



Wealth Gathering, LLC

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Wrap Program Brochure

ADV Part 2A – Appendix 1

March 29, 2012

This wrap fee program brochure provides information about the qualifications and business practices of Wealth Gathering, LLC. If you have any questions about the contents of this brochure, please contact us at (207) 370-2370.

The contents of this brochure have not been approved or verified by the U.S. Securities and Exchange Commission (SEC) or any other state or federal governmental authority. While the firm and its associates may be registered with the SEC, it does not imply a certain level of skill or training on the part of the firm or its associated personnel.

Questions relative to the firm, its services or this brochure may be made to the attention of Mr. Michael Goldman, President and Chief Compliance Officer, at (207) 370-2370. Additional information about the firm, other advisory firms, or their associated investment adviser representatives is available on the Internet at www.adviserinfo.sec.gov.

Item 2 - Material Changes

The firm has amended its April 30, 2011 ADV Part 2A-Appendix 1 wrap fee brochure due to a change of business address (please see the Cover Page), updates to its reportable assets under management as of its fiscal year-end (see Item 4), as well as the refinement of disclosure information and format. No material changes have occurred.

For future filings, this section of the brochure may address only those material changes that have been incorporated since the firm's last annual update. The firm may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's Website: www.adviserinfo.sec.gov or you may contact our firm at (207) 370-2370.

As with all firm disclosures, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or during the engagement.

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Important Note: Throughout this document, Wealth Gathering, LLC may be referred to by the following terms: “the firm,” “we,” “us,” or “our.” The client or prospective client may be referred to as: “you,” “your,” etc.

This brochure contains 20 pages and should not be considered complete without all pages.

Item 4 - Services, Fees and Compensation

About Our Firm

Wealth Gathering, LLC is an SEC-registered investment adviser domiciled in the State of Maine. In addition to our registration as an investment adviser with the SEC, our firm and its associates may notice-file (register) or meet certain exemptions to registration in other jurisdictions in which we conduct advisory business.

Since our firm's inception in 2010, Mr. Michael Goldman has been President, Managing Member, Chief Compliance Officer and is also our majority shareholder. As Chief Compliance Officer, Mr. Goldman provides overall supervision for our firm's investment advisory activities.

We hold ourselves to a *fiduciary standard*, which means our firm and its associates will act in the utmost good faith and perform in a manner believed to be in the best interest of our clients. As investment advisers we are required to put you – *our client* – first. We feel this sets us apart from other firms that may be held to a, perhaps lesser, *suitability* standard and may not be required under current industry regulation to place a client's interest ahead of their own or to disclose conflicts of interest involving their clients' transactions.

An estimated 20% of the firm's activities involve providing continuous supervision and consultation with respect to the investment of client assets; 20% of time involves consultation and advice with respect to securities; and the remaining 60% of the firm's advisory efforts are oriented toward "non-securities advice," such as issues involving expense budgeting and savings, education, insurance, charitable and estate planning, real estate, among others. Some of the above-noted services are offered through Wealth Gathering, LLC's online services offering. As of December 31, 2011, the firm had approximately \$13.6 million¹ of client assets under its management through discretionary account agreements.

Our Wrap Program Services

Wealth Gathering, LLC sponsors a wrap fee program through its investment advisory platform and only to clients of the firm. The program provides you with account monitoring, rebalancing of funds, performance reporting and other advisory services, as well as trade execution and Internet access to your account for a "wrapped" fee. The program provides you access to investment advisory services of professional portfolio management personnel affiliated with our firm as well as other investment managers, when selected, under a consolidated asset-based fee.

Getting Started

Prior to engaging the firm for its investment advisory services, a copy of our current wrap program brochure that incorporates our privacy policy as well as an executed agreement between parties will be provided to you through our electronic delivery platform.

You will then be asked to input your personal and financial information into our interactive website in which software-based applications will assist you in determining a recommended investment allocation model based upon your tolerance for risk, time horizon, etc.

¹The term "assets under management" and rounding to the nearest \$100,000 are as defined by the SEC's 2010 *General Instructions for Part 2 of Form ADV*.

Financial Planning Services

In certain situations you may choose to engage our firm in the development of a financial plan involving as many components as you may feel necessary. Advice may be provided on cash flow analysis, retirement capital requirements, education funding, estate planning, risk management or other specific needs you may request. Please note that when our planning services focuses only on those areas of your stated interest your overall financial situation or needs may not be fully addressed due to the limitations you may have established.

You retain absolute discretion over all implementation decisions involving your financial plan and are free to accept or reject any of our recommendations. We do ask that you promptly notify our firm if there are any changes in your financial situation or objectives so that we may review, evaluate and possibly revise our earlier recommendations and/or services.

