

Disclosure Brochure

January 5, 2012

AZANCE ASSET MANAGEMENT, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Azance Asset Management, LLC (hereinafter "Azance" or the "firm"). If you have any questions about the contents of this brochure, please contact Ed Swenson at edswenson@dynastyfinancialpartners.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the firm is available on the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Azance is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

In this Item, Azance is required to discuss any material changes which have been made to the brochure since the last annual amendment. As this brochure has been prepared in connection with the firm's initial application for investment adviser registration, there are no such material changes to disclose.

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Item 4. Advisory Business

Azance was formed in December 2011 and is principally owned by Dynasty Financial Partners, LLC. Since this is the firm's initial filing, Azance does not have any assets under management to report.

Prior to rendering the investment advisory services described herein, clients are required to enter into a written agreement with Azance setting forth the relevant terms and conditions of the advisory relationship (the "*Agreement*"). While this brochure generally describes the business of Azance, certain sections also discuss the activities of its *Supervised Persons*, which refer to the firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Azance's behalf and is subject to the firm's supervision or control.

Investment Advisory Services

Clients can engage Azance to manage their investment portfolios on a discretionary or non-discretionary basis. In doing so, Azance generally allocates assets among various mutual funds, exchange-traded funds ("ETFs"), and individual debt and equity securities in accordance with the investment objectives of its individual clients. The firm may also provide advice about any type of legacy position or investment otherwise held in its clients' portfolios.

Azance tailors its advisory services to accommodate the needs of its individual clients and continuously seeks to ensure that its clients' portfolios are managed in a manner consistent with their specific investment profiles. Clients are advised to promptly notify Azance if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Azance determines, in its sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to the firm's management efforts.

The firm does not currently serve as the sponsor or manager to a wrap fee program (i.e., an arrangement where brokerage commissions and transaction costs are absorbed by the firm).

Item 5. Fees and Compensation

Investment Advisory Fees

Azance can be engaged to provide investment management services for an annual fee based upon a percentage of assets under the firm's management. This fee may vary between 0.50% and 1.50%, as determined by the size of a client's portfolio and the type of services to be rendered. This fee is prorated and charged monthly or quarterly, in arrears or advance, based upon the market value of the assets being managed by Azance on the last day of the previous billing period.

Fee Discretion

Azance, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Fees Charged by Financial Institutions

As further discussed in response to Item 12, Azance may recommend that investment advisory clients utilize the brokerage and clearing services of a particular financial institution, which may include a broker-dealer, bank, trust company, etc. (collectively "*Financial Institutions*"). Azance may only implement its investment recommendations after clients have arranged for and furnished Azance with all information and authorization regarding accounts held at their respective *Financial Institutions*.

In addition to the fee paid to Azance, clients may also incur certain charges imposed by third parties. These additional charges may include securities brokerage commissions, transaction fees, custodial fees, charges imposed directly by a mutual fund or exchange-traded fund ("ETF") in the account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Fee Debit

The firm's *Agreement* and the separate agreement with any *Financial Institutions* may authorize Azance to debit its clients' accounts for the amount of the Program fee and to directly remit that fee to Azance. Any *Financial Institutions* recommended by Azance have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount of Program fees paid directly to Azance.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to Azance's right to terminate an account and subject to the usual and customary securities settlement procedures. If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is not adjusted or prorated to reflect the change in portfolio value. For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final term is prorated through the effective date of the termination and the outstanding balance is charged or refunded to the client, as appropriate.

Additions may be in cash or securities provided that the firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. However, Azance designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Azance may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Item 6. Performance-Based Fees and Side-by-Side Management

Azance does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

Azance may provide its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Account Requirements

Azance does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship.

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

Methods of Analysis

Azance may utilize a combination of fundamental, technical and/or cyclical methods of analysis.

Fundamental analysis involves an evaluation of an issuer's fundamental financial condition and competitive position. Azance generally analyzes the financial condition, capabilities of management, earnings capacity, new products and services, as well as the company's markets and position amongst its industry competitors in order to determine the recommendations made to clients. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific company information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Azance will be able to accurately predict such a reoccurrence.

Cyclical analysis is similar to technical analysis in that it involves the assessment of market conditions at a macro (entire market or economy) or micro (company specific) level, rather than focusing on the overall fundamental analysis of the health of the particular company that Azance is recommending. The risks with cyclical analysis are similar to those of technical analysis.

Investment Strategies

Azance seeks to allocate capital across a range of asset classes in accordance with its clients' individual investment objectives, risk tolerance, time horizon, cash flows needs and other related factors. Azance may implement its strategies using a number of different investment products, which may include stocks, bonds, mutual funds, index funds, ETFs and other related financial instruments.

Risks of Loss

Market Risks

The profitability of a significant portion of Azance' recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Azance will be able to predict those price movements accurately.

