

Essential Investment Partners, LLC
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January 30, 2012

This Brochure provides information about the qualifications and business practices of Essential Investment Partners, LLC. If you have any questions about the contents of this Brochure, please contact us at 303.333.8498. 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.

Essential Investment Partners, LLC is a registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information with which you determine to hire or retain an Adviser.

Additional information about Essential Investment Partners, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This annual updating amendment to Form ADV contains a material change from the annual update of March 31, 2011. The material change is a change of physical and mailing address for Essential Investment Partners, LLC to 8101 East Prentice Avenue, Suite 1060, Greenwood Village, Colorado, 80111. This change of address was previously disclosed in our update of September 24, 2011.

In connection with certain changes implemented by the Dodd-Frank Act, Essential Investment Partners, LLC is, concurrently with this annual updating amendment, applying to be licensed as an investment adviser in the state of Colorado. This process is anticipated to be completed on or before June 28, 2012. In connection therewith, Item 19 (Requirements for State-Registered Advisers) is included in this brochure.

Our Brochure may be requested by contacting Marce Webster, Accounting/Compliance Manager at 303.333.8498 or mwebster@essentialinvestment.com. Our Brochure is available on our web site www.essentialinvestment.com, also free of charge.

Additional information about Essential Investment Partners, LLC is available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site provides information about any persons affiliated with Essential Investment Partners, LLC who are registered, or are required to be registered, as investment adviser representatives of Essential Investment Partners, LLC.

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Item 4 – Advisory Business

Essential Investment Partners, LLC (“Essential”) is an investment counsel and wealth management firm registered as an Investment Adviser with the United States Securities and Exchange Commission. Essential succeeded to the business of Essential Advisers, Inc. effective April 1, 2009. The principal owner is Jonathan F. Zeschin.

Advisory Services

Essential provides customized investment and financial management services to its select group of clients, which currently includes individuals, family entities, partnerships, trusts, other investment advisers, retirement plans, charitable organizations and other entities. As an Investment Adviser, we are fiduciaries of clients who contract for our Advisory Services. Therefore, we always seek to put our clients' interests ahead of our own.

Typically through extensive personal discussions with each client, the client and Essential establish goals and objectives based on the client's unique circumstances. Essential then develops an Investment Policy Statement ("IPS") for each portfolio associated with that client relationship. Each client relationship may be comprised of multiple portfolios with different purposes or with different legal owners associated with the client relationship.

Essential creates and manages each investment portfolio based on the associated IPS. Essential will usually manage the advisory portfolios on a discretionary basis but may provide non-discretionary management in certain circumstances. Ongoing portfolio management is guided by the stated objectives of the client as reflected in the IPS.

For Advisory Services, we typically request written discretionary authority from our clients to determine which securities to buy or sell on their behalf. Any limitations on this discretionary authority, and the scope of any non-discretionary authority, will be included in this written authority statement. Clients may change/amend these limitations at any time in writing.

Essential does not serve as custodian of client assets – an independent custodian such as Charles Schwab & Co. or TD Ameritrade holds all client assets. Essential has no independent authority to withdraw assets or funds from client accounts, other than for the limited purpose of collecting fees. Any other withdrawals must be pre-authorized by clients.

Wealth Management Consulting

Essential provides planning and advice for clients in developing and implementing wealth management strategies designed to achieve their objectives. In most cases, this planning and advice

is incidental to our Advisory Services and takes place in conjunction with the process of in-depth client discussions associated with their overall financial objectives. In general, this planning and advice may address any one, combination or all of the following areas of concern:

- Financial goals, account ownership, family business structure and transfers, budgeting, insurance needs, and estate strategy
- Income tax and spending analysis and planning for past, current and future years
- Analysis of liquidity needs at death and income needs of surviving dependents; estate and lifetime transfer planning; and analysis and illustrations of various estate planning techniques
- Analysis of strategies and investment plans to help the client achieve his or her retirement goals

We work closely with the client's legal and tax advisers to identify issues and develop appropriate solutions. In rare instances, a client may ask that we undertake a project that is large enough so that it is no longer incidental to our Advisory Services. In this case, we will enter into a separate contract for consulting services that outlines the scope of work to be performed and the expected deliverables. This type of engagement would typically be done on an hourly basis at agreed upon rates and terms, disclosed and contracted for in advance. Whether provided incidental to Advisory Services or under separate contract, implementation of wealth management consulting recommendations is entirely at the client's discretion.

