Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

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This brochure provides information about the qualifications and business practices of Compass Investments LLC. If you have any questions about the contents of this brochure, please contact us at: 315-202-4035 or toll-free: 888-848-5054 or e-mail: JReed@compassinvestmentsllc.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 Compass Investments LLC is also available on the SEC's website at: www.adviserinfo.sec.gov.

Item 2 Material Changes

The following is a summary of all material changes for Compass Investments LLC since the filing of the 2012 annual amendment, that was filed with the Securities Exchange System on April 9, 2012:

- Robert (Bud) Heng, Registered Adviser, voluntarily left the firm in October 2012.

- Compass Investments LLC moved the firm to Waterville, NY in July 2012. This move was to satisfy Securities Exchange Commission requirements in order to remain under SEC registration.

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Item 4 Advisory Business

A. Compass Investments LLC was established on August 31, 2006 and serves an extremely diverse client base. Each of the firm's investment advisors has a unique set of clients, ranging from military personnel to artists, and from farmers to high-tech professionals. While each advisor employs his or her own individual approach to investment management, all are united under Compass Investment's mission to provide the highest quality service, tailored to the goals and needs of the client, while upholding the strictest standards of ethics and best practices. Julia C. Reed is the principal owner of Compass Investments. There are no intermediate subsidiary relationships.

B. Compass Investments LLC is first and foremost a money management firm. Each of its advisors uses a variety of methods (explained in Item 8) without specializing in any one type of service. Secondarily, Compass advisors offer varying degrees of financial planning to its clients. Issues typically addressed include tax implications of different investment options; how much to save for retirement or for college; reasonable withdrawal rates from an investment portfolio for those in or near retirement; whether to take out an equity loan or withdraw funds from an investment account for a needed purchase; and other topics raised by clients.

C. The investment management that Compass Investments LLC provides for its clients takes into consideration each client's individual situation. In order to best serve the client, Compass advisors assess a variety of factors to determine an investment plan: risk tolerance, the needs of each client and/or the client's investment goals, how many years before the client is likely to need their investment funds, how involved the client wants to be in the investment process, the likelihood of clients reaching their goals through a combination of investment returns and savings.

D. Compass Investments LLC does not participate in a wrap fee program.

E. As of March 31, 2013 Compass Investments LLC managed $55,442,283.00 of current clients assets. All assets under management are managed under a discretionary basis.

Item 5 Fees and Compensation

A. Compass Investments LLC is in the late stages of converting all of its clients to a uniform company-wide fee structure that is not negotiable, except for family members of Registered Advisors. Fees are deducted quarterly in arrears based on a calculated percentage of discretionary assets under management as follows:

Management Fee schedule:

Value of Assets under Management	Advisory Fees
First $50,000	1.25% annualized
Next $200,000	1.00% annualized
Next $250,000	.70% annualized
Next $500,000	.50% annualized
Assets above $1,000,000	.30% annualized

One client requested in writing to not have a reduced fee based on assets under management and rather have a specific .75% annualized fee. Although the client was eligible for a lower fee we have honored his request.

B. Management fees are deducted from the clients accounts. Clients may request that they be invoiced for fees. The client can select either account fee deduction or invoice.

C. In addition to the advisory fees that each client pays, there are additional fees or expenses that clients may be subject to. The fees that a client can see on their statements are: brokerage charges for buying and selling individual stocks, bonds and electronically traded funds (ETF's); transaction charges for the purchase or sale of certain mutual funds; and (rarely) an annual fee for holding an alternative asset in their account. Fees that a client does not see on their statement are primarily the expense fees that mutual funds charge in order to do their work: management fees, administrative fees, 12(b)(1) fees, trading fees, etc. Compass Investments does not receive any compensation from these mutual fund fees. Charles Schwab & CO receives 12(b)(1) fees from many mutual funds, and in exchange Charles Schwab & CO makes those funds available to investors on a “no-transaction fee” basis. There are currently no custodial fees charged by Charles Schwab & CO for maintaining retirement accounts.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the Fees and Compensation section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of *Clients*

We offer investment advisory services to individuals, trusts, estates, charitable organizations, self-employed persons and other business entities.

We may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum as well as to meet a lower fee threshold.

The minimum amount required to open an account is $50,000. If an account drops below $50,000 due to client withdrawals, Compass Investments may, at its discretion, after discussing with the client the likelihood and timing of future deposits into the account, discontinue the advisory relationship.

There are currently some remaining households with less than $50,000.00 of current assets. With the recent raising of the minimum account size to $50,000.00 Compass Investments LLC does not believe it is fair to disengage long term clients because of their current financial situation.

There may be an exception to the initial minimum account size requirement based on extenuating circumstances, such as: a valued client referral, expected larger deposit of money into an account in a reasonable time frame, and potential for greater assets based on financial circumstances. An example would be that a person is anticipating leaving their current job and wants to rollover their 401K to Charles Schwab & CO for Compass Investments LLC to manage.

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

The Firm employs a wide range of methods to evaluate investments and manage portfolios, including fundamental analysis, some aspects of technical analysis and study of price trends, and analysis of economic, market, industry, firm, and product cycles and trends. The Firm's investment philosophy is eclectic and opportunistic, with an emphasis on seeking a margin of safety in price.