Wealth Gathering, LLC does not provide accounting, legal or property and casualty insurance advice. With your consent, we may work with your other advisers (i.e., accountants, attorney, etc.) to assist with coordination and implementation of agreed upon strategies. You should be aware that these other advisers may bill you separately for their services and these fees will be in addition to those of our firm.

Investment Advisory Services

We will develop a customized portfolio designed to support your specific circumstances, investment needs, goals, and tolerance for risk. Your information is gathered through our investor data inquiry process and we will then design a recommended allocation offered through either our model or customized portfolios.

Your account is typically managed under a *discretionary authority* agreement. Similar to a limited power of attorney, discretionary authority allows our firm to implement investment decisions, such as the purchase or sale of a security on behalf of your account, without your prior authorization in order to meet your stated account objectives.

Should you prefer your account to be managed in a *non-discretionary* manner, essentially restricting any or all transactions to occur until following your approval, we may require a higher fee due to the additional service requirements in support of your account and may not allow you to engage our model portfolio platform. Also be aware that under this type of engagement, since we must be granted your approval prior to implementing an investment decision, you must make yourself available and keep our firm apprised of your current contact information so that transaction instructions can be efficiently effected on your behalf. *By definition and absent your written instruction to the contrary, non-discretionary transactions do not involve a trade's execution price or time.*

Please note that we do require any account restrictions, limitations, and rescissions that you may have to be made in writing. We maintain a record of these requests per industry regulation.

Customized Portfolios

We offer customized portfolio services to clients with account assets greater than \$1 million and whose circumstances require inclusion of individual securities, unique asset classes or investment strategies not normally available within Wealth Gathering, LLC's model portfolios.

We will assist in preparing an investment policy statement (IPS) reflecting your investment objectives, policy constraints and risk tolerance. The IPS will also be designed to be specific enough to provide guidance to the firm while concurrently allowing flexibility to respond to changing market conditions. Since the IPS will, to a large extent, be a product of information and data provided by you, you will need to review and provide final approval of the statement.

Customized portfolios may include index and actively-managed mutual funds, exchange-traded funds (ETFs), exchange-traded notes (ETNs), individual securities, derivatives, and non-correlating asset classes. Individual securities include common or preferred stocks, bond debentures, U.S. Government issues, notes, commercial paper, etc. Derivatives typically refer to options, futures and swaps that may be used to hedge risk or to exchange a floating rate of return for fixed rate of return. Non-correlating assets would include commodities, managed futures funds, private equity and real estate that may be employed to enhance the diversity of a portfolio; typically acting as a counterbalance should investments within a portfolio of stocks and bonds fall in value.

Program Fees

Financial Planning Services

Our financial planning services may be engaged under various fee structures as described in the following paragraphs.

Hourly Fee – You may prefer to engage our financial planning services on an “as-needed,” hourly basis. Our hourly financial planning fee is \$180 per hour and is assessed in 15-minute increments. The number of hours to complete your plan or, if you prefer, selected components will be estimated and will depend on the level and scope of services required, as well as their complexity.

Wrap Fee – For investment advisory accounts of value greater than \$1,000,000 and where ongoing financial planning services is also preferred, we will add an 0.25% annual fee (0.0208% monthly) to our wrap program fee to the noted fee chart in a following section.

Wrap Program Fees

Wrap Program

Fees for our custom portfolio wrap program are charged monthly, in advance, and are based on the prior month’s ending account value:

Assets Under Management	Regular Fee*		Fee with Financial Planning*	
	Yearly	Monthly	Yearly	Monthly
First \$5,000,000	1.00%	0.0833%	1.25%	0.1042%
Next \$5,000,000	0.80%	0.0667%	1.05%	0.0875%
Assets Over \$10,000,000	0.50%	0.0417%	0.75%	0.0625%

*Subject to a monthly minimum fee as described in Item 5.

For purposes of calculating fees, assets in each client’s accounts are generally aggregated, including joint accounts, provided the accounts are created under the same client membership record. Please keep in mind that certain types of accounts require the creation of another client membership record for that

same client and such accounts will not be aggregated for purposes of billing. The types of accounts that will require creation of another client membership record include corporate, partnership, limited liability corporate, sole proprietorship, investment club, business trust, qualified retirement plan, and unincorporated organization accounts. Wealth Gathering, LLC reserves the right to limit this portfolio aggregation policy where circumstances warrant.