Wrap Fee Program

Essential acts as a portfolio manager for the First Financial Equity Corporation Advisory Group Unified Managed Account Program, sponsored by First Financial Equity Corporation Advisory Group. The Essential Growth PortfolioSM and the Essential Absolute Return PortfolioSM, described further below, are available under this program. Essential receives a portion of the wrap fee from the sponsor.

Assets Under Management

As of December 31, 2011, assets under management for Essential were approximately as follows:

Discretionary:	\$72,900,000
Non-Discretionary:	<u>\$10,800,000</u>
Total:	\$83,700,000

Item 5 – Fees and Compensation

Advisory Services

Fees for Advisory Services are calculated at the client level. The annual fee for Advisory Services will be charged as a percentage of assets under management, according to the schedule below:

<u>Assets Under Management</u>	<u>Annual Fee (%)</u>
First \$2 million;	1.00%
next \$3 million;	0.75%
thereafter	0.50%

A minimum fee of \$8,000 or an initial investment of \$1 million is usually required for Advisory Services. However, these minimums may be lowered for certain groups and may be negotiable in certain circumstances at the discretion of Essential. We strive to ensure the reasonableness of the fees we charge to clients in relation to the value of our services.

Clients will be invoiced in arrears at the beginning of each calendar quarter based upon the total portfolio value (market value or fair market value in the absence of market value) of the clients' investments at the end of the immediately preceding quarter. New clients starting during a quarter and existing clients with cash flows of more than 10% of the account value will be charged a pro rated fee. Fees are normally deducted directly from clients' accounts. Essential uses certain safeguards in connection with deductions of fees, including: (i) advance written authorization from clients; (ii) providing clients with itemized invoices; and (iii) seeking to ensure that the custodian sends statements to clients reflecting all disbursements (including advisory fees).

All fees are negotiated and agreed upon in writing in advance of the work performed. Negotiated fees may depart from the schedule stated above. An Advisory Services agreement may be terminated at any time, by either party, for any reason upon receipt of 30 days' written notice. Upon termination of any account, any earned, unpaid fees will be due and payable and any prepaid, unearned fees will be promptly refunded. A client has the right to terminate an Advisory Services agreement for any reason without penalty within five business days after entering into the agreement. Clients may inquire about any refundable fees by contacting Essential directly at 303.333.8498.

Fees are waived for accounts of certain members of employees' families.

All fees paid to Essential for Advisory Services are separate and distinct from the fees and expenses charged by mutual funds and alternative investments to their investors. These fees and expenses are described in each prospectus, partnership offering document or other applicable disclosure document. For mutual funds and other packaged products, these fees will generally include a management fee, other fund expenses, and, in many cases, a distribution fee. For alternative investments, fees will also typically include a share of partnership profits (income and/or capital gains).

If a fund also imposes sales charges or redemption fees, a client may pay an initial or deferred sales charge or a redemption fee. However, most mutual funds on the Schwab Institutional and TD

Ameritrade Institutional platforms are available to our clients without an initial or deferred sales charge. A client could invest directly in some or all of these types of investment products, without the services of Essential. In that case, the client would not receive the services provided by Essential which are designed, among other things, to assist the client in determining which investments are most appropriate for each client's financial condition and objectives. Accordingly, the client should review the fees charged by the funds and the alternative investments and the fees charged by Essential to fully understand the total amount of fees to be paid by the client.

Essential's fees are exclusive of brokerage commissions, transaction fees, custodian fees and other related third-party expenses which may typically be incurred by the client. Essential earns no commissions on investment transactions for clients and typically strives to avoid investments in funds that charge initial or deferred sales commissions.

Wealth Management Consulting

As described above, wealth management consulting services are typically incidental to our Advisory Services, and take place in conjunction with in-depth client discussions. However, for projects whose scope is no longer incidental to our Advisory Services, Essential typically enters into a separate contract for wealth management consulting services. This type of engagement would typically be done on an hourly basis at agreed upon rates and terms, disclosed and contracted for in advance.

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

Essential 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

Essential currently provides portfolio management services to individuals, family entities, partnerships, individual retirement plans, trusts, estates, other investment advisers, charitable organizations, corporations and other entities.

Essential usually requires a minimum relationship of \$1,000,000 for Advisory Services clients. We expect that each client relationship will be comprised of multiple portfolios. Fees may be negotiated on the basis for the entire relationship and minimums may be negotiable at the discretion of Essential.

