

FORM ADV PART 2A CLIENT BROCHURE

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Date of Brochure: December 31, 2012
Name of Brochure: Schiffenhaus

Item 2: Material Changes

This is an updating filing of Form ADV Part 2A.

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Item 4: Advisory Business

Detwiler Fenton Investment Management, LLC provides investment advisory services to its clients. Mark Schiffenhaus is your investment advisory representative and may provide these services on either a discretionary or non-discretionary basis. Mr. Schiffenhaus manages accounts for each of his clients, including you, on an individual basis. If you have given him “discretionary authority,” he has discretion with respect to the selection of investments, including stocks, bonds, bank deposits, mutual funds, options, short positions and other securities. If you have not given him discretion, he is required to contact you prior to each transaction to discuss the transaction and get your permission before it is completed.

Detwiler Fenton had approximately \$173,986,500 in client assets under management as of December 31, 2012, for 566 client accounts ranging from individual investors to high net worth clients. Mr. Schiffenhaus personally manages approximately \$17,728,900 of these client assets representing 73 client accounts as of December 31, 2012.

Item 5: Fees and Compensation

Detwiler Fenton’s fee schedule typically begins at 1.50% of the total relationship assets and adjusts downward as certain breakpoints are met, as is more fully disclosed in your investment advisory contract. Clients with multiple accounts are grouped by owner and family relationship to take advantage of said breakpoints. Mr. Schiffenhaus performs investment advisory services for other clients. Your fee may be negotiated and therefore you may pay less than the standard fee charged to other clients of Detwiler Fenton or Mr. Schiffenhaus. The investment advisory services provided to other clients of Detwiler Fenton or Mr. Schiffenhaus may differ from the services provided to you.

You pay an annual advisory fee in an amount detailed in Exhibit A of your Advisory Agreement. Unless indicated otherwise in Exhibit A, you pay the annual advisory fee quarterly in advance based upon the prior quarter’s average daily advisory asset balance.

The quarterly advisory fee will be calculated using Advent Software, Inc., a third party software vendor whose software is licensed for use by Detwiler Fenton. The fee is calculated by multiplying the average daily balance of your assets for the preceding quarter, including cash, by the annual asset management fee percentage, divided by the number of days for the calendar year, and multiplied by the number of days of the calendar quarter to arrive at the quarterly advisory fee. (For example, if your average daily balance of assets under management is \$1 million for the period January 1, 2013 to March 31, 2013, and your annual fee is 1.50%, your annualized fee would be \$15,000. If you divide \$15,000 by 365 days, your fee would be \$41.09 per day. As you are being billed in advance for the period April 1, 2013 to June 30, 2013, you would multiply your daily fee by 91 days for a quarterly fee of \$3,739.73, which would be withdrawn from your account by April 15, 2013.)

The quarterly advisory fee for any initial period where advisory assets are invested during a quarter, will be calculated based on the actual average advisory assets for the actual quarter being billed, and will be withdrawn from the advisory account approximately 15 calendar days after the completion of the initial investment period quarter. (For example, for an account with an annual fee of 1.50% opened on February 1, 2013 with an average daily balance of \$1 million for

the period February 1, 2013 to March 31, 2013, the annualized fee would be \$15,000 and your daily fee would still be \$41.09. However, your initial pro-rated quarterly fee would be your daily fee multiplied by 59 days or \$2,424.66; you would be charged \$3,739.73 in advance for the period April 1, 2013 to June 30, 2013. A total of \$6,164.39 for both quarters would be withdrawn from your account by April 15, 2013.)

In the event of a termination of this Agreement during a quarter, you will receive a refund of the unearned portion of the Quarterly Advisory Fee which was billed in advance, generally by the 15th calendar day following the end of the quarter in which services are terminated. (For example, if you were to terminate your advisory agreement on May 15, 2013, in the examples above, you would have been charged for the entire period from April 1, 2013 to June 30, 2013. You would be refunded the unused portion of your management fee for 46 days multiplied by \$41.09, or \$1,890.41.)