Additional Client Fees

Any SEC or exchange fees arising from account activity are absorbed by Wealth Gathering, LLC. Custodial and/or maintenance fees normally applicable to retirement accounts and qualified retirement plans for which are charged to the custodian are included in the investment program. The level of the management fee is unaffected by the number of transactions effected for your account. Fees are assessed on all assets in the account, including securities, cash and money market balances. However, the noted fees do not include certain odd-lot differentials; national securities exchange fees; postage and handling; annual, maintenance and/or termination fees for retirement accounts, ACAT transfer fees; interest on debit account balances; electronic fund transfer fees; and transfer taxes and other costs or charges associated with securities transactions mandated by law. All fees and charges earlier noted may be charged to the account.

Services Purchased Separately

The total costs associated with our wrap fee program account may be more or less than purchasing brokerage and advisory services separately. The factors that bear upon the relative costs of any wrap fee program include the number of and timing of transactions, referral fees (if any), portfolio management, custody fees, regulatory compliance and administrative charges, research costs, and promotional materials. These and other factors may affect the cost of obtaining these services separately.

Billing Cycle and Fee Assessments

Asset-based fees will be automatically deducted monthly, in advance. An account's first billing cycle will occur once the agreement is executed and accounts are funded. This is irrespective of a partial period under our management, however, a partial period will be assessed a pro-rated fee. Fee payments will generally be assessed within the first 10 business days following each calendar billing period.

You will be required to authorize our firm to direct the selected custodian to deduct advisory fees, any other applicable charges, etc., from your account, and all fees will be clearly noted on your statements. The fee will be automatically deducted from your account on a monthly basis by the custodian maintaining your account. Where required, you will be sent you a written notice of the fees to be deducted from the account. In all instances, you will share responsibility for verifying the accuracy of fee calculations in your invoice and/or statement. All program fees are negotiable and at the firm's sole discretion.

Termination of Services

Either party may terminate the agreement at any time, which will typically be in writing. Should you verbally notify our firm of the termination and, if in two business days following this notification we have not received your notice in writing, we will make a written notice of the termination in our records and send you our own termination notice as a substitute.

If you are a new client, you may terminate an agreement with our firm within five business days after the signing of our engagement agreement without penalty or charge. Thereafter, fees for services rendered will be accrued to the effective date of termination and become due and payable at that time. Any unearned portion of the investment program fee is refundable upon written request at termination. No fee adjustment will be made during any fee period for appreciation or depreciation in account asset value during that period, nor will any adjustment or refund be made with respect to partial withdrawals made by you during any fee period.

Following termination notice, it will be yours or your legal representative's responsibility to ensure an immediate transfer is completed of any portfolio, account, or account residual to the receiving service provider. Our firm will not be responsible for future allocations, transactional services or investment advice upon receipt of a termination notice.

Compensation Matters

Appropriately registered associates of the firm will receive a portion of the fee for recommending and servicing the account. Therefore the person recommending the wrap fee program receives compensation as a result of your participation. The amount of this compensation may potentially be more than what would be received if you participated in other programs of the firm or paid separately for investment advice, brokerage, and/or other services.

As a result, the representative that recommends the program to you may have a financial incentive to recommend this investment program over other programs or services. Clients should always compare costs between offerings.

General Information

Custody

Your funds and securities will be maintained by the institutional services division of either FOLIO^{fn}, Inc. ("FOLIO") or Scottrade, Inc. ("Scottrade"), FINRA and SIPC members,² and independent SEC broker/dealers. FOLIO and Scottrade offer independent investment advisers various services which may include custody of securities, trade execution, clearance and settlement of transactions, and in which our firm receives benefits from FOLIO or Scottrade through our participation in their program offerings (see Item 9).

Your assets are not held by our firm or any of our associates. In keeping with our policy of not having custody of our client funds or securities, we:

- Restrict our firm and associates from serving as trustee or having full power of attorney over a client account;
- Are prohibited from having authority to withdraw securities or cash assets from a client account. Advisory fees will only be withdrawn from a client investment account through a qualified custodian maintaining your account assets, per your written approval;
- Do not accept or forward client securities (i.e., stock certificates) erroneously delivered to our firm;

² Our firm is not, nor required to be, a FINRA or SIPC member. Information about the Financial Industry Regulatory Authority (FINRA) may be found at www.finra.org. You may learn more about the Securities Investor Protection Corporation (SIPC) and how it serves member firms and the investing public by going to their website at <http://www.sipc.org>.

- Will not collect advance fees of \$1,200 or more for services that are to be performed six months or more into the future; and
- Will not authorize any associate to have knowledge of a client's account access information (i.e., online 401(k), brokerage or bank accounts).

