

**Part 2A of Form ADV: Firm Brochure**

Item 1 Cover Page

**January 29, 2013**

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This brochure provides information regarding the qualifications and business practices of DeGreen Capital Management, LLC. If you have any questions about the content of this brochure you may contact us at 480.609.9900 or by email at [debey@degrees.com](mailto:debey@degrees.com). The information in this brochure has not been approved or verified by the U.S. States Securities and Exchange Commission or by any state securities authority.

Additional information regarding DeGreen Capital Management, LLC is available on the SEC website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 Material Changes

As of October 31, 2011 the firm is incorporated in the State of Arizona.

As of November 1, 2012 the firm became registered with the Securities Exchange Commission. From January, 2010 until November 2012, the firm was registered with the State of Arizona.

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#### Item 4 Advisory Business

**DeGreen Capital Management (DCM)** is an independent fee-only third party manager specializing in equity and bond investing. DCM primarily invests using U.S.-traded exchange-traded funds (ETFs), and may occasionally also invest in individual U.S.-traded stocks. It has infrequently also used certain mutual funds. **DeGreen Capital Management became registered with the Securities Exchange Commission effective 11/1/2012.** After having reached the required threshold of at least \$110,000,000 of total assets under management on 9/5/2012,

DeGreen Capital Management, LLC (DCM) provides fee-only portfolio management services by selectively allocating Exchange Traded Funds (ETFs), primarily among U.S.-traded equity, and fixed-income exchange-traded funds (ETF's). It may also allocate among **common stocks** offered on major U.S. exchanges, in a manner consistent with its ongoing research and proprietary methodology.

The firm was founded September 18, 2008. It did not begin marketing its services to outside investors until January, 2010.

Keith P. DeGreen is the firm's sole owner through the **Keith P. DeGreen Sole & Separate Property trust dated 8/30/1993 restated 9/26/2006**

The minimum aggregate account requirement for new accounts is \$1,000,000 for persons investing directly with DCM, and \$500,000 for persons investing through other financial advisors. The minimum for each individual account is \$100,000.00. DCM may make exceptions to this policy on a case by case basis. Your account does not become ineligible to receive services if your account drops below the initial investment amount due to market conditions.

Upon completion of the DCM General Investment Advisory Agreement, clients sign a limited power of attorney granting DCM discretion as to what securities are purchased and sold, as well as the amount of securities purchased and sold.

DCM has an arrangement with Charles Schwab to provide custodial service for separate client accounts and execute transactions. DCM will not maintain custody of any client funds or securities. All assets of DCM will be custodied by Charles Schwab, or other approved custodians. Clients may pay commissions higher than those obtainable from other brokers in return for products and services. However, DCM only receives fees, and not commissions. All fees are discussed and agreed upon in advance, prior to either party entering into the relationship. Clients have the responsibility to review their monthly or quarterly statement(s) in order to assess the investment strategy and performance and call either their financial advisor or DCM to review their concerns and make potential changes.

All accounts managed by DCM are discretionary. As of January 29, 2013 the firm managed 356 separate accounts at Charles Schwab, totaling \$132,645,374.98 as valued by Charles Schwab & Co. Inc. We refer to these assets as DCM's Separate Accounts Program.

DeGreen Capital Management is also the Managing Partner of DeGreen Partners LP. DeGreen Partners LP is a Regulation D Investment Fund for certain accredited investors and qualified clients. JPMorgan provides custodial services for the fund. As of January 29, 2013, there were twenty (21) partnership interests for a total AUM of \$5,027,371.41 as valued by JPMorgan. This program is referred to as

DeGreen Partners.

Combined total AUM as of January 29, 2013 was \$137,672,746.39.

## Item 5 Fees and Compensation

### Separate Accounts Program

DeGreen Capital Management, LLC (DCM) provides fee-only portfolio management services by selectively allocating primarily among U.S.-traded equity, and fixed-income exchange-traded funds (ETF's), and occasionally among common stocks (and infrequently among mutual funds) offered on major U.S. exchanges, in a manner consistent with its ongoing research and proprietary methodology. Separate accounts program assets are held at Charles Schwab & Co. Inc.