By entering into an Advisory Agreement with Detwiler Fenton, you have authorized us to withdraw your advisory fee from your account or accounts by the 15th calendar day following the end of the quarter. To the extent cash or other liquid assets are not available to pay your quarterly advisory fee, we will liquidate a sufficient amount of your assets to satisfy any fees that are due and payable to Detwiler Fenton.

Any amounts that a mutual fund sponsor or mutual fund pays to a Detwiler Fenton affiliated broker-dealer in respect of advisory assets held in mutual fund shares will be offset against your annual advisory fee each quarter.

Other Charges

Your annual advisory fee is separate from and does not include:

- Brokerage commissions
- Dealer spreads
- Ticket charges and other costs associated with the purchase and sale of securities
- Custodial fees
- Interest
- Taxes
- Other brokerage or custodial account expenses

These expenses are your responsibility. If our affiliated securities firm is acting as the broker-dealer with respect to your advisory assets, it may charge certain commissions and fees that are not paid to Detwiler Fenton or Mark Schiffenhaus. As a registered representative with our affiliated broker-dealer, Mr. Schiffenhaus may earn “concessions” for Initial Public Offering transactions. These are commissions that are built into the offering price and cannot be separated at the time of purchase; your advisory fee will not be adjusted to reflect the payment of the concession. As Mr. Schiffenhaus will be earning both a concession and an advisory fee for your participation in the IPO, you can prevent this payment of fees and concessions by not participating in the IPO.

In addition to an investment advisory fee, you may incur service and other transaction costs, such as but not limited to the following:

- Retirement plan administration fees;
- Deferred sales charges on mutual funds or variable annuities initially deposited in your account; and
- Mutual fund management fees and expenses.

Payment of these fees and expenses is not offset against the advisory fee paid to Detwiler Fenton. For a complete explanation of the fees and expenses paid to a mutual fund company, we encourage you to read the fund prospectus or to confer with Mr. Schiffenhaus. You may also incur other charges depending on the security that is purchased. These charges come from the clearing broker - we do not earn these charges.

Mr. Schiffenhaus may earn “concessions” for Initial Public Offering transactions. These are commissions that are built into the offering price and cannot be separated at the time of purchase. Your advisory fee will not be adjusted to reflect the payment of the concession. As Mr. Schiffenhaus will be earning both a concession and an advisory fee for your participation in the IPO, you can prevent this payment of fees and concessions by not participating in the IPO.

Item 6: Performance Fees and Side-by-Side Management

Mr. Schiffenhaus does not charge performance fees.

Item 7: Types of Clients

Mark Schiffenhaus has the following types of clients:

- High net worth and other individuals
- Trusts, estates and charitable organizations
- Corporations and other business entities

Mr. Schiffenhaus generally accepts accounts with a minimum of \$250,000 assets under management. If your portfolio falls below this amount due to withdrawal of assets by you, he may, at his sole discretion, discontinue management of your portfolio. However, on some occasions, Mr. Schiffenhaus may accept accounts with fewer assets under management.

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

Sources of Analysis

Mr. Schiffenhaus may use multiple sources of information in connection with the investment advice he provides. These may include SEC filings, earnings conference calls, analyst days, investor presentations, press reports, press releases, third-party research and other sources. Unless specified in the Advisory Agreement, expenses for these sources will not be passed on to you.

Investment Strategies

Mr. Schiffenhaus utilizes investment strategies to manage client portfolios on an individualized basis. Investment strategies are based on the investment objectives and risk tolerances of the individual client.

