



WHEREWITHAL

Wherewithal, LLC

1732 First Avenue, #401

New York, NY 10128

support@getwherewithal.com

www.GetWherewithal.com

Wrap Program Brochure

Form ADV 2A

January 1, 2013

This wrap fee program brochure provides information about the qualifications and business practices of Wherewithal, LLC ("Wherewithal"). If you have any questions about the contents of this brochure, please contact us at support@getwherewithal.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Wherewithal, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Wherewithal is registered with the SEC. However, this registration, while required by law, does not indicate an established level of skill or training on the part of Wherewithal or its employees.

Material Changes

This section only discusses any material changes to our Form ADV Part 2A disclosure document, which we will refer to in this document as the brochure. Since our last annual update of this brochure, we have changed our mailing address, included a wrap program and revised our fee schedule for our services. Please refer to the section on Services, Fees and Compensation contained within the brochure for more information.

Table of Contents

Material Changes	2
Services, Fees and Compensation	4
General Information.....	4
Program Description	4
Portfolio Management Services.....	4
Model Portfolios	5
Fees and Compensation	6
Account Requirements and Types of Clients	8
Types of Clients	8
Account Minimum.....	8
Portfolio Manager Selection and Evaluation	8
Performance-based Fees and Side-By-Side Management	9
Methods of Analysis.....	9
Investment Strategies	9
Risk of Loss.....	9
Voting Client Securities	10
Client Information Provided to Portfolio Managers	10
Client Contact with Portfolio Managers	10
Additional Information	10
Disciplinary Information	10
Other Financial Industry Activities and Affiliations	10
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	11
Brokerage Practices.....	11
Review of Accounts.....	13
Client Referrals and Other Compensation.....	13
Custody.....	13
Investment Discretion	14
Financial Information	14

Services, Fees and Compensation

General Information

Wherewithal, LLC (“Wherewithal”, “We”, “Us” or “Our”) is an SEC-registered investment adviser operating as a limited liability company organized under New York State law. A registered investment adviser is a person or a firm that gets paid to provide advice about investing in securities and, generally, who must register with either the SEC or the state securities agency where they have their principal place of business.

Wherewithal was founded in August 2011 by its principal owner, Samanttabhram (Sam) Das. We do not manage client assets on a non-discretionary basis.

Program Description

Wherewithal helps clients invest to reach their financial goals. To better serve our clients, Wherewithal sponsors a wrap fee program through its online investment advisory platform. The purpose of this brochure is to help you, our clients, understand the investments in your portfolio, the services we provide and the fees we charge.

What is a wrap program?

In a traditional client-adviser relationship, the financial adviser charges one fee, a management fee, for their advice and portfolio management services. Financial advisers typically hold a client’s assets at an unaffiliated brokerage firm, also known as a custodian. The client will have a fiduciary relationship with the financial adviser while maintaining an investment account with the custodian. The custodian charges separate fees for executing trades and maintaining custody of the client’s assets. While management fees are fairly predictable, execution fees for trades are a variable expense borne by the client and dependent on the trading activity in the account.

A wrap fee program bundles key investment advisory, brokerage, and account management services in one all-inclusive fee. In such programs, the custodian executes transactions based on the guidance of the financial adviser but does not charge any additional fees to the client. The client is responsible for only the wrap fee that includes the execution and maintenance of their brokerage account.

Wherewithal uses a wrap program to simplify client expenses, alleviate concerns about incurring excessive trading costs and allow clients the ability to transfer and invest funds as often as they would like.

Portfolio Management Services

Wherewithal provides its services exclusively through the Wherewithal website. The website allows clients to access their accounts, modify their portfolio selection, deposit or withdraw funds, monitor performance, and otherwise manage their portfolios. Any deposit or withdrawal request by the user initiates a purchase or a sale transaction, respectively, of the securities in the portfolio associated with the account. Fractional shares of the securities are purchased to maintain the target allocation of the

portfolio. Because trading costs are included in the Wherewithal wrap fee, clients do not incur any incremental expenses for transactions arising from additional investment or portfolio rebalancing.

The tools on Wherewithal's website use a goal-based approach to assist clients' decision making. Portfolio recommendations are generated based on several factors the client inputs into the website's interactive modules, including investment time horizon, target goals and investment amount. While Wherewithal provides these recommendations as guidance, clients retain the decision-making authority on their investment portfolio selection.

After implementing the client's selected portfolio, Wherewithal periodically monitors the performance, asset composition and security selection of the portfolios. For no additional costs, Wherewithal rebalances clients' accounts as necessary, at least once annually. Rebalancing is a strategy designed to ensure portfolios align to the target allocation selected by the client.

Wherewithal manages your account under a discretionary authority agreement. This authority allows Wherewithal to implement investment decisions on your behalf, such as the purchase or sale of an asset, without your prior authorization in order to meet stated account objectives. This arrangement allows us to manage your account day-to-day to best adhere to your goals.