DCM offers three ways to access its Separate Accounts Program: DeGreen Platinum, DeGreen Direct & DeGreen Plus:

#### DeGreen Platinum:

As of January, 2012, our **DeGreen Direct Platinum Program** was available to investors for whom we manage at least \$3,000,000. Benefits include a personal suitability interview with Keith DeGreen, reduced fees, events, frequent email communications from Keith DeGreen, and special briefings at our Scottsdale office.

#### DeGreen Direct:

As of January, 2012 our **DeGreen Direct Program** was available to investors for whom we manage between \$1,000,000 and \$3,000,000. Its benefits include reduced fees (from DeGreen Plus), a personal suitability interview with Keith DeGreen, frequent communications from Keith DeGreen, and special events.

#### DeGreen Plus:

As of January, 2012 our **DeGreen Plus Program** was available to all investors with aggregate portfolios of at least \$1,000,000, for whom we manage at least \$500,000, who access our program through an independent advisor. DeGreen Plus participants receive the same portfolio management services by DCM as other investors, receive regular communications from Keith DeGreen as other investors do, and may participate at least once each year at client conferences. DeGreen Plus investors typically have a more detailed personal suitability interview conducted at our Scottsdale office by an independent financial advisor. This usually occurs after DeGreen-Plus participants meet briefly with Keith DeGreen. Their independent advisor may also provide them with solutions to other financial planning issues. DeGreen Plus may be well suited to the needs of many investors who have additional financial, estate or tax-planning issues, or who may need additional guidance.

With respect to DCM's Separate Accounts Program at Charles Schwab, DeGreen Capital Management, LLC (DCM) charges a quarterly management fee in advance, calculated at the maximum rate noted below, based on each client's aggregate assets under management (AUM) at the end of each quarter. The management fee is payable at the beginning of each calendar quarter, and is automatically debited from each clients' account(s) at Charles Schwab. The management fee for the first quarter in which the client opens an account is based on the account value at quarter end and will be prorated if such quarter

is less than a full quarter. If a client has multiple accounts, the assets under management will be aggregated to determine a total client relationship. The total client relationship amount will be used to determine the annual fee percentage for all the related accounts. **Should a client leave before the end of the quarter the client is entitled to a refund of unused management fees. The refund will be calculated based on the date of termination by dividing the original fee amount by the number of days in the quarter. The product will then be multiplied by the days remaining in the quarter. This amount will be refunded to the client. The refund will take two (2) weeks or less to process.**

In addition to the annual fee, clients are also charged transaction fees by the Custodian and not by DCM for all transactions. DCM does not participate in any way in these transaction costs. This amount is charged by the custodian of assets, Charles Schwab, and is currently \$19.95/1000 shares; however, currently, for investors electing e-delivery of confirmations and statements, Schwab's charge for DCM clients is \$6.95 per trade. The custodian's charges are subject to change at any time. The exact amount and frequency of these extra fees will vary. ERISA accounts are not eligible for e-delivery.

DCM reserves the right under certain circumstances, to reduce its fees depending on the size and nature of an investor's accounts. Fees are deducted directly from client(s) accounts held at Charles Schwab. Should a client terminate their investment advisory contract during the quarter the client will receive a refund of unused advisory fees. DeGreen Capital Management, LLC (DCM) does not charge performance-based fees for its Separate Accounts program.

#### **DeGreen Platinum Maximum Fees**

<u>Value of Client Accounts</u>	<u>Maximum Annual Fee Percentage</u>
\$3,000,000 - \$4,999,999	1.00%
\$5,000,000+	.85%

#### **DeGreen Direct Maximum Fees**

<u>Value of Client Accounts</u>	<u>Maximum Annual Fee Percentage</u>
\$500,000 - \$999,999	1.35%
\$1,000,000 - \$2,999,999	1.10%

#### **DeGreen Plus Maximum Fees**

The fees below are consolidated, meaning that DCM will pay its advisor representatives, correspondent advisors ("co-advisors") and their representatives, and portfolio managers ("sub-managers") from the fees listed below.

