

Item 1 – Cover Page

Highlander Wealth Services, LLC

885 Arapahoe Avenue

Boulder, Colorado 80302

303-449-6125

www.highlanderwealth.com

January 25, 2012

This Brochure provides information about the qualifications and business practices of Highlander Wealth Services, LLC. If you have any questions about the contents of this Brochure, please contact us at 303-449-6125. 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.

Solomon Halpern and Jesse Grimes are registered investment advisers. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provides you with information which can help you determine whether to hire or retain an Adviser.

Additional information about Highlander Wealth Services, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated February 22, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Jesse Grimes at 303-449-6125 or jgrimes@highlanderwealth.com.

Additional information about Highlander Wealth Services, LLC 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 Highlander Wealth Services, LLC who are registered, or are required to be registered, as investment adviser representatives of Highlander Wealth Services, LLC .

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Item 4 – Advisory Business

Highlander Wealth Services, LLC was founded in January of 2009. Solomon Halpern is the principal owner of Highlander Wealth Services, LLC. The purpose of Highlander Wealth Services, LLC is to accomplish your goals. Our mission is to make sure your financial goals are working in concert with your life goals. Managing wealth sensibly will be a key factor in you achieving your goals in life. To that end, it is very important to us that your investments fit into the larger picture of your life.

Highlander Wealth Services, LLC offers investment management services. Although Highlander Wealth Services, LLC does not hold itself out as providing financial planning services, Highlander Wealth Services, LLC may advise clients, incidental to providing investment advisory services, on planning related matters.

In general, Highlander Wealth Services, LLC uses an open architecture investment allocation approach that fits the needs of each specific client by developing asset allocation models in-house, or through utilizing the services of sub-advisors, and will allocate client assets designated as discretionary to custom or model-driven portfolios of securities such as equities & bonds, mutual funds, exchange traded funds (“ETFs”), money market funds, fixed income investments and/or other securities (“Traditional Investment Portfolios”). Highlander Wealth Services, LLC may employ various strategies including, but not limited to, charting, fundamental analysis, technical analysis, and cyclical analysis to actively manage each Traditional Investment Portfolio.

On a non-discretionary and fully disclosed basis, Highlander Wealth Services, LLC may provide general advice to Clients regarding private investments and business ventures. Clients may, in writing, place reasonable limitations upon Highlander Wealth Services, LLC’s limited discretionary authority. Any manager or Sub-advisor hired by Highlander Wealth Services, LLC receives a fee for providing its services.

Prior to engaging Highlander Wealth Services, LLC to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Highlander Wealth Services, LLC setting forth the terms and conditions under which Highlander Wealth Services, LLC shall manage the client’s assets, and (to the extent applicable and/or required) a separate custodial/clearing agreement with the specific mutual fund/insurance company, or other designated broker-dealer/custodian. *The Investment Advisory Agreement* between Highlander Wealth Services, LLC and the client will continue in effect until terminated by either party by written notice.

Highlander Wealth Services, LLC's clients are advised in the *Investment Advisory Agreement* that Traditional Investment Portfolios may involve above average portfolio turnover which could negatively impact upon a net after-tax gain experienced by a client.

The investments in which Highlander Wealth Services, LLC may invest client's funds are likely to have differing degrees of risk associated therewith. None of the investments are "risk-free", and certain securities such as futures contracts, stock index futures contracts, options on stock index futures contracts, and options on securities and stock indices, have a substantial amount of risk associated therewith. Private investments also have substantial risk. In addition, as noted by historical market turmoil, even investments such as equity or bond index funds, traditionally thought of as generally safe, have the potential to incur substantial losses.

Certain investment opportunities that become available to Highlander Wealth Services, LLC's clients may be limited. For example, various mutual funds, ETFs, or IPO offerors from time to time, limit the number of shares available for purchase by Highlander Wealth Services, LLC's clients or private investment funds may limit subscriptions. In order to meet its fiduciary duties to all of its clients, Highlander Wealth Services, LLC will endeavor to allocate investment opportunities among all clients on a fair and equitable basis. However, except as otherwise provided by federal or state securities laws, Highlander Wealth Services, LLC shall not be liable for an adverse decision by a mutual fund or insurance company to unilaterally restrict and/or prohibit client activities.

