

ADV PART 2A AND APPENDIX 1

ITEM 1 – COVER PAGE

Cetera Investment Management LLC

200 North Sepulveda Boulevard
Suite 1200
El Segundo, California 90245
866.489.3100

November 15, 2012

This Brochure provides important information about Cetera Investment Management LLC (Firm, us, our, or we). You should use this Brochure to understand the relationship between you, the Firm, and your investment adviser representative (Advisor). If you have any questions about the contents of this Brochure, please contact Bryan Jacobsen, Chief Compliance Officer for Cetera Investment Management, at the address listed above or by calling 310.257.7546.

The Firm is registered with the Securities and Exchange Commission (SEC) as a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The information in this Brochure has not been approved nor verified by the SEC or by any state securities authority.

Additional information about the Firm is also available on the SEC's website at www.adviserinfo.sec.gov (select "investment adviser firm" and type in our name).

ITEM 2 – MATERIAL CHANGES

On November 15, 2011, we established and registered Cetera Investment Management LLC. The purpose of Cetera Investment Management is to provide portfolio advice to related broker-dealers and registered investment advisers. We may, at any time, update this Brochure.

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ITEM 4 – ADVISORY BUSINESS

Cetera Investment Management LLC was established and registered on November 15, 20012 to provide portfolio advice to the firm's related broker-dealers and registered investment advisers. As of 9/30/2012, we provided portfolio advice for approximately \$2.6 billion in assets.

Cetera Investment Management provides advice that is non-discretionary in nature. Cetera Investment Management provides the following services:

- asset allocation services
- model portfolios
- access to its list of highest conviction mutual funds

We are wholly owned by Cetera Financial Group, Inc. Please refer to Item 10 of this Brochure for more information on our corporate structure.

Firm-Advised Programs

Portfolio Advisory Services and Managed Wealth ADVANTAGE

We advise two asset management programs: Portfolio Advisory Services and Managed Wealth ADVANTAGE, which are two managed money programs sponsored and managed by an affiliate registered investment adviser. We provide asset allocation and portfolio advice as members of an Investment Committee that oversees these programs. We also provide oversight of the research support provided by third-party administrative service providers.

Portfolio Advisory Services offers passively-managed asset allocations based on clients' assessed risk tolerance using primarily institutional mutual funds from Dimensional Fund Advisors (DFA).

Managed Wealth ADVANTAGE (MWA) is a non-discretionary wrap fee program that offers investments in no-load and/or load-waived mutual funds and exchange-traded funds (collectively, "Funds"). Funds from several investment companies are available. MWA clients tailor portfolios to their specific needs and are able to implement various investment strategies.

Strategic and Tactical Model Portfolios

We also provide strategic and tactical model portfolios across the five traditional risk tolerance profiles – Conservative Income, Balanced, Moderate Growth, Growth, and Aggressive Growth. Each portfolio has a broad equity/fixed income asset allocation based on risk tolerance level.

The Strategic and Tactical Model Portfolios are based on certain key principles. First, we believe that diversified portfolios provide a prudent approach to achieving long-term investment goals. Second, we believe that many different investment strategies can be valuable if implemented in a consistent, disciplined manner. Finally, we believe that top quartile performance over a complete market cycle is achievable by outperforming blended benchmarks by 2% per annum, although there is no guarantee we will achieve our objective.

ITEM 5 – FEES AND COMPENSATION

Cetera Investment Management's fees depend on the nature of the services it provides. Generally, Cetera Investment Management is paid on a negotiated percentage of assets managed or administered by its client firms.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not participate in any programs that charge performance-based fees.

ITEM 7 – TYPES OF CLIENTS

The Firm offers its investment consulting services to related broker-dealers and registered investment advisers.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Firm may use various methods of analysis and investment strategies to formulate our investment advice. We describe these methods and strategies in this Item. Investing involves the potential risk of loss that investors should be prepared to bear.