Firm Services

We do not provide legal or accounting services. With your consent, we may work with your other advisers (attorneys, accountant, etc.) to assist with coordination and implementation of accepted strategies. You should be aware that these other advisers will charge you separately for their services and these fees will be in addition to our advisory fees.

Our firm will use its best judgment and good faith effort in rendering its services. Wealth Gathering, LLC cannot warrant or guarantee any particular level of account performance or that your account will be profitable over time. Past performance is not necessarily indicative of future results.

Except as may otherwise be provided by law, our firm will not be liable to the client, heirs, or assignees for any loss an account may suffer by reason of an investment decision made or other action taken or omitted in good faith by our firm with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; any loss arising from our adherence to your direction or that of your legal agent; any act or failure to act by a service provider maintaining an account.

Notwithstanding the preceding, nothing within our client agreement is intended to diminish in any way our fiduciary obligation to act in your best interest or in any way limit or waive your rights under federal or state securities laws or the rules promulgated pursuant to those laws.

Item 5 - Account Requirements and Types of Clients

Account Requirements

We generally recommend a minimum account value of \$1 million to open an account under our custom wrap program. We will assess a minimum fee of \$850 per month for our investment advisory services under the wrap program or \$1,100 per month if we have also been engaged to provide ongoing financial planning services. Our firm reserves the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, pre-existing relationships or as otherwise may be determined by our Chief Compliance Officer. We also reserve the right to decline services to any prospective client for any reason.

Account Opening

Participation in the program is initiated by submitting the following completed documents to the firm:

- Client Services Agreement,
- Custodian Account Application, and
- Investment Questionnaire, if required.

Based on these completed documents, we make an initial determination as to suitability for the program. The firm also makes an assessment of whether to establish an account for a particular client that includes ensuring the appropriate documentation, risk tolerance and asset allocation are made for the client.

Your account custodian will be either FOLIO or Scottrade, and they will execute and clear all purchase and sale orders as directed. Both FOLIO and Scottrade maintain client account assets and provide other custodial functions, including crediting of interest and dividends on accounts, crediting of principal on called or matured securities, and other customary functions. FOLIO and Scottrade also provide confirmations of each purchase and sale directly to the client and to our firm. Additionally, FOLIO and Scottrade will provide monthly account statement to clients for each month in which account activity occurs, and at least quarterly regardless of account activity.

As custodian, FOLIO and Scottrade serve as general administrator of program accounts, which includes charging and collecting advisory fees and processing, deposits to and withdrawals from program accounts, etc.

Types of Clients Served by the Firm

We provide our personal investment advisory services to fewer than 15 clients per year, which includes individuals, trusts or estates to assist in their meeting stated financial objectives in what is believed to be a cost-effective way.

Our ability to provide our service and advice depends on access to important information. Accordingly, you are expected to provide us with an adequate level of information and supporting documentation throughout the term of the engagement, including but not limited to source of funds, income levels, your (or your legal agent's) authority to act on behalf of the account, among other information. This helps us determine the appropriateness of our planning or investment strategy for you and your account.

It is very important that you keep us up-to-date on significant changes that may call for an update to your financial and investment plans. Events such as changes in employment, stock option plans, marital status, or the purchase or sale of a home or business can have a tremendous impact on your circumstances and needs. If we are aware of such events, we can make the adjustments needed to your plan or advice in order to keep you on track toward your goals.

Item 6 - Portfolio Manager Selection and Evaluation

Selection and Review of Portfolio Managers

We will perform initial and ongoing due diligence reviews on any investment vehicle we may choose to employ within our allocation strategies.

Portfolio managers will most often be employees of Wealth Gathering, LLC. Therefore, a potential conflict of interest exists for the firm, portfolio manager and investment adviser representative due to the incentive of employing a portfolio where the firm and portfolio manager may receive a greater percentage of the asset-based fee and/or direct or indirect benefit from the investments or transactional services engaged. In light of this conflict of interest, the firm will ensure it utilizes the same due diligence and selection/termination criteria for its own portfolio manager as it would if a third-party investment manager has been selected. In addition, further scrutiny by supervisory staff and/or an independent assessment will be completed to ensure appropriate portfolio selections, fees and other compensation meet within the account investment policy statement, firm procedures, and regulatory guidelines.

Our firm's investment committee will also review its portfolio manager's performance over an extended period of time and on a continuing basis. The investment committee will meet at least quarterly to discuss any potential concerns or recommended changes. The investment committee will be responsible for determining if a portfolio manager should be replaced due to poor performance or concerns with non-compliance with regulatory requirements.