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

While all portfolios are typically customized to the unique needs of each client, there are several building blocks which are used in constructing portfolios. These building blocks are: the Essential Growth PortfolioSM (“EGP”), the Essential Absolute Return PortfolioSM (“EARP”), mutual funds and hedge funds. These building blocks are used in varying amounts and, depending on the client situation, may not be included at all. The EGP and EARP are available as separately managed accounts as well, including in certain wrap programs.

In determining the specific investments for a portfolio, Essential will seek to use the IPS as a guide. Portfolio weightings among types of investments will be determined by each client’s individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments that will be made on the client’s behalf. Clients will retain individual ownership of all securities.

Essential Growth PortfolioSM

The primary objective of the Essential Growth PortfolioSM is capital appreciation. Dividend income is a secondary consideration. We seek to invest in common stocks of companies that demonstrate long histories of strong financial results and which, in our judgment, are likely to continue to deliver consistently strong financial results. These companies typically have market capitalizations in excess of \$2 billion.

The Essential Growth PortfolioSM is designed to be a core holding of U.S. mid/large cap stocks in a client’s investment portfolio. The focus of the security selection process is consistency. We believe that owning a portfolio of companies that can deliver strong financial results through both economic expansions and recessions will provide excellent risk-adjusted returns over a full market cycle. However, investing in stocks involves significant risk, including substantial loss of principal, and there is no guarantee that management will achieve its objectives.

We screen the universe of publicly traded U.S. stocks for companies that meet our stringent requirements for long term financial results. Then we cull this initial list for companies that are not likely to continue their past successes because of macroeconomic headwinds or company-specific adverse developments. For the 60-80 companies that survive these screens, we typically prepare detailed five year forecasts and calculate intrinsic values based on discounted cash flow projections. We combine these values and several other valuation metrics to determine whether each stock is trading at a significant discount to potential future value. Initial investments will be made in stocks of those companies that we believe are trading at substantial discounts to their intrinsic values.

This group of stocks is held for a client in lieu of purchasing certain types of mutual funds or hedge funds. All stocks in the Essential Growth PortfolioSM are typically held in each client account for which the strategy is appropriate. However, clients may request that the strategy be tailored to accommodate their preferences.

Essential Absolute Return PortfolioSM

The Essential Absolute Return PortfolioSM seeks a return that significantly exceeds the prevailing level of short term interest rates by investing primarily in open end and closed end funds for a combination of current income and capital appreciation. Limiting the risk of loss of principal is a secondary objective.

The Essential Absolute Return PortfolioSM is designed to be a substitute for traditional core fixed income holdings in a client portfolio. EARP is constructed in four components: (1) closed end funds which are now or may in the future undergo a corporate action; (2) closed end funds selected for attractive discounts to net asset value which we expect will narrow; (3) open and closed end funds with absolute return investment objectives; and (4) open and closed end funds with fixed income investment objectives. The percentage devoted to each of these components will vary over time, depending on the relative attractiveness of each and the supply of opportunities available in the closed end fund market.

Diligent management of the closed end fund positions seeks to limit the interest rate risk inherent in traditional bond portfolios through a tactical approach that focuses on reaping short term capital gains or earning an attractive level of income while waiting for capital gain opportunities to arise. Because many of these investment opportunities have a short life and may be “self liquidating”, portfolio turnover will be relatively high. This in turn may result in increased transaction costs and may affect performance.

While we seek to limit downside risks, this strategy does involve risk, including a substantial loss of principal. In particular, closed end funds trade like stocks on an exchange, are subject to liquidity issues and commission costs and may incur leverage that amplifies volatility in the share price. Therefore, there is no guarantee that management will achieve its objectives.

Mutual Funds and Hedge Funds

Mutual funds and hedge funds will be used to invest in other asset classes not covered by the EGP and EARP or when investing in those strategies is not economically feasible. For example, mutual funds will almost always be used to invest internationally and to gain a diversified exposure to various types of international investments. Alternatively, very small portfolios may invest exclusively in

mutual funds. Finally, in very large portfolios, we may invest in hedge funds to gain access to strategies that are not otherwise available or to supplement other investments in a risk-controlled fashion.

Mutual funds and hedge funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the fund's investment objectives; the fund's management style and philosophy and consistency thereof; the fund's expense and management fee structure; and the fund's complement to other funds in the portfolio. We may also consider the fund's style consistency, manager tenure, organizational strength, ownership structure of the adviser, recent cash flow and availability through desired custodians. For hedge funds, liquidity constraints in the context of client needs will also be considered.