Risk

All types of investing involve a certain amount of risk, including the loss of all invested funds. You should be prepared for the loss of your investment including specific risks of loss associated with the following types of investment strategies:

- *Conservative: Lower risk securities such as high dividend paying stocks, high rated bonds, money market mutual funds, and U.S. Treasury Bills. Less growth is available but there is less risk of loss to your investment. Types of risk: interest rate risk for bonds should interest rates rise and market risk for stocks during periods of stock market decline.*
- *Moderate: Medium risk securities, dividend and non dividend paying stocks and high rated bonds Types of risk: similar risks as Conservative investment style with perhaps a slightly greater amount of potential stock decline and volatility during market weakness. Credit downgrade risk to bonds.*
- *Aggressive: Higher risk stocks, newly issued stocks, medium to high-yield bonds. These may include stocks with low average daily volume, low priced stocks, start-ups, and stocks with unproved earnings histories. Types of risk: loss of principal, high volatility in price, rapid decline in value during downturns in the general stock market.*
- *Option Trading: Mr. Schifffenhaus may use option trading as a method of leveraging your investments in an effort to offset losses or accentuate gains on your other investments. Option trading, in addition to having the same risks involved in owning the underlying securities themselves, has certain risks that are inherent to this activity. These include (but are not limited to):*
 - o *Option trading may lose the entire principal invested in the option in a relatively short period of time, even if the underlying security has only dropped in price a small percentage.*
 - o *Options have expiration dates that if the option is not “in-the-money” at the time of expiration, you will lose the entire amount invested in the option.*
 - o *Liquidity of your option may be impacted by the lack of a secondary market prior to the exercise date.*
 - o *Options may have automatic exercise provisions that trigger an exercise of the option, forcing you to purchase or sell the underlying security at a price that is less favorable to you than the current market price.*
 - o *Option writing may cause you to sell your security underlying the option at a lower price than you could have gotten had you simply sold your shares as the stock price was rising.*
 - o *Writing “uncovered calls” has an unlimited risk of loss should the underlying security continue to rise in price. Such risk can only be alleviated by “covering” the call (purchasing the security), most times at a price far in excess of what you would have paid without writing the call.*
 - o *Writing puts could force you to purchase a security that you don’t want at a price much higher than market price should the market for the security be falling rapidly, risking the entire cost of what you paid for the security should you not be able to quickly sell the security you were forced to purchase.*

In order to understand all of the risks of option trading and before you agree to this type of activity for your account, please request a copy of Characteristics and Risks of Standardized Options published by the Chicago Board Options Exchange from Mr. Schiffenhaus.

Please discuss with Mr. Schiffenhaus what type of return you are looking for and how much money you are willing to lose in order to get the results you hope to get.

Item 9: Disciplinary Information

Mr. Schiffenhaus has no material disciplinary information to report.

Item 10: Other Financial Industry Activities and Applications

Mr. Schiffenhaus is registered as a securities representative with Detwiler Fenton Wealth Management, Inc., an affiliated broker-dealer. He may from time to time be compensated for securities transactions including commissions and “concessions” for Initial Public Offering transactions. These are commissions that are built into the offering price and cannot be separated at the time of purchase. Your advisory fee will not be adjusted to reflect the payment of the concession. As Mr. Schiffenhaus will be earning both a concession and an advisory fee for your participation in the IPO, you can prevent this payment of fees and concessions by not participating in the IPO.

Item 11: Code of Ethics

Detwiler Fenton has adopted a Code of Ethics (“Code”) designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 (“Advisers Act”).

This Code establishes rules of conduct for all our employees and is designed to, among other things, govern personal securities trading activities in the accounts of employees, immediate family/household accounts and accounts in which an employee has a beneficial interest. The Code is based upon the principle that we and our employees owe a fiduciary duty to you to conduct our affairs, including our personal securities transactions, in such a manner as to avoid (i) serving our own personal interests ahead of you, (ii) taking inappropriate advantage of our position with our company and (iii) any actual or potential conflicts of interest or any abuse of our position of trust and responsibility.