Performance-Based Fees and Side-By-Side Management

Our fees will not be based upon a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as "performance-based fees." Wealth Gathering, LLC does not use a performance-based fee structure because of the potential conflict of interest this type of fee structure may pose. Performance-based compensation may create an incentive for a firm to recommend an investment that may carry a higher degree of risk to a client.

Side-by-side management refers to a firm simultaneously managing accounts that do pay performance based fees (such as a hedge fund) and those that do not; this type of arrangement, and the conflict of interest it may pose, is also not applicable to our firm's practices.

Method of Analysis

If we are engaged to provide our wrap program services through one of our own portfolio managers, we will first evaluate several factors, including your:

- current financial situation;
- current and long-term needs;
- investment goals and objectives;
- level of investment knowledge; and
- tolerance for risk.

Wealth Gathering, LLC primarily employs a fundamental, long-term, passive index approach in its investment selection and implementation strategies. We also believe asset allocation is a key component of investment portfolio design and that an appropriate allocation of assets from diverse investment categories (stock vs. bond, foreign vs. domestic, large cap vs. small cap, high quality vs. high yield, etc.) are a primary determinant of portfolio returns – perceived to be critical to the long-term success of a client's financial objectives.

Our research and recommendations may be drawn from sources that include financial publications; investment analysis and reporting software; research materials from outside sources; corporate rating services or inspections; annual reports, prospectuses and other regulatory filings; and company press releases.

We make asset allocation and investment policy decisions based on these and other factors to assist you in achieving your overall financial objectives.

Investment Strategies

As earlier noted, our firm's primary approach to portfolio management is based on the principles of the Modern Portfolio Theory and a mathematical technique known as "mean variance optimization." The result of this process is a portfolio allocation that potentially produces the highest possible return for a

given level of risk. Cost-efficient index mutual funds, ETFs and ETNs are researched and selected for each asset class in the model allocation. The firm will periodically rebalance a portfolio in an attempt to maintain optimal allocation while minimizing tax exposures and trading costs.

Wealth Gathering, LLC measures and selects its investments vehicles and portfolio managers by using various criteria, including performance. On occasion, we may recommend redistributing investment allocations to diversify a portfolio in an effort to reduce risk and increase performance. We may recommend holdings to increase sector weighting and/or dividend potential. In addition, we may recommend employing cash positions as a possible hedge against market movement which may adversely affect a portfolio. Finally, our firm may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in the portfolio, change in risk tolerance for a client, or any risk deemed unacceptable for a client's risk tolerance.

Risk of Loss

While we believe our strategies and investment recommendation are designed to potentially produce the highest possible return for a given level of risk, we cannot guarantee that an investment objective or planning goal will be achieved.

Some investment decisions may result in loss, including potential loss of the original principal invested. Each client must be able to bear the various risks involved in the investment of account assets, which may include market, currency, interest rate, liquidity, operational or political risk, among others.

If our research and analysis is based upon commercially available software, rating services, general market and financial information, or due diligence reviews, we are relying upon the accuracy and validity of the information or capabilities being provided by selected vendors, rating services, market data, and the issuers themselves. We make a reasonable effort to determine the accuracy of the information received but we cannot predict events, actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice to a client or account.

When your portfolio employs a passive, efficient markets theory, you will need to consider the potential risk that your broader allocation may generate lower-than-expected returns than that from a specific asset, and that the return on each type of asset is a deviation from the average return of the asset class. We believe this variance from the "expected return" is generally low under normal market conditions if the portfolio is made up of diverse, non-correlated assets.

You will need to keep in mind that investment vehicles such as ETFs/ETNs and indexed funds have the potential to be affected by "tracking error risk," which might be defined as a deviation from a stated benchmark (index). Since the core of a portfolio may attempt to closely replicate a benchmark, the source of the tracking error (deviation) may come from a "sample index" that may not closely align the benchmark. In these instances, we may choose to reduce the weighting of a holding or use a "replicate index" position as part of the core holding to minimize the effects of the tracking error in relation to the overall portfolio.

Also, while many index funds, ETFs and ETNs are known for their potential tax-efficiency and higher "qualified dividend income" (QDI) percentages, there are certain asset classes or holding periods within these holdings that may not benefit. Shorter holding periods or certain commodities and currencies

(potentially within the fund or ETN/ETF) may be considered nonqualified, therefore the investments QDI will be considered if tax efficiency is an important aspect of your portfolio.