In performing its services, Highlander Wealth Services, LLC shall not be required to verify any information received from the client or from the client's agent or other professionals, and is expressly authorized to rely thereon. Highlander Wealth Services, LLC is also expressly authorized to rely on instructions of the client or client's authorized agent who holds durable power of attorney with respect to the management or withdrawals of the client's assets. The client is free to accept or reject any recommendation made by Highlander Wealth Services, LLC. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify Highlander Wealth Services, LLC if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Highlander Wealth Services, LLC's previous recommendations and/or services, or if they wish to impose any reasonable restrictions upon Highlander Wealth Services, LLC's management services.

Highlander Wealth Services, LLC does not participate in wrap fee programs.

Highlander Wealth Services, LLC manages \$9,000,000 as of January 25, 2012 of discretionary funds. Highlander Wealth Services, LLC does not manage non-discretionary assets.

Item 5 – Fees and Compensation

Highlander Wealth Services, LLC is compensated through an annual investment advisory fee for investment and wealth management services (the “Adviser Fee”) ranges from .85% to 2.5% of assets under management subject to a \$1,000.00 minimum quarterly fee.

FEE/COMPENSATION SCHEDULE

2.50% of Designated Assets under Management (\$1,000.00 minimum quarterly fee)	Under to \$500,000
1.50% of Designated Assets under Management	\$500,000 to \$1mm
1.00% of Designated Assets under Management	\$1mm to \$5mm
0.85% of Designated Assets under Management	\$5mm +

*The Fee Schedule is not scaled

Highlander Wealth Services, LLC’s Adviser Fees shall be prorated and paid quarterly, in advance, based upon the market value of the client account on the last business day of the previous quarter. No increase in Adviser Fees shall be effective without prior written notification to the client. Either or both of Highlander Wealth Services, LLC’s *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the designated custodian to debit client accounts for the amount of Highlander Wealth Services, LLC’s investment management fee and to directly remit that management fee to Highlander Wealth Services, LLC in accordance with required SEC or State law procedures.

Highlander Wealth Services, LLC may, on a client by client basis, enter into a side agreement with certain clients in which such clients pay fees greater or less than other clients.

Where the *Investment Advisory Agreement* is terminated during a quarter a pro-rated refund of any pre-paid management fees will be made to the client based on the number of days remaining in the quarterly billing period.

Highlander Wealth Services, LLC will generally require a minimum account size of \$50,000.00 for investment management services. Highlander Wealth Services, LLC, in its sole discretion, may accept lesser account sizes or charge a lesser management fee.

To the extent applicable, custodians and/or broker-dealers sometimes charge transaction fees and/or commissions for effecting certain securities transactions these fees are in addition to Highlander Wealth Services, LLC's Adviser Fee. In addition to Highlander Wealth Services, LLC's Adviser Fee, and brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g. advisory fees and other fund expenses). If a client has chosen to invest in private investments, clients are generally charged management and/or performance fees or allocations as set forth in the respective private investment private placement memorandum and limited partnership agreement, or other governing document. Such fees are in addition to the Adviser Fee. Refer to brokerage Item 12.

To the extent that a client authorizes the use of margin, and margin is thereafter employed by Highlander Wealth Services, LLC in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to Highlander Wealth Services, LLC will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to Highlander Wealth Services, LLC. Accordingly, the decision as to whether to employ margin is left totally to the discretion of the client. To the extent applicable, clients are advised that the use of margin in a retirement account could subject the account to unrelated business income tax, and that they should discuss the issue with their tax advisors.

Highlander Wealth Services, LLC strives to eliminate as many conflicts of interest as it can. To this end Highlander Wealth Services, LLC is not affiliated with a broker/dealer and does not accept commission payments on the investments it recommends and strives to use "no-load" mutual funds whenever available. When a conflict of interest does arise it is disclosed to clients. One such conflict is that Solomon Halpern (not Highlander Wealth Services, LLC) receives compensation, which does not affect Highlander Wealth Services, LLC's Adviser Fee, from Graystone Capital, an asset based lending company that Highlander Wealth Services, LLC may recommend making private investments with. This is a conflict of interests in that Mr. Halpern has an incentive to recommend this investment based on compensation received rather than on a client's need.

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

Highlander Wealth Service, LLC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Highlander Wealth Service, LLC provides services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, trusts, and other U.S. and international individuals or institutions. Highlander Wealth Services, LLC will generally require a minimum account size of \$50,000.00 for investment management services.