In limited circumstances, Essential may also utilize exchange-traded funds for clients. Typically, exchange-traded funds will be used to deploy client cash quickly into the desired asset allocation, particularly when the desired long term investment purchase is on hold for some reason, such as a pending capital gain or income distribution from a mutual fund.

When appropriate to the needs of the client, Essential may recommend the use of margin. Because this investment strategy involves additional degrees of risk, it will only be recommended when consistent with the client's stated tolerance for risk.

All of the investments we make for clients involve risk of loss that clients should be prepared to bear. These risks are inherent in the investment process and are considered in constructing the Investment Policy Statement for each client. The Investment Policy Statement is included in each client contract and is specifically approved by each client in advance.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Essential or the integrity of our management. We have no information to report applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Mr. Zeschin is the sole owner of Essential Advisers, Inc., a Delaware S-corporation, which in turn is the sole member of Essential Investment Partners, LLC. Mr. Zeschin is also the Managing Member of JZ Partners LLC, a Colorado limited liability company, which prior to 2006 provided strategic

planning and other consulting services to investment management companies. Essential may recommend to clients mutual funds, the managers to which JZ Partners LLC provided strategic planning services. There are no referral arrangements, however, between Essential and those mutual funds or their managers.

Mr. Zeschin is an independent trustee of the Matthews Asia Funds. Essential Investment Partners, LLC may purchase certain Matthews Asia Funds for client portfolios. This creates a conflict of interest due to fiduciary duties Mr. Zeschin owes as a trustee to the Matthews Asia Funds as well as the fiduciary duties he owes to the clients of Essential. However, several factors mitigate these risks. The Matthews Asia Funds have implemented certain procedures with respect to their trustees to mitigate conflicts of interest arising from trustees' services to the Matthews Asia Funds. In addition, Essential's selection of all funds is subject to the due diligence processes described above. Mr. Zeschin's activities on behalf of Essential are subject to Essential's Code of Ethics (described more fully below), which includes provisions to ensure continuity of service to Essential clients in the event that Mr. Zeschin's fiduciary duties to the Matthews Asia Funds limit his full participation on behalf of Essential's clients. Furthermore, neither Mr. Zeschin nor Essential receives any referral fees from the Matthews Asia Funds or their affiliates. As an independent trustee, Mr. Zeschin receives from the Matthews Asia Funds customary fixed fees for his services, the amounts of which are independent of the Matthews Asia Funds' performance.

Mr. Zeschin may spend 10-20% of his time on average with these activities. In light of the nature and extent of these activities, Essential believes that these activities do not pose significant risks. However, in order to address the possibility that such risks may arise, Essential has adopted policies and procedures that it believes are reasonably designed to emphasize its fiduciary duties owed to all clients and to monitor the extent to which such other activities are consistent with those fiduciary duties.

Item 11 – Code of Ethics

Essential has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Essential must acknowledge the terms of the Code of Ethics annually, or as amended.

Essential anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Essential has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Essential, its affiliates and/or clients, directly or indirectly, have a position of interest. This

represents a conflict of interest. Essential's employees and persons associated with Essential are required to follow our Code of Ethics to mitigate this conflict. Subject to satisfying this policy and applicable laws, officers, directors and employees of Essential and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Essential will not interfere with (1) making decisions in the best interest of Advisory Services clients, (2) continuity of service to Advisory Services clients, and (3) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of our clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between us and our clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Essential's obligation of best execution. In these circumstances, the affiliated and client accounts will share commission costs equally and receive securities at the same total average price. Essential will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Essential's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Marce Webster at 303.333.8498 or mwebster@essentialinvestment.com.

Item 12 – Brokerage Practices

For Advisory Services clients, we request that our clients provide us written authority to select broker-dealers and negotiate commission rates. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations at any time in writing.

A client may direct us to use only a certain broker/dealer for his/her transactions. In these case, the client should understand that by using a particular broker-dealer it will lose: (1) the possible advantage that non-designating clients derive from aggregation of orders for several clients as a single transaction for the purchase or sale of a particular security; (2) the ability of Essential to

effectively negotiate the commission rate; and (3) the ability of Essential to seek to obtain best execution.

