

NestWise LLC

Firm Brochure
(Form ADV Part 2A)

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This brochure provides information about the qualifications and business practices of NestWise LLC. If you have any questions about the contents of this brochure please contact us at 800-877-2200. 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.

NestWise LLC is a registered investment advisor. Registration does not imply any level of skill or training.

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

Item 2 – Material Changes

In 2010 the SEC amended Part 2 of Form ADV to change the format and content of the disclosure statement that federally-registered investment advisers are required to provide to clients. This Brochure is prepared in accordance with those amendments and represents our initial filing of June 13, 2012. In the future this summary of changes will address and provide a summary only of those changes which have occurred since last annual update of our Brochure.

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Item 4 – Advisory Business

NestWise LLC (“NestWise”) is an investment advisor registered with the Securities and Exchange Commission (SEC). NestWise is a newly formed subsidiary of LPL Financial Holdings Inc. (“LPL Financial”). NestWise is 100% owned by LPL Financial, a publicly traded company. NestWise’s advisory services are made available to clients primarily through individuals associated with NestWise as investment advisor representatives (“IARs”). For more information about the IAR providing advisory services, client should refer to the Brochure Supplement for the IAR. The Brochure Supplement is a separate document that is provided by the IAR along with this Brochure before or at the time client engages the IAR. If client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or NestWise at LPLFinancial.ADV@lpl.com.

NestWise provides information in separate disclosure brochures for its services offered through Wise Managed Investment Portfolios (“WMIP”).

Financial Planning Services

As part of NestWise’s financial planning services, NestWise, through its IARs provides ongoing financial advisory services based on the individual goals, time horizon, risk tolerance and limitations of each client.

Financial Planning services include the following:

- Evaluate client’s individual goals, time horizon, risk tolerance, and limitations. Financial planning does not include advanced estate planning, debt counseling, in-depth budgeting, or in depth insurance analysis
- Develop a written personal financial plan in accordance with the client’s individual goals as initially stated and as communicated hereafter to NestWise from time to time
- Provide ongoing financial advice on life events
- Appraise and review client’s financial situation at least annually. NestWise customizes each financial plan and analysis for the particular client, based on the client’s stated goals and financial situation. The NestWise IAR will make investment recommendations.

Investment Management

The IAR develop an investment recommendation based on the client’s time horizon, risk profile, goals and other factors important to a client. The investment recommendation will be for one of many managed portfolios of Mutual Funds and/or Exchange Traded Products. Model Portfolios will be available from several investment strategists (“Outside Strategists”) including the NestWise Research Team and to reflect a variety of investment objectives.

Engagement Program

NestWise will also provide education and support services to support clients in their efforts to move toward their financial goals, especially those related to spending, saving, general investment education, and giving back to the community. This support will be offered through online content, live or online classes and access to a team who will help clients navigate to the NestWise support that is most appropriate for them. In addition, individual topic specific coaching may be available.

The financial plans are customized for each client based on their own financial situation and goals. IARs will rely on the data that clients provide via secure technology to develop the financial plans.

While investment recommendations will be based on Model portfolios, they are customized to reflect specific client needs. The IAR and client will select the rebalancing timeframe, quarterly, semi-annually or annually, that is right for them. They will also set the rebalancing amount, subject to an overriding program minimum. Tax management services will take gain/loss impact into consideration when rebalancing investment portfolios.

Item 5 – Fees and Compensation

NestWise offers several services that are priced separately:

Engagement Program & Ongoing Financial Advice – an IAR may charge up to \$250 for an initial consultation and \$40-\$60 per month for ongoing financial advice (“advice fee”), not exceeding \$1000 per annum. This fee is for advice specific to a client’s personal situation. It may also include access to all or part of the engagement program as described above. This fee will be charged to a client specified credit card.

Investment Management Fee

A fee based on assets under management will be charged. A fee of 1.5% of Assets under management will be charged for NestWise Investment Portfolios managed by NestWise. NestWise will also offer portfolios based on strategies from other Investment Advisory Firms and through NestWise Research. These fees will be deducted directly from the client account.