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

In general, Highlander Wealth Services, LLC uses an open architecture investment allocation approach that fits the needs of each specific client by developing asset allocation models in-house, or through utilizing the services of sub-advisors, and will allocate client assets designated as discretionary to custom or model-driven portfolios of securities such as equities & bonds, mutual funds, exchange traded funds (“ETFs”), money market funds, fixed income investments and/or other securities (“Traditional Investment Portfolios”). Highlander Wealth Services, LLC may employ various strategies including, but not limited to, charting, fundamental analysis, technical analysis, and cyclical analysis to actively manage each Traditional Investment Portfolio. On a non-discretionary and fully disclosed basis, Highlander Wealth Services, LLC may provide general advice to Clients regarding private investments and business ventures.

Strategies employed by Highlander Wealth Services, LLC may involve frequent trading. Frequent trading can have the negative effect of increasing brokerage and transaction costs as well as taxes.

Highlander Wealth Services, LLC primarily uses mutual funds to make client investment allocations. In addition to bearing the risks associated with their underlying holdings, mutual funds impose additional administrative, management and/or other costs.

Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Highlander Wealth Services, LLC or the integrity of Highlander Wealth Services, LLC’s management. Highlander Wealth Services, LLC, has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Highlander Wealth Services, LLC does not have any brokerage affiliates.

Highlander Wealth Services, LLC may be paid a referral fee for providing potential clients to Peter Ferrara, agent for Northwestern Mutual insurance company. This is a conflict of interests

in that there is an incentive to recommend clients to this agent based on compensation received rather than on a client's need.

Highlander Wealth Services, LLC's principal Solomon Halpern is the President of another registered investment advisory firm, Golden Sun Capital Management, LLC, which is the general partner of the Golden Sun Multi-Manager Fund, L.P, which is a private investment fund that is currently being liquidated. Mr. Halpern is also an employee of Graystone Capital, an asset based lending company that Highlander Wealth Services, LLC may recommend making private investments with.

Item 11 – Code of Ethics

Highlander Wealth Services, LLC has implemented a Code of Ethics ("Code") relative to personal securities transactions. The Code serves to establish a standard of business conduct for all of Highlander Wealth Services, LLC's Access Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

Highlander Wealth Services, LLC's Code requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of the Company above one's own personal interests;
- Conduct all personal securities transactions in a manner consistent with the policy;
- Comply with applicable provisions of the federal securities laws.

Only members of the Company's management team are designated as Access Persons subject to the Code of Ethics.

Solomon Halpern (not Highlander Wealth Services, LLC) receives compensation from Graystone Capital, an asset based lending company with whom Highlander Wealth Services, LLC may recommend making private investments. This is a conflict of interests in that Mr. Halpern has an incentive to recommend this investment based on compensation received rather than on a client's need. This conflict is additionally disclosed in the documents required to make an investment with Graystone Capital.

Item 12 – Brokerage Practices

Factors which Highlander Wealth Services, LLC considers in recommending a particular broker-dealer/custodian to clients include financial strength, reputation, execution, pricing, reporting, research, and service. The brokerage commissions, transaction fees and/or custodial fees

charged are exclusive of, and in addition to, Highlander Wealth Services, LLC Adviser Fees. Highlander Wealth Services, LLC will not directly receive any of the brokerage commissions and/or transaction fees charged to the client.

Factors which Highlander Wealth Services, LLC has considered in generally recommending Schwab Institutional include financial strength, reputation, execution, pricing, reporting, research, service, and the existing working relationship with Highlander Wealth Services, LLC. In addition, Highlander Wealth Services, LLC's general policies relative to the execution of client securities brokerage transactions are as follows:

Execution of Brokerage Transactions (when applicable). If requested, Highlander Wealth Services, LLC will arrange for the execution of securities brokerage transactions for the account through broker-dealers that Highlander Wealth Services, LLC reasonably believes will provide "best execution". In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including the value of research provided, execution capability, transaction fees, and responsiveness. Accordingly, although Highlander Wealth Services, LLC will seek competitive transaction fees, it may not necessarily obtain the lowest possible transaction fees for account transactions.

Transactions for each client account generally will be effected independently, unless Highlander Wealth Services, LLC decides to purchase or sell the same securities for several clients at approximately the same time. Highlander Wealth Services, LLC may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Highlander Wealth Services, LLC's clients differences in prices and transaction fees or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among Highlander Wealth Services, LLC's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that Highlander Wealth Services, LLC determines to aggregate client orders for the purchase or sale of securities, including securities in which Highlander Wealth Services, LLC's principal(s) and/or associated person(s) may invest, Highlander Wealth Services, LLC shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc. Highlander Wealth Services, LLC shall not receive any additional compensation or remuneration as a result of the aggregation.