In some instances, Essential is retained under a managed account program or so-called “wrap-fee” arrangement in which the Program Sponsor recommends Essential; pays Essential’s management fees on behalf of the client; executes the client’s portfolio transactions without commission charges; monitors Essential’s performance; and, in most cases, acts as custodian, or provides some combination of these or other services, all for a single fee paid by the client or the program sponsor. Typically, in a wrap-fee program, the fees paid to the wrap-fee Program Sponsor by participating clients include fees in lieu of commissions for the execution of client security transactions. Accordingly, the client generally directs Essential to effect transactions for their accounts through the Program Sponsor, the Sponsor’s broker-dealer affiliate or another designated entity (collectively “Sponsor”). In such situations, the client should satisfy itself that the Sponsor can provide adequate price and execution of transactions; that the wrap-fee program is a suitable program given the client’s particular financial needs and circumstances; and recognize that the wrap-fee may exceed the aggregate costs and the trade execution that the client would pay if the various services proved under the wrap-fee arrangement were provided separately.

Essential, in seeking to obtain the best execution of portfolio transactions, may consider the quality and reliability of brokerage services, as well as brokerage and research products and services provided by brokers and dealers. Factors considered by Essential in selecting brokers and dealers may include the following: price; the broker’s or dealer’s facilities, reliability and financial responsibility; the ability of the broker or dealer to effect securities transactions, particularly with regard to such aspects as complexity of the trade, timing, order size, and execution of orders; and the brokerage and research products and services provided by that broker or dealer to Essential. Commission rates, being a component of price, are one factor considered together with other factors.

Essential may cause a client’s account to pay a broker or dealer a commission for effecting a transaction for the client’s account that may be higher than a commission charged by another broker, in exchange for brokerage and/or research services. This would be a benefit to Essential because Essential does not directly produce or pay for the research or services. This may create an incentive to select a broker based on the research or other services provided rather than the client’s interest in best execution, and creates a conflict of interest. However, under Section 28(e) of the Securities Exchange Act of 1934, Essential may do this if it determines in good faith that the amount of commission charged was reasonable in relation to the value of brokerage and/or research services provided by such broker.

In addition, to mitigate and address any conflicts of interest that may arise, Essential has adopted policies and procedures to evaluate, on an ongoing basis, the value of a broker’s research and brokerage services and the reasonableness of any commissions charged.

Subject to its duty to seek best price and execution (and except for wrap programs), Essential will typically execute individual security trades through Schwab Institutional, a service of Charles Schwab & Company, Inc. ("SI") or TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. Member of FINRA/SIPC ("TDA"). Essential is permitted to use broker-dealers other than SI or TDA if Essential believes it is necessary or appropriate in managing the account. If another broker is chosen to execute the transaction, SI or TDA may continue to act as custodian, settling the trade and charging a settlement fee for doing so.

Because of the building block approach to portfolio construction outlined above, multiple clients will typically own many of the same securities and, therefore, we may seek to purchase or sell the same security at the same time for multiple clients. To effect these transactions most efficiently, we frequently follow the practice of "block trading" the orders of various clients for execution. Essential may elect not to aggregate trades where it believes it is not in the clients interest to do so, or where there is no disadvantage to the client in not doing so. The allocation methodology we employ varies depending on the type of securities sought to be bought or sold and the type of client or group of clients. Generally, equities and open-end mutual fund clients receive a pro rata allocation of the trade execution. Because of limited liquidity in closed end funds, allocations may be made based on cash availability, economic lot sizes and other considerations. Essential frequently uses a "rotational" method of placing and aggregating client orders in closed-end funds. In addition, we may build and fill a position for a designated client or group of clients before placing orders for other clients.

If a contemplated transaction encompasses client accounts custodied at more than one firm, then the trades will need to be split and executed at each firm. Essential carefully monitors such executions and strives to treat all clients fairly.

Essential has no commission-based "soft dollar" arrangements with any broker-dealer.

Item 13 – Review of Accounts

The underlying securities within Advisory Services portfolios are monitored each business day by Essential's investment team, which is currently comprised of Jonathan Zeschin, Chief Executive Officer, and Mark Asaro, Associate Portfolio Manager. The asset allocation for these accounts, relative to each account's IPS and to Essential's investment policy, is reviewed monthly by the investment team and, if appropriate, rebalancing is performed. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, the securities markets, the political environment or the expected outlook for the economy.