The investments purchased in NestWise Investment Portfolios, Mutual Funds and Exchange Traded Products, can often be purchased directly by clients without utilizing the services of an advisor. These investments charge their own management fees and expenses. These fees and expenses are detailed in each respective mutual fund and exchange traded product prospectus and are in addition to any fees charged by NestWise.

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

This Item is not applicable. NestWise and its IARs do not accept performance-based fees.

Item 7 – Types of Clients

NestWise's advisory services are available for individuals, individual retirement accounts ("IRAs"), banks and thrift institutions, pension and profit sharing plans, including plans subject to Employee Retirement Income Security Act of 1974 ("ERISA"), trusts, estates, charitable organizations, state and municipal government entities, corporations and other business entities.

NestWise does not require a minimum asset amount for financial planning or engagement services. For customized advisory services, any required minimum account value will be set out in the client agreement.

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

Based on a client's investment objectives, the client will authorize NestWise and IAR to purchase and sell mutual funds and exchange-traded products "ETPs". The investment objective, which is based on a time horizon, risk tolerance and other factors, is an overall objective for the entire account and may be inconsistent with a particular holding and the Account's performance at any time. Client understands that achievement of the stated investment objective is a long-term goal for the Account.

The IAR will select an appropriate model portfolio, based on a client's investment objective and preferences. The model portfolio may be one designed by NestWise Research or a third party investment strategist. NestWise Research or the Outside Strategist is responsible for selecting the securities within a model portfolio, setting the weighting of each holding, and for making changes to the securities selected. NestWise has contracted with LPL Financial to execute initial investment and rebalancing based on their direction.

NestWise Research and Outside Strategists select investments for model portfolios that in combination are designed to offer investment risk and performance opportunity appropriate for a clients' investment objective.

Item 9 – Disciplinary Information

This Item is not applicable. NestWise has not been subject to disciplinary information.

Item 10 – Other Financial Industry Activities and Affiliations

If required for their positions with LPL Financial, NestWise's principal executive officers are securities licensed as registered representatives of LPL Financial.

NestWise and LPL Financial are related persons. As a broker-dealer, LPL Financial transacts business in various types of securities, including mutual funds, stocks, bonds, commodities, options, private and public partnerships, variable annuities, real estate investment trusts and other investment products. LPL Financial is registered to operate in all 50 states and has an independent-contractor sales force of registered representatives and IARs dispersed throughout the United States. If required for their positions with a registered broker-dealer, LPL Financial's principal executive officers are securities licensed as registered representatives of LPL. LPL Financial is also registered as a transfer agent with the SEC and as a futures commission merchant with the Commodity Futures Trading Commission. In addition, LPL Financial is qualified to sell insurance products in all 50 states.

Certain executive officers and other employees of NestWise are also executive officers, employees, registered representatives, insurance agents and investment advisor representatives of LPL. These individuals may spend as much as 75% of their time focusing on the activities of LPL.

NestWise and The Private Trust Company ("PTC"), a federally chartered non-depository bank licensed to provide trust services in all 50 states, are related persons. PTC serves as IRA custodian for program accounts set up as IRAs and receives an annual maintenance fee for this service. PTC also provides personal trustee services to clients for a variety of administrative fiduciary services, which services may relate to a program account. PTC's IRA custodian and trustee services and related fees are established under a separate engagement between the client and PTC.

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

NestWise has adopted a code of ethics that includes guidelines regarding personal securities transactions of its employees and IARs. The code of ethics permits NestWise employees and IARs to invest for their own personal accounts in the same securities that NestWise and IARs purchase for clients in program accounts. This presents a conflict of interest because trading by an employee or IAR in a personal securities account in the same security on or about the same time as trading by a client can disadvantage the client. NestWise addresses this conflict of interest by requiring in its code of ethics that NestWise employees and IARs report certain personal securities transactions and holdings to NestWise. NestWise has procedures to review personal trading accounts for front-running. In addition, employees in NestWise's Research Department are required to obtain pre-clearance prior to purchasing certain securities

for a personal account. Employees and IARs are also required to obtain pre-approval for investments in private placements and initial public offerings. A copy of the code of ethics is available to clients or prospective clients upon request.