Mutual Funds and Exchange-Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

Item 9. Disciplinary Information

Azance has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

Item 10. Other Financial Industry Activities and Affiliations

Affiliated Registered Investment Advisers

Azance is under common control with Dynasty Financial Partners, LLC ("*Dynasty Financial*") and Avector Wealth Management, LLC ("*Avector*"), SEC registered investment advisers which maintain the same principal place of business as Azance. Azance, *Dynasty Financial* and *Avector* provide services independently from one another and do not share common clients. As such, this relationship does not give rise to any conflicts of interest.

Affiliated Insurance Agency

Azance is under common control with Dynasty Insurance Services ("*Dynasty Insurance*"), a licensed insurance agency. Azance and *Dynasty Insurance* provide services independently from one another and do not share common clients. As such, this relationship does not give rise to any conflicts of interest.

Item 11. Code of Ethics

Azance and persons associated with Azance (“Associated Persons”) are permitted to buy or sell securities that it also recommends to clients consistent with Azance’s policies and procedures.

Azance has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (“*Code of Ethics*”). In accordance with Section 204A of the Investment Advisers Act of 1940 (the “Advisers Act”), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Azance or any of its associated persons. The *Code of Ethics* also requires that certain of Azance’s personnel (called “*Access Persons*”) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Azance’s *Code of Ethics*, none of Azance’s *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Azance’s clients.

When Azance is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Azance is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to:

- Direct obligations of the Government of the United States;
- Money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements;
- Shares issued by mutual funds or money market funds; and
- Shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Azance to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As referenced in Item 5, Azance may recommend the brokerage and clearing services of various *Financial Institutions*. Factors which Azance considers in recommending a *Financial Institution* to clients include its respective financial strength, reputation, execution, pricing, research and service. The commissions and/or transaction fees charged by a *Financial Institution* recommended by the firm may be higher or lower than those charged by other firms.

The commissions paid by Azance's clients comply with Azance's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Azance determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Azance seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Azance periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

A client may direct Azance in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Azance will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Azance. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Azance may decline a client's request to direct brokerage if, in Azance's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless Azance decides to purchase or sell the same securities for several clients at approximately the same time. Azance may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Azance's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Azance's clients pro rata to the purchase and sale orders placed for each client on any given day.

To the extent that Azance determines to aggregate client orders for the purchase or sale of securities, including securities in which Azance's *Supervised Persons* may invest, Azance generally does so in

accordance with applicable rules promulgated under the Advisers and no-action guidance provided by the staff of the SEC. Azance does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Azance determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

- When only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;
- Allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;
- If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed);
- With respect to sale allocations, allocations may be given to accounts low in cash;
- In cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Azance may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Azance in its investment decision-making process. Such research generally will be used to service all of Azance's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Azance does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Azance may receive from a *Financial Institution* it recommends, without cost to Azance, computer software and related systems support, which allow Azance to better monitor client accounts held at that particular *Financial Institution*. Azance may receive the software and related support without cost because Azance renders investment management services to clients that maintain assets at that *Financial Institution*. The software and related systems support may benefit Azance, but not its clients directly. In fulfilling its duties to its clients, Azance endeavors at all times to put the interests of its clients

first. Clients should be aware, however, that Azance's receipt of economic benefits from a *Financial Institution* creates a conflict of interest since these benefits may influence Azance's choice of *Financial Institution* over another *Financial Institution* that does not furnish similar software, systems support, or services.

Item 13. Review of Accounts

Account Reviews

Azance monitors client investment portfolios as part of an ongoing process while regular account reviews are conducted not less than quarterly by one of the firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Azance and to keep Azance informed of any changes thereto. Azance contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Account Statements and Reports

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts.

Item 14. Client Referrals and Other Compensation

Client Referrals

Azance does not compensate third parties for client referrals.

Other Economic Benefit

Azance may receive economic benefits from non-clients for providing investment advice to the firm's advisory clients. This type of relationship poses a conflict of interest, as discussed at length in Item 12.

Item 15. Custody

Azance is deemed to have custody over a client's assets when it is authorized to directly debit a client's account for payment of the firm's quarterly management fee. In accordance with applicable custody rules, the *Financial Institutions* recommended by Azance have agreed to send statements to clients, not less than quarterly, indicating all amounts paid to Azance.

Item 16. Investment Discretion

Clients may grant Azance the authority to exercise discretion on behalf of clients. Azance is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Azance is given this authority through a power-of-attorney included in the *Agreement* between Azance and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold).

Specifically, Azance may take discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

Item 17. Voting Client Securities

Azance does not accept the authority to vote clients' securities (i.e., proxies) on their behalves.

Item 18. Financial Information

Azance is not required to disclose any financial information pursuant to this Item due to the following:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.

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