#### **Consolidated Maximum Fee Schedule:**

<u>Value of Client Accounts</u>	<u>Maximum Annual Fee Percentage</u>
\$500,000 - \$999,999	1.85%
\$1,000,000 - \$2,999,999	1.60%
\$3,000,000 - \$4,999,999	1.45%
\$5,000,000 +	1.25%

Brokerage commissions charged by Schwab are in addition to DCM's maximum annual investment advisory fees, which are disclosed in the Fees and Compensation disclosure above. DCM does not participate in any brokerage commissions that are associated with its investment management program.

#### **DeGreen Partners LP (Reg D)**

DeGreen Capital Management LLC is the investment advisor for DeGreen Partners LP (DP). Only Accredited Investors may participate in DeGreen Partners. DeGreen Partners is not appropriate for all Accredited Investors. **The risks, costs, and fees associated with DeGreen Partners LP are fully disclosed in the Partnership's Private Placement Memorandum, its Operating Agreement, and its Subscription Agreement. Only these documents may describe the Partnership in detail.** Accredited Investors may request a copy of these documents by contacting DCM at its place of business:

DeGreen Capital Management LLC  
4800 N. Scottsdale Road  
Suite 1500  
Scottsdale, AZ 85251  
480.609.9900

JPMorgan provides custodial services, and BTIG acts as prime broker for DP. Qualified accounts (IRA) custodian is Millennium Trust Company LLC.

As investment advisor for the partnership, DCM assesses a 2% annual management fee. This fee is charged quarterly in advance. Net partnership earnings (after all expenses) are also subject to a performance fee, payable annually to the investment advisor (DCM), of 20%. The performance fee, the management fee, and other expenses are more fully described in the Partnership's documents listed above. Other Partnership expenses are estimated at between .5% to 1.0% annually once Partnership assets reach \$10,000,000.00. These other expenses are capped at .75% for 2012, based on the value of the Partnership on December 31, 2012

Other expenses include:

- Audit and legal expenses
- Administrative and accounting services
- Other customary direct expenses (noted on offering memorandum for qualified/accredited investors)
- The partnership pays all customary brokerage charges when the general partners conducts trades
- Note: Qualified accounts are assessed start up and annual custody fees by Millennium Trust Company LLC. Millennium will invoice limited partners directly for these fees. Currently the start up fee is \$50.00 and the annual custody fee is \$300.00. Limited partners will be billed directly for these fees. DCM does not participate in these fees.



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

DeGreen Capital Management, LLC (DCM) does not charge performance based fees for its Separate accounts program.

Participants in DeGreen Partners LP may be subject to performance based fees. Further information on these fees is contained in DeGreen Partners LP partnership documents which will only be given to accredited investors.

**Potential Conflict of Interest**

Keith DeGreen is portfolio manager for both the separate accounts program and DeGreen Partners LP. Because DeGreen Capital Management may receive performance fees from DeGreen Partners LP, conflicts may arise in the management of these programs. DeGreen Capital Management's Policies and Procedures prohibit the front-running of transactions to benefit any client or employee of the firm, including DeGreen Partners LP or Mr. DeGreen.

Item 7      Types of Clients

DeGreen Capital Management, LLC accepts the following as clients:

1.      Individuals
2.      Pension and Profit Sharing Plans
3.      Trusts, Estates and/or Charitable Organizations
4.      Corporations or business entities other than those listed above

DeGreen Capital Management, LLC (DCM) applies proprietary valuation protocols in connection with the following securities analysis methods:

1. Fundamental analysis
2. Technical analysis
3. Cyclical analysis

DCM's proprietary analysis method may best be described as a modified "growth at a reasonable price" calculation. This methodology was developed by Keith DeGreen, originally as a way to manage his own portfolio. Mr. DeGreen actively participates as an investor in DCM's Separate Accounts Program and in DeGreen Partners. He therefore invests as our clients invest. See further explanation below

Throughout each trading day, DCM converts world market data received from Bloomberg Professional Services into our calculations. Our goal is to identify the world's most promising markets and sectors at any given time. DCM typically accesses these markets, or rotates among them, using U.S.-traded exchange-traded funds.

Within DCM's Separate Accounts Program at Charles Schwab, DCM maintains essentially two portfolios: Wealth Preservation and Growth. What differs among our individual clients is the extent to which they are allocated into each. A client's allocation is based on that client's personal Investment Suitability Interview with either Keith DeGreen or, in the case of DCM's DeGreen-Plus Program, with an independent advisor.