Clients may direct Highlander Wealth Services, LLC to use a particular broker-dealer (subject to Highlander Wealth Services, LLC's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and Highlander Wealth Services, LLC will not seek better execution services or prices from other broker-dealers or be able to "batch"

the client's transactions for execution through other broker-dealers with orders for other accounts managed by Highlander Wealth Services, LLC. As a result, client may pay higher transaction fees or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Highlander Wealth Services, LLC does not have soft-dollar arrangements with any Broker Dealers. Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Highlander Wealth Services, LLC may receive from a particular broker-dealer/custodian back-office support services as part of an aggregate asset based fee program which allow Highlander Wealth Services, LLC to better monitor and service client accounts maintained at a particular broker-dealer/custodian. In addition, Schwab institutional provides all of its clients with research reports and investment platform services that Highlander Wealth Services, LLC may utilize to better serve its clients.

Item 13 – Review of Accounts

Solomon Halpern, as Highlander Wealth Services, LLC's President, will review client accounts at least twice per year specifically looking for irregularities and for unusual positions. Any issues will be resolved by the investment personnel with the oversight of the CCO, and if necessary, outside counsel. In addition to the at least quarterly reports from the broker dealer or other qualified custodian, Highlander Wealth Services, LLC generally provides quarterly summary statements to clients. We urge you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. See Item 15.

Item 14 – Client Referrals and Other Compensation

Highlander Wealth Services, LLC may be paid a referral fee for providing potential clients to Peter Ferrara, agent for Northwestern Mutual insurance company. This is a conflict of interests in that there is an incentive to recommend clients to this agent based on compensation received rather than on a client's need.

Highlander Wealth Services, LLC may be paid a commission for services providing life insurance policies to clients.

Currently Highlander Wealth Services, LLC does not pay for referrals.

Item 15 – Custody

With respect to client assets managed through Traditional Investment Portfolios, client assets and securities will be custodied/maintained at the brokerage firm (generally Schwab Institutional), specific mutual fund or insurance company custodian that issued the security, mutual fund or

variable life/annuity product, or will otherwise be custodied/maintained at a qualified custodian. With respect to client assets invested in private investments, the respective private investment's private placement memorandum will detail custody of such assets.

Clients receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Highlander Wealth Services, LLC urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Highlander Wealth Services, LLC is authorized, without prior consultation with the client, to buy, sell, and trade in stocks, bonds, mutual funds, ETFs and other securities and/or contracts, on margin (only if written authorization has been granted) or otherwise, and to give instructions in furtherance of such authority to the registered broker-dealer and the Custodian of the client's assets. In addition, Highlander Wealth Services, LLC is also authorized to allocate a portion of the client's assets among independent investment managers and/or to engage the assistance of Sub-advisers to assist it with the management of the assets. The client may place reasonable restrictions on Highlander Wealth Services, LLC with respect to the type or amount of securities to be purchased.

Any investment guidelines and restrictions a client wishes to impose must be provided to Highlander Wealth Services, LLC in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Highlander Wealth Services, LLC does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the firm's financial condition. Highlander Wealth Service, LLC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Supplementary Information

Educational Background and Business Experience

Solomon Halpern

Born: 1973

Post-Secondary Educational Background/Licenses:

Bachelor of Industrial Relations—McGill University, 1997

Recent Business Background:

Highlander Wealth Services, LLC, President, 01/2009-Present

Golden Sun Capital Management, LLC, President, 04/2002-Present

Graystone Capital, VP Business Development/Investor Relations, 06/2010 to Present

Professional Designations

Series 65: Uniform Investment Adviser Representative Exam

NFLPA: National Football League Players Association – Registered Player Financial Advisory

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Other Business Activities

Solomon Halpern is the President of another registered investment advisory firm, Golden Sun Capital Management, LLC. Mr. Halpern is also VP Business Development/Investor Relations for Graystone Capital, an asset based lending company with whom Highlander Wealth Services, LLC may recommend making private investments.

Additional Compensation

Solomon Halpern receives compensation for his roles with both Golden Sun Capital Management, LLC and Graystone Capital.

Supervision

Due to the small size of the firm there is no hierarchical supervision structure. However, all employees of Highlander Wealth Services, LLC are expected to adhere to the firm's Code of Ethics, Privacy Policy and any other applicable firm or regulatory authority rules.