The Code is designed to ensure that the high ethical standards long maintained by Detwiler Fenton and its affiliates continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

Pursuant to Section 206 of the Advisers Act, both Detwiler Fenton and our employees are prohibited from engaging in fraudulent, deceptive or manipulative conduct. Compliance with this section involves more than acting with honesty and good faith alone. It means that we have an affirmative duty of utmost good faith to act solely in the best interest of our clients.

We and our employees are subject to the following specific fiduciary obligations when dealing with clients:

- The duty to have a reasonable, independent basis for the investment advice provided;
- The duty to obtain best execution for your transactions where we are in a position to direct brokerage transactions for you;
- The duty to ensure that investment advice is suitable to meeting your individual objectives, needs and circumstances; and
- A duty to be loyal to you and our other clients.

In meeting its fiduciary responsibilities to you and our other clients, we expect every employee to demonstrate the highest standards of ethical conduct for continued employment. Strict compliance with the provisions of the Code shall be considered a basic condition of employment. Detwiler Fenton and our affiliates' reputation for fair and honest dealing with our clients have taken considerable time to build. We recognize that this standing could be seriously damaged as the result of even a single securities transaction being considered questionable in light of the fiduciary duty owed to you and our other clients.

You may receive a complete copy of the Code of Ethics by writing:

Compliance Department
Detwiler Fenton Investment Management LLC
100 High St, Ste. 2800
Boston MA 02110

Item 12: Brokerage Practices

Brokerage and Detwiler Fenton Advisory Arrangements

You can make arrangements with one or more broker-dealers to execute your transactions. We will not make your selection of executing broker-dealers as part of our advisory relationship. Detwiler Fenton will undertake efforts to determine that you are obtaining best execution on transactions. See "Best Execution" below.

Trade Allocation for Detwiler Fenton Brokerage Arrangements

All trades for your accounts that are executed on a discretionary basis are placed first. If you do not give us discretion, are be required to request your approval prior to the trade and would contact you after executing similar transactions for other clients on a discretionary basis, typically within the same trading day, to discuss the transaction and obtain approval.

Pricing

If you choose our affiliated broker-dealer to execute transactions, you may be charged a transaction fee of \$7.00 per transaction. Brokerage commissions and fees charged by a broker-dealer other than our affiliated broker-dealer may be higher or lower than those charged by our affiliate.

Best Execution and Affiliated Brokerage Arrangement

You may choose which broker-dealer to execute your transactions. There are benefits to having our affiliated broker-dealer execute your trades due to our access to the affiliated brokerage

platform. Although we are not responsible for the execution quality at the affiliated brokerage, we will conduct a best execution review quarterly.

Execution Through Unaffiliated Broker-Dealers

Detwiler Fenton Investment Management is affiliated with Detwiler Fenton Wealth Management, Inc. (“DFWM”), a FINRA member broker-dealer. For convenience of and speed of processing, we may recommend our affiliate process your trades if we believe you are receiving best execution on that transaction. You may choose to have your transactions executed through a broker-dealer other than DFWM. This may be disadvantageous to you relative to executing through our affiliate as we may not be able to monitor the quality of executions that are provided by third-party brokers and you may not receive best execution.

Although Mr. Schiffenhaus manages portfolios individually according to his clients’ objectives and risk tolerances, it should be understood that various portfolios may be managed in the same manner due to similarities in each client’s profile. As such, if you choose our affiliated broker-dealer to execute your transactions, you have the potential advantage of your trade being aggregated with trades of other of Mr. Schiffenhaus’ clients within the same or similar strategy. Aggregation of orders may allow a broker-dealer to obtain a more favorable price. In addition, Mr. Schiffenhaus generally will place an order with a third-party broker-dealer after it has placed advisory account orders through its affiliate and may need to adjust the amounts of securities purchased or sold due to executing transactions on an individual basis rather than as a group due to restrictions at the unaffiliated broker-dealers. These factors may affect the overall performance of your individual account although similarly managed portfolios may have different results.