Typical sources of information include company SEC filings, press releases, company websites, company earnings calls, financial news and quotation services, financial data providers, financial newspapers and magazines, corporate rating services, analyst research reports, financial weblogs, internet discussion boards, and financial websites.

Some Advisers do subscribe to various investment advisory newsletters and based on the information published in those newsletters may make specific recommendations. Some examples of current newsletters that are subscribed to are: Stansberry Research, The Street Authority, Agora Financial, Active Trading Partners, The Motley Fool Hidden Gems, The Motley Fool Income Newsletters, The White Cap Report and The Money Map Report.

The Firm continually adapts its investment strategies to market conditions and individual client needs. Years of experience have shown that no one approach works at all times for all clients.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Item 9 Disciplinary Information

Julia C. Reed, Principal, Compass Investments LLC, has been registered since 2006 and has been providing investment advisory services since then. Neither she nor any of the associated persons of the firm have any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

We have not provided information on other financial industry activities and affiliations because we do not have any relationship or arrangement that is material to our advisory business or to our clients with any of the types of entities listed below.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm. Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Julia Reed at (315) 202-4035.

Participation or Interest in Client Transactions

From time to time, Compass or persons associated with Compass may buy or sell securities that are recommended to its Clients or securities in which its Clients are invested. Please note that Client accounts will have priority when it comes to the purchase and/or sale of securities over trades conducted in the accounts of associated persons of Compass. Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Please refer to the "Brokerage Practices" section in this Brochure for information on our block trading practices. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

The brokerage firm of Charles Schwab & CO., INC is recommended to clients. The client signs a Limited Power of Attorney allowing Compass Investments discretion to manage the account.

In choosing Schwab Institutional as the required broker-dealer for client transactions, Compass Investments assessed the following factors: robustness of the trading platform, breadth of investment options available to clients, ease of use of the advisor-side technology, ease of integration with other required software platforms, the reputation of the firm, the firm's commitment to work with individual advisors, the firm's commitment to continue to improve its platform, the effectiveness of the client-side interface (Schwab Alliance), and the commission structure. Compass believes that Schwab Institutional offers the best balance of all the above factors, and that the commissions charged for stock, bond and certain mutual fund transactions are reasonable.

Not all advisors require their clients to execute transactions through a specified broker-dealer. Using a different broker-dealer could result in a more favorable execution of transactions at lower cost to clients. Compass Investments LLC receives no economic advantages from using Schwab Institutional. The choice to require Schwab as broker-dealer is based on an assessment of the totality of advantages for using their services, not solely on most favorable execution.

Block Trades

We may combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as “block trading”). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13 Review of Accounts

Julia Reed, Principal of Compass Investments LLC, Glen Rolofson, investment adviser representative, Dennis Criteser, investment adviser representative, and Pegler Swift, investment adviser representative will monitor client accounts on a continuous basis and will conduct account reviews at least annually and upon your request to ensure that the advisory services provided to you are consistent with your current investment needs and objectives.

More frequent account reviews are triggered by such factors as: a) awareness of a material change in a client's circumstances or investment objectives, b) significant changes in market conditions, c) changes in the portfolio manager's assessment of a security held in an account, and d) divergence of an account's investment performance from management's expectations.

We will provide you with quarterly performance reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information such as an inventory of account holdings and account performance, etc. These reports are generated by the Assetbook Portfolio Management System. The reports will be both written and in graph format.

In addition, you will receive trade confirmations and monthly statements from Charles Schwab & CO, your account custodian. You should compare our statements with the statements from your account custodian to reconcile the information reflected on each statement.

Item 14 *Client* Referrals and Other Compensation

The Firm does not provide any form of compensation for client referrals, this includes: prizes, sales awards, or any other economic benefit.

Item 15 *Custody*

We will either send you an invoice by mail, e-mail or posting through the Client Access Portal in Assetbook for the payment of our advisory fees, or we will deduct our fee directly from your account through Charles Schwab & CO, the qualified custodian holding your funds and securities. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities.

We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with Charles Schwab & CO.

You will receive account statements from Charles Schwab & CO on a monthly basis. The account statements from Charles Schwab & CO will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fee deducted from your account by either postal mail, e-mail, or posting through the Client Access Portal in Assetbook.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Julia C. Reed at (315) 202-4035.

Item 16 Investment Discretion

Compass Investments LLC accepts discretionary authority on the accounts of its clients. Such authority is granted by clients either on the original Schwab account application in the Authorizations section, or is granted by a client signing a Charles Schwab & CO Limited Power of Attorney form. Clients can place limits on the types of securities purchased by an advisor, and these limitations are typically spelled out in the client questionnaire.

Limitations include, but are not limited to: socially responsible investment restrictions, investments only in certain sectors, asking to be consulted before an actual purchase or sale is executed, etc.

Item 17 Voting *Client* Securities

Proxy Voting

We will not vote proxies on behalf of your advisory accounts. On rare occasions and only at your request, we will offer you advice regarding corporate actions and the exercise of your proxy voting rights. You can contact your adviser to discuss proxy materials at toll-free: 888-848-5054.

If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder. You will receive your voting materials from Charles Schwab & CO, as the custodian of your accounts.

Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than $1,200 in fees and six or more months in advance,
- or take custody of client funds or securities,
- or have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Item 19 Requirements for State-Registered Advisers