We provide our Advisory Services clients with quarterly reports that include, at a minimum, a detailed appraisal of the account's investments, a realized capital gain/loss report, a report of income and

expenses and a report of total return performance. Clients will also receive monthly statements and confirmations of all transactions directly from the client's custodian.

Item 14 – Referrals and Other Compensation

Essential participates in SI and TDA service programs. While there is no direct linkage between the investment advice we give and our participation in these programs, we receive economic benefits that we would not receive if we did not participate in the programs. These benefits include: research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investments. Also available through SI and TDA are products and services that benefit Essential but may not benefit our clients, including software and other technology that provide access to client account data, facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from our clients' accounts and assist with back-office support, recordkeeping and client reporting, including duplicate client confirmations. SI and TDA may also provide us with other services intended to help us manage and further develop our business, including consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance and marketing. SI and TDA may make available, arrange and/or pay for these types of services to Essential by third parties or may discount or waive fees it would otherwise charge for these services. The availability of these products and services is not contingent upon Essential committing to SI or TDA any specific amount of business, except that, in the case of SI, certain services are only available without charge so long as a total of at least \$10 million of our clients' assets are held at SI.

While as a fiduciary we must act in its clients' best interests, our recommendation to use SI or TDA may be based in part on the benefit to us of the availability of the foregoing products and services to the extent not inconsistent with its fiduciary duties, which may create a potential conflict of interest. However, clients may choose to use a custodian other than SI or TDA so long as that custodian is able to provide Essential daily automated downloads of the client's trading activity and account balances in the formats we use.

In the past, Essential has received referrals from TDA through its participation in TD Ameritrade AdvisorDirect (the "Referral Program). We no longer participate in the Referral Program but we continue to pay TDA an on-going fee for past successful client referrals. This fee is usually a percentage (not to exceed 15%) of the advisory fee that the client pays to Essential ("Solicitation Fee"). We will also pay TDA the Solicitation Fee on any advisory fees received by us from any of a referred client's family members, including a spouse, child or another family member who resides with the referred client and who hired Essential on the recommendation of the referred client. We will not charge clients referred through the Referral Program any fees or costs higher than our standard fee schedule offered to our clients (unless the client contracts for additional, non-standard services) or otherwise pass Solicitation Fees paid to TDA to our clients. For information regarding additional

or other fees paid directly or indirectly to TDA, please refer to the TDA AdvisorDirect Disclosure and Acknowledgement Form.

Our employees may receive a referral fee for clients they are directly and independently responsible for bringing to Essential. Payment of a portion of the fees we earn will be made to the employee, continuing for lesser of the length of employment or the length of the client relationship with Essential.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains each client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or itemized invoices that we may provide to you. Our itemized invoices will typically include your fee formula, the assets under management, and the time period covered by the fee. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

We usually receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. This discretionary authority is usually provided pursuant to the Advisory Services Agreement entered into with Essential. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account as specified in the Investment Policy Statement, including any limitations or restrictions imposed by the client. All such guidelines and restrictions must be provided to Essential in writing.

Item 17 – Voting Client Securities

Essential retains authority to vote client securities, and has adopted proxy voting policies and procedures designed to ensure that it votes proxies in the best interests of its clients and complies with the recordkeeping requirements of the Investment Advisers Act of 1940. A complete copy of our proxy voting policies is available at our office. Clients may request a record of proxies voted on their behalf by contacting us directly.

Item 18 – Financial Information

Because our Advisory Services fees are billed in arrears and not in advance and Essential does not take custody of client assets (except for the limited purpose of collecting Advisory Services fees), we are not required to provide financial statements for Essential. However, we are not aware of any financial condition which would impair our ability to meet our contractual commitments to our clients. Essential and Mr. Zeschin have never been the subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

Essential Investment Partners, LLC

Jonathan F. Zeschin - Chief Executive Officer, Principal

Information regarding Mr. Zeschin's formal education and business background can be found in the brochure supplement to this Brochure relating to Mr. Zeschin.

Mark James Asaro – Associate Portfolio Manager

Information regarding Mr. Asaro's formal education and business background can be found in the brochure supplement to this Brochure relating to Mr. Asaro.

Marce Webster – Chief Compliance Officer

Information regarding Ms. Webster's formal education and business background can be found in the brochure supplement to this Brochure relating to Ms. Webster.