Therefore allocations between "Growth" and "Wealth Preservation" within the Separate Accounts Program may vary among clients. Mr. DeGreen, for example, is allocated 80% toward Growth and 20% toward Wealth Preservation.

DeGreen Partners (DP) uses the same valuation protocols as used by DCM for our Separate Accounts Program. The difference is that DP may take more aggressive, leveraged positions based on those protocols. Neither program is competitive with the other.

DCM may also obtain information to be used for investment purposes through conferences, periodicals, research reports, books and online resources, and through travel, including international travel.

Although DCM only invests in U.S.-traded securities, some securities may represent investments in foreign markets. Emerging and or international markets may involve risks not commonly associated with the purchase and sale of investments in the United States. These risks include, but may not be limited to:

1. Risk of nationalization and expropriation of assets of confiscatory taxation
2. Social, economic, and political uncertainty
3. Dependence on exports and the corresponding importance of international trade and commodities prices
4. Less liquidity of securities markets
5. Potentially higher rates of inflation including hyper-inflation
6. Decisions to discontinue support for economic reform programs and imposition of centrally planned economies
7. Less stringent laws regarding the fiduciary duties of officers and directors and protection of

investors

While DCM may take what it, in its sole discretion, believes to be appropriate steps to mitigate risk, it cannot and does not warrant that it can or will reduce or eliminate all such risks. As with all investments, U.S., emerging and/or international market investing may result in loss of some, or all, of your invested principal.

Using only U.S.-traded securities, DCM may invest in:

1. Equity Securities
  - a. Exchange-listed securities
  - b. Securities traded over the counter
  - c. Foreign Issuers
2. Corporate debt securities
3. United States Government securities  
Commodities
4. Option contracts on securities (DeGreen Partners only)

While DCM primarily uses ETFs (Exchange Traded Funds) to invest in various markets and sectors, it may also use other investment vehicles such as common stock and mutual funds (and in the case of DeGreen Partners, option contracts), or may invest in individual stocks or bonds, at its discretion.

The firm uses the term “Marktors” to describe its investment philosophy. “Marktors” combines two words: Markets and sectors.

Item 9      Disciplinary Information

The firm has not been subject to any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

DeGreen Capital Management, LLC (DCM) has entered into a selling agreement with Integrated Wealth Management which is affiliated with Geneos Wealth Management. At the current time IWM pays DCM a flat monthly rate.

DeGreen Capital Management, LLC (DCM) has entered into selling agreements with the following Broker-Dealers:

1. Geneos Wealth Management
2. First Financial Equity Corporation (FFEC). As of September, 2012, FFEC has submitted no new business to DCM in more than a year. Assets managed by DCM for FFEC are de minimus.

Integrated Wealth Management, a Scottsdale, Arizona, registered investment advisor affiliated with Geneos Wealth Management, pays a flat monthly marketing fee to Keith DeGreen Productions Inc., a media production company owned by Keith DeGreen, to generate potential client leads for that firm. Neither DCM, nor Keith DeGreen Productions, nor Keith DeGreen participate in commissions and fees generated by Integrated Wealth Management.

DeGreen Capital Management is not otherwise affiliated with any other related person or entity.

One DCM client with one account pays DCM directly for management services within the Separate Accounts Program. All other clients' fees are deducted automatically from their accounts as described above.

Keith DeGreen is licensed to practice law in Arizona & Ohio. His status is "inactive" in Ohio, and "Active" in Arizona. However, he does not practice law in either state. .

Keith DeGreen has a life & disability insurance license in Arizona; however, he does not market or sell insurance.

Keith DeGreen is the general partner for DeGreen Partners LP which is a "REG D" offering, as described above, and as more specifically described in the Partnership's offering documents. DCM receives fees in its advisory capacity for this investment.

