements are fully disclosed to each referred client before establishing the relationship with HFG as required. Referred clients pay no more than if they were to come to HFG directly.

CUSTODY

All clients have the opportunity to select the custodian of their choice; however, clients in need of custodial services will generally have Charles Schwab & Co., Inc ("Schwab") recommended to them. Although HFG may recommend that clients establish accounts at Schwab, the final decision as to where to custody assets rests with the client.

Because HFG generally has the authority to instruct the account custodian to deduct the investment management fee directly from the client's account, HFG is considered to have "custody" of client assets. Custody is defined as having any access to client funds or securities. This limited access is monitored by the client through receipt of account statements directly from the custodian. These statements all show the deduction of the management fee from the account. Otherwise, HFG may only direct the movement of funds from one account in the client's name to another such titled account, but has no other access to funds.

All clients receive monthly statements directly from the qualified custodian holding their accounts. When clients receive their statements from the account custodian, clients should carefully review those statements and take the time to compare them with those they receive from HFG. If the client finds significant discrepancies, the custodian and HFG should be notified.

INVESTMENT DISCRETION

Once HFG has established the overall investment plan for a client, the portfolio is implemented and maintained on a discretionary basis. Under such an arrangement, HFG has the authority to supervise and direct the portfolio without prior consultation with the client.

With rare exception, with respect to those discretionary accounts that HFG manages on a continuous basis, HFG will normally have full trading authority under a limited power of attorney. As a result, HFG will determine which securities are to be bought and sold, the amount of the securities to be bought and sold, and the timing of such transactions.

In cases where HFG recommends the use of a sub-adviser(s), the sub-adviser(s) will be granted discretionary trading authority to provide investment supervisory services for the portfolio. HFG retains the authority to terminate the sub-adviser's relationship or to add new sub-advisers without specific client consent. With respect to assets managed by a sub-adviser, HFG's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the sub-adviser(s), and to assist the client in understanding the investments of the portfolio.

VOTING CLIENT SECURITIES

HFG does not vote client securities for its clients. Clients receive proxy material directly from their account custodian by either email or U.S. mail. Clients may address questions concerning a proxy matter to Firm personnel.

FINANCIAL INFORMATION

HFG is not required to provide its financial statements. However, the Firm has no current financial condition that might affect its ability to provide services to its clients.