Form ADV Part 2B: Brochure Supplements

Jonathan Frederick Zeschin

Essential Investment Partners, LLC

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303.333.8498

January 30, 2012

This Brochure Supplement provides information about Jonathan Frederick Zeschin that supplements the Essential Investment Partners, LLC Brochure. You should have received a copy of that Brochure. Please contact Marce Webster at mwebster@essentialinvestment.com or 303.333.8498 if you did not receive Essential Investment Partners, LLC's Brochure or if you have any questions about the contents of this supplement.

Additional information about Jonathan Frederick Zeschin is available on the SEC's website at www.adviserinfo.sec.gov.

Essential has adopted written policies and procedures which are designed to set standards for the firm, its employees, and its businesses and are also reasonably designed to detect and prevent any violations of regulatory requirements and the firm's policies and procedures. Every employee and manager is required to be responsible for and monitor those individuals he or she supervises to detect, prevent and report any activities inconsistent with the firm's procedures, policies and high professional standards.

Jonathan Frederick Zeschin, CPA/PFS, CFP®

Born: 9/4/53

Educational Background and Business Experience

Education

Bachelor of Business Administration, Accounting, University of Michigan, 1975

Masters of Management, Finance and Marketing, Northwestern University, 1990

Employment History

Partner, Chief Executive Officer, Essential Investment Partners, LLC from 2/09 to present

Chairman, President, Director, Essential Advisers, Inc., from 4/00 to present

Managing Member, JZ Partners LLC, from 8/98 to present

President, Founders Asset Management, Inc., from 4/95 to 7/98

Executive Vice President, INVESCO Funds Group, Inc. from 1/92 to 4/95

Professional Designations

Mr. Zeschin is a Certified Public Accountant (CPA) and has been licensed in Colorado since 2010. Three fundamental requirements must be fulfilled to become a CPA: (1) achieve the minimum educational requirements required by the applicable state board; (2) pass all four sections of the Uniform CPA Examination; and (3) attain the experience requirement specified by the applicable state board. Once licensed, the applicable state board also specifies continuing education requirements for continuing licensure.

Mr. Zeschin also holds the Personal Financial Specialist (PFS) credential from the American Institute of Certified Public Accountants (AICPA). To achieve this credential, one must: (1) be a licensed CPA; (2) be a member of the AICPA in good standing; (3) complete comprehensive personal financial planning education; (4) attain a specified level of personal financial planning experience; and (5) pass a personal financial planning examination (such as the Certified Financial Planner examination – see below).

Mr. Zeschin is also a Certified Financial Planner® Certificant. In order to obtain the CFP® Certification, one must meet the following requirements promulgated by the Certified Financial Planner Board of Standards: (1) complete the education requirements; (2) pass the CFP® Certification Examination; (3) meet the experience requirement; and (4) pass certain fitness standards and a background check. After certification, continued education requirements must be met for renewal of the CFP® Certification.

Disciplinary Information

Mr. Zeschin has not been the subject of any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of Mr. Zeschin.

Other Business Activities

Mr. Zeschin is also the Managing Member of JZ Partners LLC, which prior to 2006 provided strategic planning and other consulting services to investment management companies. Essential Investment Partners, LLC may recommend to clients mutual funds the manager to which JZ Partners LLC provided strategic planning services. There are no referral arrangements, however, between Essential Investment Partners, LLC and those mutual funds or their managers.

Mr. Zeschin is an independent trustee of the Matthews Asia Funds. Essential Investment Partners, LLC may purchase certain Matthews Asia Funds for client portfolios. This creates a conflict of interest due to fiduciary duties Mr. Zeschin owes as a trustee to the Matthews Asia Funds as well as the fiduciary duties he owes to the clients of Essential. However, several factors mitigate these risks. The Matthews Asia Funds have implemented certain procedures with respect to their trustees to mitigate conflicts of interest arising from trustees' services to the Matthews Asia Funds. In addition, Essential's selection of all funds is subject to the due diligence processes described above. Mr. Zeschin's activities on behalf of Essential are subject to Essential's Code of Ethics (described more fully below), which includes provisions to ensure continuity of service to Essential clients in the event that Mr. Zeschin's fiduciary duties to the Matthews Asia Funds limit his full participation on behalf of Essential's clients. Furthermore, neither Mr. Zeschin nor Essential receives any referral fees from the Matthews Asia Funds or their affiliates. As an independent trustee, Mr. Zeschin receives from the Matthews Asia Funds customary fixed fees for his services, the amounts of which are independent of the Matthews Asia Funds' performance.