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

DeGreen Capital Management, LLC (DCM) has adopted a Code of Ethics by which its officers and staff are required to abide. Officers and staff members are required to provide DCM with a written acknowledgement regarding the Code of Ethics. The Code of Ethics covers the following areas:

1. Definition of Terms
2. Standard of Conduct & Statement of General Fiduciary Principles
3. Protecting Inside Information
4. Restrictions on Personal Investing
5. Reporting Personal Securities Transactions and Accounts
6. Monitoring Personal Securities Transactions
7. Administration of Code of Ethics and Violations
8. Acknowledgement of Code of Ethics

DCM currently attaches a complete copy of the "Code of Ethics" with this brochure.

In all cases where clients and DCM, or its related persons, may own an interest in the same security, certain rules are observed as guidelines:

1. The interest of the client will always have priority over the interest of DCM in any and all transactions wherein both parties hold a mutual interest. While DCM endeavors at all times to put the interest of the clients first as part of its fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of Applicant when making recommendations.
2. Neither related persons, nor DCM may purchase or sell securities ahead of clients. All trades for related persons are to be conducted in compliance with DCM's Code of Ethics. Whenever possible, an average price will be used whereby clients and related-person trades will be placed in the account, at an average price per share, and all parties shall receive the same average price per share.

## Item 12 Brokerage Practices

DeGreen Capital Management, LLC (DCM) uses Charles Schwab and Company Inc. for the custody of client assets within its Separate Accounts Program. Within this program, separate accounts are maintained for each client, DCM's management. Charles Schwab, as custodian, assesses transaction costs for all trades that occur within a client's separately managed account(s). DCM does not participate in, or profit from, these charges. These costs, which are also incurred within mutual funds, but which are reflected in their total returns but not separately reported, are normal and customary expenses. These transaction costs are assessed in addition to DCM's management fees, and in addition to the other advisors' asset management fees, if any.

Charles Schwab currently offers a substantial discount on most transaction fees provided that the client accepts e-delivery of trade confirmations and monthly email statements from Schwab. To qualify, the client must elect e-delivery on the account application and/or sign up for e-delivery on Schwab's website. ERISA accounts are not eligible for e-delivery.

JPMorgan provides custodial services for DeGreen Partners LP, a Regulation D offering. The partnership pays for all customary brokerage charges for all trades made. Partners participate ratably in aggregate gains and losses, net of fees and other expenses.



**Separate Accounts Program**

Within DCM's Separate Accounts Program, and as more fully disclosed in DCM's Investment Advisory Agreement, each client is responsible for advising DCM whether their allocation between "Growth" and "Wealth Preservation", as determined in their initial Investment Suitability Interview, remains appropriate for them. Therefore, the frequency of such reviews depends entirely on the client. DCM does not conduct periodic one-on-one reviews with clients.

Compliance supervisory reviews are conducted by DCM's designated compliance officer, Donald R. Ebey. Each client account is reconciled by Charles Schwab and Company Inc., on a monthly basis, prior to issuance of each client's monthly portfolio summary. Compliance supervisory reviews are generally conducted on a quarterly basis; however, the occurrence of other circumstances may necessitate more frequent reviews.

Clients have the ability to receive daily reports on-line through Charles Schwab. Additionally, they receive monthly statements from Charles Schwab, as custodian. DCM may provide clients with performance and other reports upon request.

Clients may request a meeting at the offices of DCM at any time. However, DCM does not provide formal one-on-one periodic reviews with clients.

DCM does not prepare financial plans. It is therefore the client's responsibility to notify DCM or other advisor of changes in their investment objectives or investment suitability.

**DeGreen Partners LP**

DeGreen Partners LP is reviewed based on the amount of activity within the account. DCM's Chief Compliance Officer, Donald R. Ebey, reviews the account balances and reports from the custodian daily.

Limited partners are granted access to reports regarding the performance of their sub-accounts through the Partnership's third-party administrator, Yulish and Associates.

Account statements are generated quarterly.

#### Item 14 Client Referrals and Other Compensation

Under the terms of a selling agreement between DCM and Geneos Wealth Management, a Broker-Dealer, Integrated Wealth Management (IWM), a Scottsdale registered investment advisor affiliated with Geneos, may at times place certain client assets with DCM, and DCM may refer certain clients to IWM. When IWM places client assets with DCM, DCM & IWM share in management fees charged by DCM in what DCM refers to as the “DeGreen-Plus” program. In such instances, clients will pay more for DCM’s services than they would pay if they invested directly with DCM. However, those clients receive additional guidance from IWM. A DeGreen Plus client’s annual DCM management fee may be as much as seventy-five (75) basis points (three quarters of one percent) higher than the fee they would otherwise pay by investing directly with DCM. This increase includes the portion of DCM’s fee shared with IWM.