Item 7 - Client Information Provided to Portfolio Managers

Information Provided to Portfolio Managers

Under this form of advisory engagement we will gather information from you about your financial situation, investment objectives, and any reasonable restrictions you may want to impose on the management of the account. We will then provide this data to the portfolio manager and we will invest on behalf of your account in accordance with the strategies set forth for your portfolio.

Our firm recommends that at least annually you review with us your account reports as well as your financial situation. When necessary, you should submit updated account profile information for our review and analysis. Additionally, you should contact us if there is any changes in your financial situation or investment objectives that would affect your current investment strategy or if you wish to reasonably modify any existing restrictions.

Privacy Policy Statement

We respect the privacy of all our clients and prospective clients; both past and present. We recognize that you have entrusted us with non-public personal information and it is important to us that all employees and clients of our firm know our policy concerning what we do with that information.

We collect personal information about our clients from the following sources:

- Information our clients provide to us to complete their financial plan or investment recommendation;
- Information our clients provide to us in agreements, account applications, and other documents completed in connection with the opening and maintenance of their accounts;
- Information our clients provide to us orally; and
- Information we may receive from service providers, such as custodians, about client transactions.

We do not disclose non-public personal information about our clients to anyone, except in the following circumstances:

- When required to provide services our clients have requested;
- When our clients have specifically authorized us to do so in writing;
- When required during the course of a firm assessment (i.e., independent audit); or
- When permitted or required by law (i.e., periodic regulatory examination).

Within our firm, we restrict access to client information to staff that need to know that information. All personnel and our service providers understand that everything handled in our office is confidential and they are instructed to not discuss client information or situation with someone else unless they are specifically authorized in writing by the client to do so. This includes, for example, providing information about a spouse's IRA account; children about parents' accounts, etc.

To ensure security and confidentiality, we maintain physical, electronic, and procedural safeguards to protect the privacy of client information.

We will notify you annually of our privacy policy and at any time, in advance, if our policy is expected to change.

Item 8 - Client Contact with Portfolio Managers

You should notify us of any changes in your financial situation, investment objectives, or account restrictions and we will submit this information to your portfolio manager. You may also contact the portfolio manager by coordinating a call or communication through our firm.

Item 9 - Additional Information

Disciplinary Information

Wealth Gathering, LLC and its management have not been subject to a reportable legal or disciplinary event pursuant the Investment Advisers Act of 1940, as amended.

Other Financial Industry Activities and Affiliations

Our policies require our firm and its associates to conduct business activities in a manner that avoid actual or potential conflicts of interest between the firm, its employees and clients, or that may be contrary to law. We will provide disclosure to each client prior to and throughout the term of an engagement regarding any conflicts of interest which might reasonably compromise our impartiality or independence.

Neither Wealth Gathering, LLC nor a member of firm management is registered, or has an application pending to register, as a broker-dealer or a registered representative of broker-dealer; nor is the firm or its management registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities.

Additionally, neither our firm nor a member of our management is or has a material relationship with any of the following types of entities:

- municipal securities dealer, or government securities dealer or broker;
- other investment adviser or financial planner;
- futures commission merchant, commodity pool operator, or commodity trading adviser;
- banking or thrift institution;
- accountant or accounting firm;
- lawyer or law firm;
- insurance company or agency;
- pension consultant;
- real estate broker or dealer;
- sponsor or syndicator of limited partnerships; or
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund).

Upon your request, we may provide referrals to various professionals, such as an attorney or accountant. We do not have an agreement with or receive fees from these professionals for these informal referrals. Any fees charged by these other entities for their services are completely separate from fees charged by Wealth Gathering, LLC.

Wealth Gathering, LLC is a member of the Garrett Planning Network, Inc., an organization that assists financial planners in fee-only, financial planning practices. Garrett Planning Network is not a registered financial industry participant, however, we do pay an annual membership fee for services that include training, compliance and operational support to enhance our ability to provide quality service and advice to the investing public. Investment adviser representatives of our firm may also hold individual membership or serve on boards or committees of professional industry associations such as the National Association of Personal Financial Advisors (NAPFA), Financial Planning Association (FPA), or the Certified Financial Planner Board of Standards, Inc.

Code of Ethics

We have adopted a Code of Ethics that establishes policies of ethical conduct for all our personnel. Our firm accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Our policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually.

Our firm will provide of copy of its Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm nor its associates are authorized to recommend to a client, or effect a transaction for a client, involving any security in which our firm or a "related person" (associates, their immediate family members, etc.) has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

Our associates are prohibited from borrowing from or lending to a client unless the client is an approved financial institution.

