

COVER PAGE

Wherewithal LLC

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This brochure provides information about the qualifications and business practices of Wherewithal LLC ("Wherewithal"). If you have any questions about the contents of this brochure, please contact us at 917-750-0211. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Wherewithal LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Wherewithal is registered with the SEC. However, this registration, while required by law, does not indicate any established or set level or skill or training on our part.

MATERIAL CHANGES

This section only discusses any material changes to our Form ADV Part 2A disclosure document, which we will refer to in this document as the brochure. Since the date of our initial filing of this brochure which was October 12, 2011, we have revised our fee schedule for our services. Please refer to the section on Fees and Compensation contained within the brochure for more information.

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ADVISORY BUSINESS

Wherewithal LLC (“Wherewithal”, “We”, “Us” or “Our”) is a web-based investment advisory and portfolio management service offering clients a selection of model portfolios. Each model portfolio represents a specific asset allocation, primarily differentiated by the balance of equity-related funds and bond-related funds. To assist in the client’s selection process, Wherewithal offers allocation and investing tools that generate model portfolio recommendations based on each client’s individual investment factors including investment goals, investment time horizon, risk tolerance and investment experience. Clients may use these recommendations as guidance however final selection will be the client’s responsibility.

In addition to implementing the client’s selected portfolio, we periodically monitor the performance, asset composition and security selection of the model portfolios. We also rebalance the model portfolios at least annually to make sure the appropriate asset allocations are maintained in client accounts.

The model portfolios consist primarily of exchange-traded funds (“ETF” or “ETFs”) tracking applicable market indices and sectors. We may also include index funds and money market funds as we deem appropriate in the model portfolios. The model portfolios are designed using asset allocation to diversify investments across various asset classes including stocks, bonds and real estate in the form of REITs. A client cannot restrict the type of securities contained in the model portfolios.

Wherewithal’s services are provided exclusively through its interactive website composed of software-based applications based on the personal information each client provides through the website.

It is important that clients also review their investment objectives as well as their portfolio selection and promptly notify Wherewithal of any needed changes. Wherewithal will remind you to do this on at least an annual basis.

Wherewithal is wholly owned by Samanttabhram Das and was founded in August, 2011. The amount of client assets we manage on a discretionary basis as of January 17, 2012 is \$0. We do not manage client assets on a non-discretionary basis.

FEES AND COMPENSATION

Wherewithal is compensated for its investment advisory services by charging you a management fee as indicated in the fee table below. The annual management fee is billed on a monthly basis during each calendar year in advance based upon the market value of the assets at the end of the preceding month. If your relationship with us is begun or ended during a particular month, your fee will be prorated for

the appropriate number of days completed or remaining in the month and, where applicable, you will be issued a refund for any portion of your fee paid in advance which was otherwise unearned.

Annual Management Fee	0.50%
Minimum Fee	\$140.00 annually/ \$11.66 monthly

Wherewithal may, in its sole discretion, offer client accounts fees that differ from the above fee table depending upon various circumstances including but not limited to historical relationship, negotiations with clients, promotional offers, dollar amount of assets to be managed, etc. Our employees and their family related accounts may be charged a reduced fee, or no fee, for our services.

In general, Wherewithal's fees will be automatically debited from your account or accounts. You will be required to authorize the custodian to allow us to directly debit our fee from your account or accounts. The custodian will not confirm our fee but will send the fee directly to us based on the fee amount communicated to the custodian by us. You will receive a periodic statement from your custodian, which will show the amount of your fee which has been sent to us. You should confirm the accuracy of the fee calculation upon receipt of the custodian's statement.

The fees you pay us do not include brokerage commissions or other fees or charges associated with securities transactions implemented with or through a brokerage firm, mark-ups or mark-downs in principal transactions, deferred sales charges, stock exchange fees, wire transfer or related processing fees, transfer taxes or other charges mandated by law or regulation all of which will be charged to you in addition to our fee. We do not receive any portion of any of the foregoing expenses or fees. You should go to the section on Brokerage Practices in our brochure for more information on how we select or recommend brokerage firms for your securities transactions and information related to that process.

You should understand that ETFs in which your assets are invested by us or by others impose separate investment management fees and other operating expenses, described in the fund's prospectus and "Statement of Additional Information" which is usually available through the fund's website, by telephone or mail, for which you, the client, will be charged separately from the fee paid to us for our services.

Clients should be aware that similar or comparable services may be available from other firms including other investment management firms at a cost higher or lower than that available through us.

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

This section does not apply to Wherewithal.

TYPES OF CLIENTS

Wherewithal's clients will include individual persons and their families, trusts, and corporations or similar business entities.