Your selection of a broker-dealer other than our affiliate to execute transactions may slow processing of your transactions if, for example, the brokerage representative is not available and the order is not entered promptly.

We do not receive soft dollar benefits from our affiliated broker-dealer. We are not compensated for directing your transactions to any broker-dealer, affiliated or otherwise.

Item 13: Review of Accounts

Recommendations

Mr. Schiffenhaus’ recommendations are generally based upon his review of a security and/or an investor’s investment portfolio objectives. Neither Detwiler Fenton nor Mr. Schiffenhaus maintain a “recommended” list of securities on which it has conducted research or maintain a centralized research function that is available to other Detwiler Fenton Representatives.

Account reviews

Mr. Schiffenhaus routinely reviews his clients’ discretionary accounts. He communicates with both his discretionary and non-discretionary clients at least quarterly to discuss the accounts and any changes to their investment objectives. All clients have the ability to place restrictions on their accounts at all times..

Supervisory review

Supervision of Mark Schiffenhaus is routinely performed by **Steve Abbiuso, Managing Director**. Mr. Abbiuso is responsible for the review and approval of trades within your account and will meet with Mr. Schiffenhaus at least once a year to review the performance of your account and whether any changes are necessary to your stated investment objectives. Should you have any questions or concerns, you may contact Mr. Abbiuso directly at (617) 747-0102 or at sabbiuso@dmcos.com.

Item 14: Client referrals and other compensation

Neither Detwiler Fenton nor Mr. Schiffenhaus pays other entities for client referrals neither is compensated for referrals to other investment advisers or services he may recommend to you, including the use of any broker-dealer to execute transactions. See Item 10 for other business activities for which Mr. Schiffenhaus may receive compensation.

Item 15: Custody

If you choose DFWM as your executing broker-dealer, your funds and securities will be held by National Financial Services LLC (“NFS”), which has a clearing arrangement with our affiliated broker-dealer. If you choose to have your funds and securities held at an unaffiliated broker-dealer, you may have your transactions “cleared” through a different clearing firm.

NFS or a different clearing firm will send you account statements directly for each account that you hold through DFWM or the unaffiliated broker-dealer, respectively, at least quarterly if there is no activity in your account and typically by the 10th business day following the end of any month in which your account has activity. These statements will detail the investments and activity within the account for that time period.

We will also send you quarterly reports detailing the account valuation and performance return over several time periods relative to selective benchmarks. The daily average of the value of these assets will be the basis for your quarterly fees.

We urge you to not only review all quarterly reports that you receive directly from Detwiler Fenton but also to compare the account statements received from the clearing firm. Should you find any errors or discrepancies, please let us know immediately.

Item 16: Investment Discretion

If you have given Mr. Schiffenhaus investment discretion on your account as described in Item 4 above, he will not ask for your permission for each transaction that he does in your account. The benefits of giving him limited discretion over your investment decisions are detailed in Item 12.

Discretion is limited to only investment direction and he will not do any of the following without your written consent:

- Transfer money between any of your accounts;
- Transfer money into or out of your account;
- Vote proxies for any security that you may own; or

- Choose the broker-dealer that executes your trades.

Item 17: Voting Client Securities

Whether you are participating in either the nondiscretionary advisory program or discretionary advisory program, we will not vote proxies that are received from issuers for your benefit. Should you choose to have an account at our affiliated broker-dealer, Broadridge Investor Services will send you your proxy materials directly. You will be given instructions in the investor materials detailing how to participate. Should you choose an unaffiliated broker-dealer to hold your securities, you will need to contact that broker-dealer for information on how to vote your securities.

Item 18: Financial Information

Currently, there is no known financial condition that is reasonably likely to impair our ability to meet our contractual commitments with you. We do not have any judgments, arbitrations or other matters that we believe will materially affect our ability to provide you with the services we have agreed to provide.

Item 19: Requirements for State-Registered Advisers

We are an SEC Registered Investment Adviser and as such are not required to register with individual states.