We recognize that should we act as the adviser to the sponsor of an ERISA-qualified retirement plan (i.e., 401(k) or pension plan) and one of our associates serves in an advisory capacity to one or more of the plan's participants, a potential or implied conflict of interest may occur. We may require our associate to cease in this plan participant advisory capacity or, upon disclosure to and approval from the plan sponsor, allow the dual advisory role to continue with consideration being made to offset fees where appropriate.

Our firm is able to provide a broad range of services to its clients, including financial planning, investment consultation, investment management and investment supervisory services, as well as insurance offerings; we may be paid a fee or commission for some or all of these services. Due to our firm and its associate's ability to offer two or more of these services and possibly be compensated for

each aspect of the engagement, a potential conflict of interest may exist. Therefore, we note that you are under no obligation to act on our recommendations and, if you elect to do so, you are under no obligation to complete all of them through our firm or our recommended service providers.

Personal Trading

Our firm does not trade for its own account (e.g., proprietary accounts). Firm related persons may buy or sell securities similar to, or different from, those we recommend to clients for their accounts. A recommendation made to one client may be different in nature or in timing from a recommendation made to a different client. At no time, however, will our firm or any related party receive preferential treatment over our clients.

In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of a client order), our policy may require that we restrict or prohibit associates' transactions in specific reportable securities transactions.

Any exceptions or trading pre-clearance must be approved by the firm's Chief Compliance Officer in advance of the transaction in an account, and we will maintain the required personal securities transaction records per current regulation.

Review of Accounts

Types of Reviews

Accounts are regularly reviewed by investment management staff, as well as periodic testing by our Chief Compliance Officer. Reviews are made to determine whether accounts are being managed in accordance with each client's investment objectives.

Additional reviews may take place at a client's request or as the result of significant market or economic developments. All reviews will consider account performance in light of industry standards.

Client Provided Reports

You will receive account statements sent directly from your account custodian where your investments are maintained.

You may be provided periodic performance summary reports or annual gain/loss reports for taxable accounts. Some of our clients may receive additional reports depending on their specific requirements.

All firm performance reports will be in prepared in accordance with appropriate jurisdictional guidance. Clients are urged to carefully review and compare account statements that they have received directly from their custodian with any report received from our firm.

Economic Benefit from External Sources and Potential Conflicts of Interest

We may receive an economic benefit from external sources in the form of the support products and services they make available to us and other independent investment advisers. Our firm participates in FOLIO and Scottrade's adviser program and we recommend them to our clients for custody and brokerage services.

There is no direct link between our participation in the program and the investment advice we give our clients, although our firm receives economic benefits through its participation in the program that are typically not available to “retail investors.” These benefits include the following products and services (provided either without cost or at a discount):

- receipt of duplicate client statements and confirmations;
- research related products and tools;
- consulting services;
- access to a trading desk serving our clients;
- access to block trading (which provides our ability to aggregate securities transactions for execution and then allocate the appropriate shares to our client’s accounts);
- the ability to have advisory fees deducted directly from our client’s accounts per our written agreement;
- access to an electronic communications network for client order entry and account information;
- access to mutual funds with no transaction fees, and to certain institutional money managers; and
- discounts on research, technology, and practice management products or services provided to our firm by third party vendors.

FOLIO and Scottrade may also pay for other professional services received by our firm. Some of the products and services made available by FOLIO and/or Scottrade may benefit our firm but may not benefit client accounts. These products or services may assist us in managing and administering our client accounts, including accounts not maintained at either custodian. These other services made available to us by FOLIO and Scottrade are intended to help our firm manage and further develop our business enterprise. The benefits received by our firm or its associates through participation in a program do not depend on the amount of transactions directed to FOLIO or Scottrade.

As part of our fiduciary duty, Wealth Gathering, LLC endeavors at all times to put the interests of our clients first. Our clients should be aware, however, that the receipt of any economic benefit by our firm or its associates in and of itself creates a potential conflict of interest and may influence our choice of FOLIO or Scottrade for custody and brokerage services.

We periodically conduct an assessment of FOLIO and Scottrade, its range of services and capabilities, as well as the reasonableness of fees, in comparison to its industry peers.

Client Referrals and Other Compensation

We do not engage in solicitation activities as defined by Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended.

We may also provide referrals to various other professionals, such as an attorney or accountant, as a service to our clients. We do not have an agreement with or receive referral fees from these professionals for these informal referrals. Any fees charged by these other entities for their services are completely separate from fees charged by Wealth Gathering, LLC.