Under no circumstances does DCM participate in commissions charged by IWM.

Keith DeGreen Productions Inc. is a media marketing company. It is solely owned by Keith DeGreen. Keith DeGreen Productions Inc. is paid a flat monthly marketing fee by IWM. The amount of this fee is negotiated annually, and is currently \$15,000.00 per month. Keith DeGreen Productions may also charge IWM additional sums for special marketing projects.

Clients referred to IWM by either Keith DeGreen Productions or DCM may not be charged higher fees or commissions by IWM than what IWM charges other clients. However, it may be in IWM’s financial interest to place client assets with DCM.

While DCM’s Solicitors Agreement with First Financial Equity Corporation (FFEC) is still active, it is only active for two existing accounts. At this time FFEC is not submitting new business to DeGreen Capital Management. DCM is only compensated by advisory fees charged to the two existing accounts. It does not refer business to FFEC.

**Separate Accounts Program**

Charles Schwab currently provides all custodial services for Client accounts within DeGreen Capital Management's (DCM's) Separate Accounts Program. DCM is named as Advisor for said accounts. However, DCM may also select other custodians in its sole and absolute discretion. At no time will DCM have, or exercise custody over, Client's account(s).

DCM may assist Client in transferring assets from existing accounts to their investment account(s) with DCM, but will not take custody of Client's funds, and shall not be responsible for any activity in the accounts from which funds are being transferred.

The selected Custodian(s) shall value the securities in Client's account(s) in accordance with commonly accepted securities industry practices.

**DeGreen Partners LP**

JPMorgan provides custodial services for DeGreen Partners LP (DP).

Millennium Trust Company LLC acts as custodian for qualified (IRA) accounts within DP

DP's prime broker is BTIG.

Clients may join or leave the partnership as per the partnership agreement. Typically, clients may join the partnership at the beginning of each month. They may leave the partnership at the end of each quarter. The general partner may make exceptions under special circumstances, as more particularly described in the Partnership's Private Placement Memorandum, its Operating Agreement, and its Subscription Agreement. The language of these documents supersedes all other descriptions of the Partnership. These documents are available to accredited investors upon request.

The selected Custodian(s) value the securities in the partnership account in accordance with commonly accepted securities industry practices.

**Separate Accounts Program**

DeGreen Capital Management, LLC (DCM) manages client accounts on a discretionary basis only. DCM's discretion shall be limited to the purchase and sale of publicly-traded investments, available on U.S. exchanges. Client grants DCM a Limited Power of Attorney (LPOA) for said purpose. This LPOA also authorizes DCM to deduct management fees from their account(s). DCM is granted complete and unlimited trading authority on the securities in which DCM invests. The termination of the Power of Attorney shall constitute the termination of the Investment Advisory Agreement. The Investment Advisory Agreement must be signed by the client and accepted by DCM before any transactions are made on behalf of a client.

**DeGreen Partners LP**

The general partner manages assets in the Partnership on a discretionary basis. The general partner's duties, obligations, and other information are described in detail in the Partnership's Private Placement Memorandum, its Operating Agreement, and its Subscription Agreement. The language of these documents supersedes all other descriptions of the Partnership. These documents are available to accredited investors upon request.

Item 17      Voting Client Securities

Except as may be requested or required for certain accounts by the Employee Retirement Income Security Act of 1974 ("ERISA"), DCM shall be under no obligation to take action with respect to proxy votes or class-action lawsuits in connection with the securities held in Client's account(s). No proxy voting will be conducted unless authorized by the client, and agreed to in writing by DCM.

Item 18 Financial Information

At the close of the 2012 calendar year, DCM shall have an audited balance sheet prepared. Otherwise, this section is not applicable to DeGreen Capital Management, LLC.

Item 19      Requirements for State-Registered Advisers

This section is not applicable to DeGreen Capital Management, LLC.