Participation or Interest in Client Transactions

NestWise's parent company, LPL Financial Holdings Inc., is a publicly traded company. NestWise does not permit its IARs to recommend or solicit orders of LPL Financial Holdings Inc. stock.

As part of financial planning services, an IAR may provide recommendations as to investment services. To the extent that IAR recommends that client invest in services that will result in compensation being paid to NestWise and the IAR, this presents a conflict of interest. The client is under no obligation to purchase services through NestWise and the IAR.

If the client decides to implement the financial plan or consulting advice through a NestWise advisory program or service, the IAR will provide client at the time of engagement with a Brochure, client agreement and other account paperwork that contain specific information about fees and compensation that the IAR and NestWise will receive in connection with that program. The Brochures are also available at www.adviserinfo.sec.gov.

It is important to note that clients are under no obligation to implement a financial plan through NestWise. Clients should understand that the investment services that an IAR may recommend as part of financial planning are available to be purchased through broker-dealers, investment advisors or other investment firms not affiliated with NestWise.

Client should understand that NestWise and IAR may perform advisory services for various other clients, and that NestWise and IAR may give advice or take actions for those other clients that differ from the advice given to the client. The timing or nature of any action taken for the account may also be different.

Item 12 – Brokerage Practices

NestWise does not receive research or other products or services other than execution from a broker-dealer or third party in connection with client securities transactions ("soft dollar benefits"). NestWise does not consider, in selecting or recommending broker-dealers, whether NestWise or a related person of NestWise receives client referrals from a broker-dealer or third party.

Item 13 – Review of Accounts

IARs will appraise and review Client's financial situation at least annually. NestWise customizes each financial plan and analysis for the particular client based on the client's

stated goals and financial situation. During these meetings, IARS will review clients' goals, financial plan, investment plan, and investment performance, as applicable.

IARs will also conduct quarterly meetings should clients so desire. The focus of the quarterly meeting is to review the action steps established in either the initial financial plan or annual review. The IAR will provide support to the client directly and/or refer the client to appropriate elements of the engagement program.

Item 14 – Client Referrals and Other Compensation

For a customized advisory engagement, the IAR recommending such service receives compensation from NestWise. This compensation includes a portion of the advisory fee and also may include other compensation, such as bonuses, awards or other things of value offered by NestWise to the IAR. In particular, NestWise pays its IARs bonuses in different ways, for example, payments based on production. NestWise pays IARs this compensation based on the IAR's overall business production and/or on the amount of assets serviced in NestWise advisory relationships. The amount of this compensation may be more or less than what the IAR would receive if the client participated in other NestWise programs, programs of other investment advisors or paid separately for investment advice, brokerage and other client services. Therefore, the IAR may have a financial incentive to recommend the customized advisory service over other programs and services.

Item 15 – Custody

LPL Financial is the qualified custodian for WMIP accounts and maintains custody of client funds and securities in a separate account for each client under the client's name. LPL sends account statements showing all transactions, positions, and all deposits and withdrawals of principal and income. LPL sends account statements monthly when the account has had activity or quarterly if there has been no activity. Clients should carefully review those account statements. LPL Financial is located at 75 State Street Street, 24th Floor, Boston, MA 02109-1827 and 9785 Towne Centre Drive, San Diego, CA 92121.

Item 16 – Investment Discretion

With respect to financial planning and engagement services, NestWise and the IAR do not have any discretionary investment authority. For WMIP, NestWise and IAR may

provide management services on a discretionary basis as stated in the client agreement.

Item 17 – Voting Client Securities

NestWise does not accept authority to vote client securities in connection with any of the services described in this Brochure.

Item 18 – Financial Information

Investment advisors are required in this Item to provide certain information or disclosures about its financial condition. NestWise has no financial commitment that impairs its ability to meet contractual or fiduciary commitments to clients.