

PT ASSET MANAGEMENT, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of PT Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (303) 726-2279 or by email at: randy.palomba@ptassetmanagement.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PT Asset Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. PT Asset Management, LLC's CRD number is: 163396.

999 18th Street - Suite 1230
Denver, Colorado 80202
(303) 726-2279
randy.palomba@ptassetmanagement.com

Registration does not imply a certain level of skill or training.

Version Date: 3/29/2012

Item 2: Material Changes

There are no material changes to report.

Item 3: Table of Contents

Table of Contents

| | |
|---|----|
| Item 2: Material Changes | i |
| Item 3: Table of Contents | ii |
| Item 4: Advisory Business | 1 |
| A. Description of the Advisory Firm | 1 |
| B. Types of Advisory Services | 1 |
| Investment Supervisory Services | 1 |
| Services Limited to Specific Types of Investments | 1 |
| C. Client Tailored Services and Client Imposed Restrictions | 2 |
| D. Wrap Fee Programs | 2 |
| E. Amounts Under Management | 2 |
| Item 5: Fees and Compensation | 3 |
| A. Fee Schedule | 3 |
| Investment Supervisory Services Fees | 3 |
| B. Payment of Fees | 3 |
| Payment of Investment Supervisory Fees | 3 |
| C. Clients Are Responsible For Third Party Fees | 3 |
| D. Prepayment of Fees | 3 |
| E. Outside Compensation For the Sale of Securities to Clients | 4 |
| Item 6: Performance-Based Fees and Side-By-Side Management | 4 |
| Item 7: Types of Clients | 4 |
| Minimum Account Size | 4 |
| Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss | 4 |
| A. Methods of Analysis and Investment Strategies | 4 |
| Methods of Analysis | 4 |
| Charting analysis | 4 |
| Fundamental analysis | 4 |
| Technical analysis | 4 |
| Investment Strategies | 4 |
| B. Material Risks Involved | 5 |
| Methods of Analysis | 5 |
| Fundamental analysis | 5 |
| Technical analysis | 5 |
| Investment Strategies | 5 |
| C. Risks of Specific Securities Utilized | 5 |
| Item 9: Disciplinary Information | 6 |
| A. Criminal or Civil Actions | 6 |

| | | |
|--|--|----|
| B. | Administrative Proceedings | 6 |
| C. | Self-regulatory Organization (SRO) Proceedings | 6 |
| Item 10: Other Financial Industry Activities and Affiliations..... | | 6 |
| A. | Registration as a Broker/Dealer or Broker/Dealer Representative | 6 |
| B. | Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor | 6 |
| C. | Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests | 6 |
| D. | Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections | 6 |
| Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading | | 7 |
| A. | Code of Ethics | 7 |
| B. | Recommendations Involving Material Financial Interests | 7 |
| C. | Investing Personal Money in the Same Securities as Clients | 7 |
| D. | Trading Securities At/Around the Same Time as Clients' Securities | 7 |
| Item 12: Brokerage Practices..... | | 8 |
| A. | Factors Used to Select Custodians and/or Broker/Dealers | 8 |
| 1. | Research and Other Soft-Dollar Benefits | 8 |
| 2. | Brokerage for Client Referrals..... | 8 |
| 3. | Clients Directing Which Broker/Dealer/Custodian to Use..... | 8 |
| B. | Aggregating (Block) Trading for Multiple Client Accounts | 8 |
| Item 13: Reviews of Accounts | | 9 |
| A. | Frequency and Nature of Periodic Reviews and Who Makes Those Reviews..... | 9 |
| B. | Factors That Will Trigger a Non-Periodic Review of Client Accounts | 9 |
| C. | Content and Frequency of Regular Reports Provided to Clients | 9 |
| Item 14: Client Referrals and Other Compensation | | 9 |
| A. | Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes) | 9 |
| B. | Compensation to Non – Advisory Personnel for Client Referrals | 9 |
| Item 15: Custody | | 9 |
| Item 16: Investment Discretion | | 10 |
| Item 17: Voting Client Securities (Proxy Voting) | | 10 |
| Item 18: Financial Information..... | | 10 |
| A. | Balance Sheet | 10 |
| B. | Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients | 10 |
| C. | Bankruptcy Petitions in Previous Ten Years..... | 10 |

Item 4: Advisory Business

A. Description of the Advisory Firm

PT Asset Management, LLC is a Limited Liability Company organized in the state of Colorado.