We do not have a minimum account size.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Wherewithal's basic investment strategy consists of the use of designated asset allocation models consisting primarily of ETFs' which are implemented for our clients through separately managed portfolios composed of diversified investment styles, sectors (i.e., large cap growth, small cap value, government and corporate bonds, etc.) and markets including both domestic and international. We then periodically monitor and analyze the performance of the management of the investments we utilize in our models. Our strategy generally seeks to hold investments purchased for the long term (more than one year) although funds may be sold on a more frequent basis depending upon the client's investment objectives and recommended portfolio allocation.

Investing in securities such as the types of securities used by us in managing your assets or providing you investment advice involves the potential risk of loss in the value of the securities both in the amount invested in the securities as well as any profits which have not been realized by selling the securities. You should be prepared to bear the risk of such losses. The degree of risk depends upon the type of security or strategy involved. For example, unlike a mutual fund whose assets are priced once a day, the market value of ETFs' can, and do, change during the day, either in a positive and/or negative market movement.

Wherewithal adheres to an investment strategy based on the principles of Modern Portfolio Theory. The basic concepts include:

Diversification – Diversification attempts to lower risk across a portfolio by investing a mix of relatively uncorrelated asset to optimize returns. Stated simply, it avoids putting all your eggs in one basket.

Passive Management – Passive investing, based on the idea of market efficiency, mirrors the performance of a sector or the broader market through the use of ETFs' or index funds. It does not try to outperform the market through stock picking or market timing and therefore avoids the added expense of professional fund management.

Rebalancing – Rebalancing realigns a portfolio to its target allocation in order to maintain an appropriate risk level. It is essentially, a "buy low, sell high" investment approach applied across a portfolio.

Dollar-cost averaging – Dollar-cost averaging creates savings consistency through periodic investment contributions. It helps avoid the emotional reaction to second-guess investments when the market appears volatile.

DISCIPLINARY HISTORY

This section does not apply to Wherewithal or any of its employees.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The section does not apply to Wherewithal.

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

Wherewithal has adopted a written Code of Ethics under which our business is conducted in adherence to certain levels of ethical standards consistent with our fiduciary duty to our clients. Wherewithal seeks to place the interests of its clients first at all times and to avoid activities which may conflict with the best interests of our clients. Employees of Wherewithal may buy or sell the same securities that our clients invest in or that we purchase or sell on our clients' behalf. This presents a conflict of interest between our employees' own financial interest and the best interest of our clients. We have addressed this conflict of interest by imposing trading restriction under the Code of Ethics which include restrictions on our employees' personal trading based upon investment activity occurring in, or being contemplated for, our clients' accounts.

Pre-approval must also be obtained by employees before investing in initial public offerings of securities and before investing in a private placement of securities. Our employees are required to submit quarterly reports relating to their personal transactions and an annual report of their personal securities holdings to us. Our Code of Ethics also contains policies and procedures which are intended to prevent the misuse of material non-public information. A copy of our Code of Ethics is available to you upon request by contacting us through the contact information provided on the Cover Page of this brochure.

BROKERAGE PRACTICES

Each client must establish a brokerage account with an independent qualified custodian although we may require certain firms for this purpose.

Wherewithal considers the following factors in selecting a brokerage firms for your transactions and in determining the reasonableness of the compensation or other remuneration paid to the brokerage firms:

- Quality of Support Services and Technology
- Trade Implementation Costs
- Value of Research and Related Information and Products Provided
- Market Liquidity Provided
- Confidentiality of Trading Intentions
- Investment Styles (compatibility between Wherewithal and the brokerage firm)
- Financial Stability
- Trade Error Resolution Process
- Financial Stability
- Ability to Execute Difficult Trades
- Other Factors Which May Be Identified From Time To Time

We periodically review our brokerage practices and the reasonableness of compensation or other remuneration paid to brokerage firms and monitor our efforts to seek best execution of client transactions.

Research and Other Soft Dollars Benefits:

Where more than one brokerage firm satisfy our criteria, preference may be given to brokerage firms which provide us with certain brokerage and research services and products as allowed by law under Section 28(e) of the Securities Exchange Act of 1934. Wherewithal may then use these brokerage firms to execute client transactions even though the commissions or similar costs for particular transactions may be higher than the commissions or costs incurred by using another brokerage firm which does not provide Wherewithal with these brokerage and research services or products. Payments to brokerage firms for these services through commission revenue rather than direct cash payments are referred to as “soft dollars”. To the degree applicable, we will make a good faith determination that the amount of commission is reasonable in relation to the value of the brokerage and research services or products provided by the brokerage firm(s) which we consider to be a significant benefit to our clients. We may use these brokerage and research services and products to benefit all of our clients’ accounts not just those whose transactions paid for the services.

The brokerage and research services or products, which may be received by us under the arrangement described above, can include general investment research.

Brokerage and research services or products received by us may have other uses such as client presentations, marketing or other administrative uses. If that is the case, we will make a good faith allocation as to the percentage of the service or product used for brokerage and research services and the percentage used for such other purposes. The percentage attributed to such other purposes will be paid for directly by us in “hard dollars” as a cash expense of Wherewithal. Since “hard dollar” costs are a direct expense of ours, there is a conflict of interest in our determination of the appropriate allocation between soft dollar and “hard dollar” use of the brokerage and research services or products. To the degree applicable, we will address this conflict of interest through use of our periodic review of our brokerage practices as described above.