As stated earlier, our firm and its associates may be members of professional associations. A benefit these entities may provide to the investing public is the availability of online search tools that allow interested parties (prospective clients) to search for participant firms or individual financial planners within a selected state or region. These passive websites may provide means for interested persons to contact a firm or planner via electronic mail, telephone number, or other contact information, in order to interview the participating firm or planner. Members of the public may also choose to telephone association staff to inquire about a firm or individual planner within their area, and would receive the same or similar information. A portion of our membership fees may be used so that our name will be listed in some or all of these entities' websites (or other listings). Prospective clients locating our firm or one of our associates via this method are not actively marketed by these associations. Clients who find us in this way do not pay more for their services than clients referred to us in another fashion, such as by another client. We do not pay these entities for prospective client referrals, nor is there a fee-sharing arrangement reflective of a solicitor engagement.³

Voting Client Securities

Our firm does not vote proxies on your behalf nor do we offer guidance on the voting proxies. You will retain responsibility for directing the manner in which proxies solicited by issuers of securities that are beneficially owned by you shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other events pertaining to your holdings.

We will have no power, authority, responsibility, or obligation to take any action with regard to any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets.

You may receive proxies or other solicitations directly from your selected custodian or transfer agent. If our firm receives correspondence relating to the voting of your securities, class action litigation, or other corporate actions, we typically forward the correspondence to your address of record or to another entity such as your attorney if you direct us to do so.

Financial Information

The firm and its principal officers or control persons do not have a material financial matter to disclose. Due to the nature of our firm's services, an audited balance sheet is not required nor included in this brochure.

Business Continuity Plan

Our firm has developed a business continuity plan to assist our firm and its associates to appropriately respond to events that pose a significant business disruption to our operations. A statement concerning our current plan is provided under separate document upon request.

Item 10 - Requirements for State-Registered Advisers

As an SEC adviser, this section is not applicable to our firm.

³The firm believes this arrangement is in consonance with SEC No-Action Letter No. 1251421 in its response to the National Football League Players Association.

Form ADV Part 2B: Advisory Personnel Brochure Supplement

This brochure supplement provides information about the firm's principal executives that supplements the Wealth Gathering, LLC ADV advisory brochure, which is referenced in the preceding pages. Please contact Michael Goldman at (207) 370-2370 if you did not receive the firm's advisory services brochure or if you have any questions about the contents of this supplement.

Item 1 – Firm Information

Wealth Gathering, LLC
70 Center Street/2nd Floor
Portland, Maine 04101
(207) 370-2370
www.wealthgathering.com

Item 2 – Educational Background and Business Experience

Principal Executive Officer

Managing Member/President/Chief Compliance Officer/Investment Adviser Representative

Michael Corey Goldman
Born: 1969
CRD# 5745885

Educational Background and Business Experience

Educational Background

M.A. Industrial/Organizational Psychology, New York University, New York, NY
B.A. Psychology, University of Texas, Austin, TX
Certificate in Financial Planning, Boston University, Boston, MA
Securities Registrations - NASAA Series 65/Uniform Investment Adviser Law Examination

Business Experience

President, Wealth Gathering, LLC (2009 - Present)
Partner, Assess Systems (2005 - 2010)
Director of Consulting Services, Bigby Havis & Associates, Inc. (1995 - 2005)

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 section for Mr. Goldman.

Other Business Activities

Mr. Goldman has no other reportable outside business activities.

Additional Compensation

Mr. Goldman is not compensated for advisory services involving performance-based fees. He is not a senior executive of or insider to an issuer of a security. Our firm also prohibits employees from accepting or receiving additional economic benefit, such as sales awards or other prizes, for providing advisory services to its clients.

Mr. Goldman is not registered nor has an application pending to register as a registered representative of a broker/dealer or associated person of a futures commission merchant, commodity pool operator, or commodity trading adviser. Therefore, he does not receive commissions, bonuses or other compensation based on the sale of securities or other investment products, including that as a registered representative of a broker/dealer, and including distribution or service ("trail") fees from the sale of mutual funds.

Supervision

Mr. Goldman serves in multiple capacities with the firm, such as President, Chief Compliance Officer, and Investment Adviser Representative. The firm recognizes that not having all organizational duties segregated may potentially create a conflict of interest, however, the firm employs policies and procedures to ensure timely, accurate record keeping and supervision. Certain functions may be outsourced to assist in these efforts when necessary.

Questions relative to the firm, its staff, or services provided may be made to the attention of Mr. Goldman at (207) 370-2370. Additional information about the firm, other advisory firms, or associated investment adviser representatives is available on the Internet at www.adviserinfo.sec.gov. A search of this site for firms or their associated personnel can be accomplished by name or a unique firm identifier, known as an IARD number. The IARD number for Wealth Gathering, LLC is 152353.