To construct our Strategic and Tactical Model Portfolios, we engage in a multi-step process. First, we establish strategic asset allocation weights for each investment objective/profile using methods such as mean variance optimization and mean reversion methodology. Next, we modify our strategic asset allocations to arrive at tactical asset allocation weights. We do this by considering near-term market perspectives and valuation, fundamentals, and momentum inputs and allocating to alternative strategies. Third, we choose mutual funds and construct final portfolios. Lastly, we monitor portfolios and underlying mutual funds.

Mutual Fund Selection and Monitoring

In selecting investment options for the Portfolios, we seek to develop and maintain a broad universe of investment vehicles to provide flexibility and choice in asset allocation and portfolio construction. All investment vehicles in the Portfolios will be subject to the same guideline criteria. Investment options may not meet all criteria at all times.

We use the same process to evaluate and retain mutual fund selections. First, we engage in initial screening and a quantitative analysis. Next, we complete a qualitative analysis. Third, we consider timing factors. Lastly, we review selections with our Investment Committee.

Ongoing Monitoring and Replacement

The underlying mutual funds and overall portfolio is reviewed daily, quarterly and annually. A mutual fund may be removed from the portfolio if it no longer meets the basic criteria for inclusion.

ITEM 9 – DISCIPLINARY INFORMATION

The firm has no disciplinary events to disclose.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Cetera Investment Management is part of Cetera Financial Group, Inc. Cetera Financial Group, Inc. has a network of independent broker-dealers, investment advisers registered with the SEC, and general insurance agencies.

Cetera Investment Management is wholly owned by Cetera Financial Group, Inc., which is wholly owned by Cetera Financial Holdings, Inc. Cetera Financial Holdings, Inc. is principally owned by Lightyear Fund II, L.P., a private equity investment fund advised by Lightyear Capital LLC.

Lightyear Capital is a New York-based private equity firm, formed in 2000, that specializes in investing in financial service companies. For a more detailed description of Lightyear Capital, please visit www.lycap.com.

ITEM 11 – CODE OF ETHICS

We are committed to providing brokerage services and/or investment advice with the utmost professionalism and integrity.

To help us avoid potential conflicts we have developed a Code of Ethics designed to protect our professional reputation and comply with federal or other applicable securities laws. Our Code of Ethics may be summarized as follows:

Personal Investing by Firm Employees

Our employees may purchase or sell the same security that they recommend to a client. This type of trading activity creates a conflict because an employee's transaction may receive a better price than your transaction. To help mitigate this potential conflict, we routinely review our employees' personal trading activity. Our Code of Ethics also places restrictions on personal trading activities. This prohibition includes a prohibition on trading based on non-public information.

Also, employees may not purchase securities in an initial public offering or participate in a private placement without our written approval.

Personal Holdings and Transaction Reporting

Employees submit quarterly reports of the security transactions purchased and/or sold in their personal accounts during the prior quarter. On an annual basis, employees submit a report to us with all the securities that they currently own. Certain investments are not required to be reported to us by the employees, such as mutual funds holdings and securities issued by the Government of the United States. A list of securities and investments that are not required to be reported is located within our complete Code of Ethics.

You may request our Code of Ethics at any time by contacting our Firm.

ITEM 12 – BROKERAGE PRACTICES

We do not enter any trades on behalf of our clients. Any portfolio advice provided is given to our clients or any overlay manager contracted with our clients.

ITEM 13 – REVIEW OF ACCOUNTS

Our recommended portfolios and underlying mutual funds and overall portfolio are reviewed daily, quarterly and annually. A mutual fund may be removed from the portfolio if it no longer meets the basic criteria for inclusion.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

We do not have any solicitors. We do not receive any other compensation.

ITEM 15 – CUSTODY

We do not have physical or constructive custody for any client funds.

ITEM 16 – INVESTMENT DISCRETION

The Firm does not have investment discretion over any client accounts.

ITEM 17 – VOTING CLIENT SECURITIES (I.E., PROXY VOTING)

The Firm does not vote proxies on behalf of any client.

ITEM 18 – FINANCIAL INFORMATION

We do not take prepayment of more than \$1,200 in fees, six months or more in advance or have a financial condition that could impair our ability to meet our contractual obligations. Therefore, we are not required to provide our audited balance sheets.