To the degree applicable, our use of client brokerage commissions or similar costs for transactions to obtain brokerage or research services and products presents a conflict of interest to us because we do not have to internally produce the service or product or purchase it directly elsewhere. This also means that we would have a financial incentive to select or recommend brokerage firms which provide us such brokerage and research services or products rather than based on a consideration of the lowest commission cost to our clients. Wherewithal will address these conflicts of interest, should they arise, through use of our periodic review of our brokerage practices as described above.

Directed Brokerage: As a matter of policy, Wherewithal does not accept instructions from clients to execute transactions through a particular brokerage firm.

Blocked Transactions: We may group or block orders from time to time for the same security for more than one client account in order to more effectively execute the orders. This is what is known as a “block transaction”. This process can create trading efficiencies, prompt attention to the order and

improve price execution since the block transaction may be executed at various prices but averaged as to price. Therefore, clients whose transactions are part of the block transaction will receive the same average price and trading costs. Personal transactions of our employees may be included in such block transactions. On infrequent occasions where such block transactions are not fully executed, we will seek to allocate the executed portion of the block transaction on a basis which we consider fair to our clients over time. Generally, this will mean a pro rata allocation or allocation on a rotational basis although we may, in certain circumstances, allocate purchases or sales on some other basis, after consideration of factors such as taxability of the account, cash available for investment, asset mix of the account, objectives and restrictions of the account, company and industry concentrations, broker designations specified by the client, size of the execution versus the total order size, and partial positions versus full positions. Any employee transactions will be excluded from block transactions which are not fully executed.

Trade Errors: Errors in executing client transactions may occur from time to time which we will seek to correct on a timely basis so that you will not incur a loss or other costs as a result of any such errors. Any loss or costs incurred as a result of the correction of such errors will be borne by us or by your broker/custodian while any market gains, which may result from the correction of such errors, will usually be retained by your broker/custodian or by you.

REVIEW OF ACCOUNTS

Our clients' accounts are reviewed on a periodic basis by Samanttabhram Das, the Chief Executive Officer. Factors which may trigger more frequent reviews include change in client investment objectives or circumstances such as retirement or a large contribution or withdrawal to or from an account, significant developments or events specific to a particular security held in the account, or significant market, economic or political developments.

Generally speaking, written reports will not be provided directly to our clients. Instead, you will be able to continuously view your account(s) through online access. In addition, you should receive written reports directly from your custodian concerning your account(s) which generally contain information relating to all transactions and other account activity.

CLIENT REFERRALS AND OTHER COMPENSATION

We may from time to time enter into written agreements with other persons or companies who refer potential clients to us in exchange for a referral or solicitor fee which typically is a percentage of the fee we receive from the referred client for our services. This means that the persons or companies who refer potential clients to us as described will have a financial interest in your selecting us to provide you services. If you are referred to us through an arrangement like this, you will receive a written document which will disclose that we have an arrangement with the solicitor, any affiliation between us and the solicitor, and a description of the compensation the solicitor will receive from us if you establish an account with us. The fee we charge you for our services will not be increased as a result of our use of these referral arrangements.

Please refer to the section on Brokerage Practices in our brochure for information on other economic benefits we may receive for providing services to you.

CUSTODY

You will receive account statements directly from your custodian on at least a quarterly basis although you may receive them on a monthly basis. You should carefully review these statements and compare these statements to statements you receive from us for any discrepancies. You should also remember that the statements you receive from your custodian are your official record of your accounts and assets for tax purposes.

INVESTMENT DISCRETION

We will accept discretionary investment authority over your assets if you agree to such an arrangement. This is typically accomplished through execution of a limited trading authority contained in your client agreement with us or through similar authority contained in a wrap fee arrangement you may execute with the brokerage firm which established the wrap fee arrangement.

VOTING CLIENT SECURITIES

You should understand that we will not vote proxies or render any advice on proxies solicited by or with respect to certain investments in your account except as otherwise required by, or agreed by us with, the particular account. Any required records will be maintained. We will not forward you any proxy or litigation materials we receive, electronically or otherwise, inadvertently and you should contact your custodian directly and instruct it to make arrangements for your proxy or litigation materials to be forwarded directly to you or your representative.

Also, we will not take any action or render any advice on investments in your accounts which become subject to class actions or related litigation or other matters such as mergers, acquisitions, tender offers, bankruptcy proceedings or other similar events although we may provide you limited assistance upon request on an informal basis.

FINANCIAL INFORMATION

This section does not apply to Wherewithal as we have never filed for bankruptcy nor are we subject to any financial conditions which could impair our ability to meet our obligations to you.