

**WealthPoint Advisors, LLC
8335 Allison Pointe Trail
Suite 135
Indianapolis, Indiana 46250**

**Phone: 317-818-1040
Fax: 317-818-1045
Web Site: www.wealthpointadv.com**

March 8, 2013

**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of WealthPoint Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 317-818-1040. 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 WealthPoint Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for WealthPoint Advisors, LLC is 151723.

WealthPoint Advisors, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

Form ADV Part 2A, Item 4

WealthPoint Advisors, LLC's registration was granted by the U.S. Securities and Exchange Commission on July 23, 2010. Brent Michael Walker (CRD Number 2480709) is President and Chief Compliance Officer of the firm. Mr. Walker is one hundred (100%) percent equity owner of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. The firm does not participate in wrap programs. As of our last reporting period, the firm managed assets on a discretionary basis in the amount of \$92,551,585, representing 233 accounts and on a nondiscretionary basis, managed \$8,721,634 representing 54 accounts.

WealthPoint Advisors, LLC (WPA), an Indiana Limited Liability Company, is a fee only investment advisor providing such professional services to our clients. We do not receive any income in connection with acting as your advisor except for the fees we charge as described below. We will work with you to determine and ascertain your goals, investment objectives, and risk profile. We will develop a customized investment portfolio that is consistent with these goals and objectives. We may work with you to develop a transition plan in order to move some or all of your assets from your existing asset allocation to the desired allocation. We may develop a customized written investment policy statement using historical financial data as well as portfolio allocation software. We may monitor the performance of the assets as well as the asset allocation strategy. We will also hold regular review meetings with you and produce quarterly performance reports for you. We provide the following Investment Advisory Services: A. Determine your goals and objectives B. Analyze your financial condition C. Recommend options to achieve your financial objectives D. Implement investment strategies E. Monitor your investment performance. The following fees are charged quarterly in advance based upon the value of your account:

Account Balance	Annual Fee
\$0 to 249,999	1.25%
250,000 to 499,999	1.15%
500,000 to 999,999	1.00%
1,000,000 to 2,999,999	0.90%
3,000,000 to 4,999,999	0.75%
5,000,000 and over	Negotiable

The annual fee is charged on the entire account balance each calendar quarter, in advance, based on the market value of your account as of the value on the last day of the previous quarter. Initial charges will be prorated for the current quarter. Generally, fees are charged against your investment accounts. You will provide WPA or a designated service vendor the authority to withdraw these fees directly from the account. We will on occasion negotiate alternate fees to the above for your account. Fees may also vary based on individual or family circumstances. Your agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned or unapplied fees will be promptly refunded to you. You shall enjoy a five business day penalty free right of rescission. All fees paid to WPA for investment advisory services are separate and distinct from the fees charged by mutual funds to their shareholders, including investment advisory fees which the mutual fund's investment adviser may charge to the fund. These fees and expenses are described in each fund's prospectus.

Fees and Compensation

Form ADV Part 2A, Item 5

See Item 4, above.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

None.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, pension plans, profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Our securities analysis is based upon a number of factors including those derived from commercially available software technology, security rating service, general market and financial information, historical data, due diligence reviews, and specific investment analysis you request from time to time.

Our advice is based upon long-term strategies that incorporate the principles of Modern Portfolio Theory. Our investment approach is based on the belief that markets are "efficient", and that investors returns are determined principally by asset allocation decisions, not market timing or stock picking.

All securities carry some degree of risk of loss.

Disciplinary Information

Form ADV Part 2A, Item 9

None.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

None.

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

Form ADV Part 2A, Item 11

WPA has adopted a Code of Ethics (the "Code") in compliance with Rule 204A-1 of the Investment Advisors Act of 1940 for its employees and associates. The Code was developed to provide general ethical guidelines and specific instructions regarding our duties to you as our advisory client. The Code was adopted to establish standards and procedures for the detection and prevention of employees and associates taking inappropriate advantage of their positions and their access to information concerning the investments or investment intentions of their clients, or their ability to influence such investment intentions, for personal gain or in a manner detrimental to the interests of their clients. As part of the Code, no person WPA employs may benefit, either directly or indirectly, from transactions placed on behalf of advisory accounts. Employees cannot buy or sell securities for the personal portfolio(s) where their decision is substantially derived, in whole or part, from their employment, unless the information is also available to the investing public on reasonable inquiry. We do not prefer our interests to your interests. The Code acknowledges the general principles that WPA and/or its employees and associates owe a fiduciary obligation to our clients, have the duty at all times to place the interests of our clients first, conduct all personal securities transactions in such a manner as to avoid any actual or potential conflict of interest or abuse of individual's position of trust and responsibility, should not take inappropriate advantage of their positions in relation to client accounts, must comply with Federal Securities Laws, and must safeguard non-public information about its and their securities, instructions, and interests.

We monitor employee personal and proprietary personal trading. This activity is reviewed quarterly to ensure compliance with internal control policies and procedures. We strive to ensure that all employees act in accordance with applicable regulations governing registered investment advisory practices as applicable to the firm. Employees not in observance of this goal are subject to sanctions, including termination of employment. A copy of our Code of Ethics is available upon request to any advisory client or prospective advisory client.