This firm has been in business since March of 2012, and the principal owner is Public Trust Advisors, LLC, a Colorado limited liability company.

B. Types of Advisory Services

PT Asset Management, LLC (hereinafter "PTAM") offers the following services to advisory clients:

Investment Supervisory Services

PTAM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PTAM creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PTAM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PTAM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Services Limited to Specific Types of Investments

PTAM generally limits its money management to fixed income, bonds and government securities. PTAM may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

PTAM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and

risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. PTAM DOES NOT participate in any wrap fee programs.

E. Amounts Under Management

PTAM is a newly formed investment advisory firm, as such; its current assets under management are not yet reported.

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

| Total Asset Under Management | Annual Fee |
|-------------------------------------|-------------------|
| All Asset Under Management | 0.12% |

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid monthly in arrears, and clients may terminate their contracts with thirty days' written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within five business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization. In cases where client's fees are not withdrawn by the custodian, Advisor will send invoice directly to clients and payment will be made to the Advisor via check.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in arrears.

Advisory fees may also be invoiced and billed directly to the client with payments due upon receipt of the invoice. Clients may select the method in which they are billed.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by PTAM. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

PTAM collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither PTAM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

PTAM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

PTAM generally provides management supervisory services to states or municipal government entities.

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

PTAM's methods of analysis include charting analysis, fundamental analysis, and technical analysis.

Charting analysis involves the use of patterns in performance charts. PTAM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

PTAM uses short-term buying and holding strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Investment Strategies

Short term buying and holding generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

PTAM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Short term trading risks include liquidity, economic stability and inflation.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither PTAM nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither PTAM nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither PTAM nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

PTAM does not utilize nor select other advisors or third party managers. All assets are managed by PTAM management.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Business Conduct Standard, who is subject to the code, Securities Holdings and Transaction Reports, Pre-Approval for Certain Securities Transactions, Insider Trading Policy, Outside Business Activities, Gifts and Other Matters Where There is Potential for a Conflict of Interest, Confidentiality, Record Keeping for the Code of Ethics, Training and Annual Certification and Compliance with Laws and Regulations. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

PTAM does not recommend that clients buy or sell any security in which a related person to PTAM or PTAM has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

PTAM will not buy or sell securities for themselves that they also recommend to clients.

D. Trading Securities At/Around the Same Time as Clients' Securities

PTAM will not buy or sell securities for themselves at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian, Wells Fargo, was chosen based on their relatively low transaction fees and their ability to perform their required duties. The choice of Custodian will be subject to periodic review by PTAM.

1. Research and Other Soft-Dollar Benefits

PTAM does not have any Soft Dollar arrangements.

2. Brokerage for Client Referrals

PTAM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

PTAM does not allow clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

PTAM maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing PTAM the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

If there is insufficient supply or demand for a block trade, the securities that PTAM is able to purchase through such block trade will be allocated on a proportional basis across PTAM client accounts participating in such block trade.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed periodically on a regular basis (at least monthly) by Randy Scott Palomba, Co-President. Randy Scott Palomba is the chief advisor and is instructed to review clients' accounts with regards to their investment policies, risk tolerance levels and allocations. All accounts at PTAM are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

PTAM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to PTAM clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

Except for employees, PTAM does not directly or indirectly compensate any person for client referrals.

Item 15: Custody

PTAM has no custody of client's assets.

Item 16: Investment Discretion

The client may provide PTAM discretionary authority via a limited power of attorney in the Investment Advisory Contract.

Item 17: Voting Client Securities (Proxy Voting)

PTAM will not ask for, nor accept voting authority for client securities. Further, the types of securities purchased for clients' accounts are non-equity securities and thus will not need to be voted.

Item 18: Financial Information

A. Balance Sheet

PTAM does not solicit prepayment of fees.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither PTAM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

PTAM has not been the subject of a bankruptcy petition in the last ten years.