Mr. Zeschin may spend 10-20% of his time on average with these activities. In light of the nature and extent of these activities, Essential believes that these activities do not pose significant risks. However, in order to address the possibility that such risks may arise, Essential has adopted policies and procedures that it believes are reasonably designed to emphasize its fiduciary duties owed to all clients and to monitor the extent to which such other activities are consistent with those fiduciary duties.

Additional Compensation

Mr. Zeschin does not receive any economic benefit, such as a sales award or other prize, for providing advisory services from someone who is not an Essential client.

Supervision

As Chief Executive Officer of Essential, Mr. Zeschin is primarily responsible for supervising the provision of investment advisory services on behalf of Essential. However, Essential's Chief Compliance Officer, Ms. Marce Webster, has responsibility for reviewing Mr. Zeschin's investment advisory activities strictly from a compliance perspective. Ms. Webster can be contacted directly at 303.333.8498.

Mark James Asaro

Essential Investment Partners, LLC

8101 East Prentice Avenue, Suite 1060, Greenwood Village, Colorado, 80111

303.333.8498

January 30, 2012

This Brochure Supplement provides information about Mark James Asaro that supplements the Essential Investment Partners, LLC Brochure. You should have received a copy of that Brochure. Please contact Marce Webster at mwebster@essentialinvestment.com or 303.333.8498 if you did not receive Essential Investment Partners, LLC's Brochure or if you have any questions about the contents of this supplement.

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Mark James Asaro, CFA

Born: 01/23/1978

Educational Background and Business Experience

Education:

Bachelor of Science, Finance, Fairfield University, 2000

Master of Business Administration, University of Colorado, 2004

Experience:

Associate Portfolio Manager, Essential Investment Partners, LLC From 1/11 to present

Senior Investment Analyst, Essential Investment Partners, LLC from 4/09 to 1/11

Investment Analyst, Essential Advisers, Inc. from 3/07 to 4/09

Client Reporting Specialist II, Janus Capital Group from 11/03 to 3/07

Cash Management Associate, Brown & Co. from 11/02 to 8/03

Senior Account Administrator, JP Morgan Chase from 12/00 to 10/02

Professional Designations

Mr. Asaro is a CFA charterholder. The minimum qualifications required for the Chartered Financial Analyst designation, which is offered by the CFA Institute, are an undergraduate degree and four years of professional experience involving investment decision-making, or four years of qualified work experience. A candidate must pass three course exams in order to earn the CFA charter.

Disciplinary Information

Mr. Asaro has not been the subject of any legal or disciplinary events that would be material to a client's or a prospective client's evaluation of Mr. Asaro.

Other Business Activities

Not applicable

Additional Compensation

Mr. Asaro does not receive any economic benefit, such as a sales award or other prize, for providing advisory services from someone who is not an Essential client.

Supervision

Mr. Asaro's investment advisory activities on behalf of Essential are subject to the periodic review and supervision of Mr. Zeschin, the firm's Chief Executive Officer. In addition, Essential's Chief Compliance Officer, Ms. Marce Webster, has responsibility for reviewing Mr. Asaro's investment advisory activities strictly from a compliance perspective. Mr. Zeschin and Ms. Webster can be contacted directly at 303.333.8498.

Marce Lynn Webster

Essential Investment Partners, LLC

8101 East Prentice Avenue, Suite 1060, Greenwood Village, Colorado, 80111

303.333.8498

January 30, 2012

This Brochure Supplement provides information about Marce Lynn Webster that supplements the Essential Investment Partners, LLC Brochure. You should have received a copy of that Brochure. Please contact Marce Webster at mwebster@essentialinvestment.com or 303.333.8498 if you did not receive Essential Investment Partners, LLC's Brochure or if you have any questions about the contents of this supplement.

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Marce Lynn Webster

Born: 4/18/54

Educational Background and Business Experience

Education

Bachelor of Arts, Mesa State College, 1988

Employment History

Chief Compliance Office and Accounting/Compliance Manager, Essential Investment Partners, LLC from 4/09 to present

Chief Compliance Office, Essential Advisers, Inc. from 3/08 to 4/09

Accounting/Compliance Manager, Essential Advisers, Inc. from 3/07 to 4/09

Assistant Vice President/Trust Accounting Manager, Alpine Trust & Asset Manager from 2/98 to 1/07

Trust Accounting Manager, Heritage Trust & Asset Management, Inc. from 3/92 to 2/98