It is further noted that WPA is in and shall continue to be in total compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, WPA has adopted a firm wide policy statement outlining insider trading compliance by WPA and its associated persons and other employees. This statement has been distributed to all associated persons and other employees of WPA and has been signed and dated by each such person. A copy of such firm wide policy is left with such person and the original is maintained in a master file. Further, WPA has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of WPA, are signed, dated and filed with the insider trading compliance materials. There are provisions adopted for (1) restricting access to files, (2) providing continuing education, (3) restricting and/or monitoring trading on those securities of which WPA's employees may have non-public information, (4) requiring all of WPA's employees to conduct their trading through a specified broker or reporting all transactions promptly to WPA and (5) monitoring the securities trading of the firm and its employees and associated persons. WPA or individuals associated with WPA may buy or sell securities identical to those recommended to customers for their personal account. It is the expressed policy of WPA that no person employed by WPA may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts. WPA or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. As these situations may represent a conflict of interest, WPA has established the following restrictions in order to ensure its fiduciary responsibilities: 1) A director, officer or employee of WPA shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of WPA shall prefer his or her own interest to that of the advisory client. 2). WPA maintains a list of all securities holdings for itself, and anyone associated with this advisory practice. These holdings are reviewed on a regular basis by Brent Walker. 3) WPA requires

that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. 4) Any individual not in observance of the above may be subject to termination.

Brokerage Practices

Form ADV Part 2A, Item 12

WPA may recommend that clients establish brokerage accounts with the Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. WPA is independently owned and operated and not affiliated with Schwab. Schwab provides WPA with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's client's assets is maintained in accounts at Schwab Institutional, and the services are not otherwise contingent upon committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For WPA client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to WPA other products and services that benefit WPA but may not benefit its clients' accounts. Some of these other products and services assist WPA in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of WPA's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of WPA's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to WPA other services intended to help WPA manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to WPA by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of these fees of a third-party providing these services to WPA. While as a fiduciary, WPA endeavors to act in its clients' best interests, WPA's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to WPA of the availability of some of the foregoing products and services provided by Schwab, which may create a potential conflict of interest.

We may, if requested by you, assist you in the selection of a stock broker. We have no relationship, compensatory or otherwise, with any stock brokers other than Schwab as stated herein.

Dimensional Fund Advisors, Inc. provides WPA with software to research DFA's fund performance and benchmark index data. This software may not be offered to other investment advisory firms. Charles Schwab & Co. extends various discounts for services and products to us that may not be offered to other investment advisory firms. These discounts apply to such products and services as software, mutual fund transaction costs and seminar and conference fees.

When managing retirement plan assets, the firm uses the custodial services of Plan Administrators, Inc. of DePere, Wisconsin. Such custodial firm, like Schwab, falls under the legal definition of a "qualified custodian".

Review of Accounts

Form ADV Part 2A, Item 13

In accordance with our IA agreement, WealthPoint Advisors (WPA) advisors review your portfolio quarterly. WPA advisors monitor your statements and meet with you or confer by telephone no less than semi-annually. More frequent reviews may be triggered by market events or changes in your circumstances. Brent Walker (President) and other advisory team members meet on a periodic basis to review the performance of all accounts and the investment allocation relative to the target allocation established. Clients are contacted about performance or allocation if deemed necessary during the periodic meetings.

You will receive quarterly reports which summarize your asset management account performance.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

Not applicable.

Custody

Form ADV Part 2A, Item 15

None.

Investment Discretion

Form ADV Part 2A, Item 16

Firm is granted limited discretionary authority when you sign a "Limited Power of Attorney".

Voting Client Securities

Form ADV Part 2A, Item 17

Firm does not vote proxy statements on behalf of advisory clients.

Financial Information

Form ADV Part 2A, Item 18

No financial reporting required since the firm does not receive fees more than six months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not applicable.

Additional Information

None.

**Brent M. Walker
Michael P. Skehan
Lynn A. Thompson
Scott D. Tillett
Michael J. Tapp**

**WealthPoint Advisors, LLC
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Suite 135
Indianapolis, Indiana 46250**

Phone: 317-818-1040

March 8, 2013

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about all supervised employees of WealthPoint Advisors, LLC (WPA) that supplements the WPA brochure. You should have received a copy of that brochure. Please contact Brent M. Walker, President and Chief Compliance Officer, if you did not receive WPA's brochure or if you have any questions about the contents of this supplement.

Additional information about the above named individuals is available on the SEC's website at www.adviserinfo.sec.gov.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

Brent M. Walker - President, Chief Compliance Officer
17 years investment industry experience
Born April 6, 1972
BS in Finance - Indiana University, Bloomington - 1994
RJ Pile, LLC 1997 – 2009/RJP Investment Advisors, LLP - 1998 - 2009
WealthPoint Advisors, LLC - 2009 – date

Michael P. Skehan - Senior Consultant
14 years investment industry experience
Born August 13, 1938
BS in Accounting, Indiana University, Bloomington - 1965
RJ Pile, LLC - 1965 - 2005/RJP Investment Advisors, LLP - 1998 – 2009
WealthPoint Advisors, LLC - 2009 – date

Lynn A. Thompson - Client Service Administrator
9 years investment industry experience
Born June 3, 1957
BS in Business Management, Indiana University - 1983
RJ Pile, LLC / RJP Investment Advisors, LLP - 2002 - 2007
KSM Capital Advisors, LLC - 2007 - 2009
WealthPoint Advisors, LLC - 2010 – date

Scott D. Tillett – Support Advisor
2 years investment industry experience
Born March 12, 1986
BA in Business Management and Leadership, Southern Virginia University – 2010
Huntington Asset Services 2010-2012
WealthPoint Advisors, LLC – 2012 – date

Michael J. Tapp – Business Development Manager
1 year investment industry experience
Born July 3, 1949
BS in Accounting, Indiana University – 1985
The Skillman Corporation, 1991-2012
WealthPoint Advisors, LLC – 2012 – date

Disciplinary Information

Form ADV Part 2B, Item 3

None.

Other Business Activities

Form ADV Part 2B, Item 4

None.

Additional Compensation

Form ADV Part 2B, Item 5

None.

Supervision

Form ADV Part 2B, Item 6

Mr. Walker supervises all individuals in the firm.

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

Not applicable.