Model Portfolios

Wherewithal offers nine (9) model portfolios, each representing a specific asset allocation of the same core securities. The balance of equity-related funds ("Equity Funds") and bond-related funds ("Bond Funds") is the major differentiator of the portfolios.

The model portfolios consist primarily of exchange-traded funds ("ETF" or "ETFs") tracking applicable market indices and sectors. We may also include index funds and money market funds as we deem appropriate in the model portfolios. The model portfolios are designed using a strategic asset allocation methodology to diversify investments across various asset classes including stocks, bonds and real estate. A client cannot restrict the type of securities contained in the model portfolios.

Each model portfolio consists of the same eight (8) ETFs: six (6) Equity Funds and two (2) Bond Funds. The table below details the percent allocation of the Equity Funds and Bond Funds as of January 1, 2013.

Table 1: Allocation of Equity Funds and Bond Funds

Equity Funds	Ticker	Percent Allocation
Vanguard Total Stock Market ETF	VTI	25%
iShares S&P MidCap 400 Index Fund	IJH	15%
iShares S&P SmallCap 600 Index Fund	IJR	10%
Vanguard REIT ETF	VNQ	25%
Vanguard MSCI EAFE ETF	VEA	20%
Vanguard MSCI Emerging Markets ETF	VWO	5%
Bond Funds		
iShares Barclays 1-3 Year Treasury Bond Fund	SHY	50%
iShares Barclays TIPS Bond Fund	TIP	50%

The nine model portfolios offered by Wherewithal are detailed in the table below based on the target allocation of Equity Funds and Bond Funds, respectively.

Table 2: Model Portfolios

Model Portfolios	Target Allocation of Equity Funds	Target Allocation of Bond Funds
Folio 10	10%	90%
Folio 20	20%	80%
Folio 30	30%	70%
Folio 40	40%	60%
Folio 50	50%	50%
Folio 60	60%	40%
Folio 70	70%	30%
Folio 80	80%	20%
Folio 90	90%	10%

Fees and Compensation

Fees for the Wherewithal wrap program are billed monthly, in advance, and are based on the prior month's ending account balance according to the fee table below. The wrap fee includes all advisory services, portfolio management services, trade execution, custodial costs and administrative costs. Custody services are provided by Folio Investments, Inc. ("FOLIO" or the "custodian").

Table 3: Fee Schedule

Annualized Wrap Fee	0.75%
Minimum Monthly Fee	\$20 monthly per client

This means that for clients with an end-of-month balance equal to or below \$32,000 pay \$20 per month. Clients with end-of-month balances over \$32,000 are charged based on the annual fee rate of 0.75%. For example, if your balance on May 31 equals \$34,000, you're fee charged for the month of June would equal $\$34,000 * (0.75\%/12) = \21.25 .

Billing Cycle

FOLIO will automatically debit the Wherewithal wrap fee monthly, in advance, from your accounts. Your first billing cycle will occur once your agreement is executed and your account funded.

A partial fee will be prorated for the appropriate number of days remaining in the month.

Fee Assessments

Where applicable, fees are aggregated by the total value of all accounts created under the same client membership record. Wherewithal will also aggregate fees for joint accounts, provided the accounts are created under the same Social Security number. For such accounts, the total of assets in a client's accounts will determine the monthly fee.

However, certain types of accounts require the creation of a separate client membership record, which will not be aggregated for purposes of client level billing. The types of accounts that will require creation of another client membership record include corporate, partnership, limited liability corporate, sole proprietorship, investment club, business trust, qualified retirement plan, and unincorporated organization accounts. Client level billing for these accounts will only aggregate fees for accounts created under that client membership record. Fees are not negotiable.

Fee Payment

In general, Wherewithal's fees will be automatically debited from your account or accounts. You will be required to authorize the custodian to allow us to directly debit our fee from your account or accounts. FOLIO will not confirm our fee but will send the fee directly to us based on the fee schedule communicated to FOLIO by us. You will receive periodic statements from FOLIO, which will show the amount of your fee that has been sent to us. You should confirm the accuracy of the fee calculation upon receipt of the FOLIO statement.

Wherewithal withholds the right, in its sole discretion, to offer client accounts fees that differ from the above fee table depending upon various circumstances, including but not limited to historical relationship, negotiations with clients, promotional offers, and dollar amount of assets to be managed. Our employees and their family-related accounts may be charged a reduced fee, or no fee, for our services.

Fund Fees and Expenses

The ETFs in your portfolio incur separate investment management fees and other operating expenses, described in the fund's prospectus and "Statement of Additional Information", which is usually available through the fund's website, by telephone or mail, for which you, the client, will be charged separately from the fee paid to us for our services.

Wherewithal selects ETFs in part to minimize fund fees. Fees for selected ETFs are typically less than 0.3%.

Additional Fees

The Wherewithal wrap program combines our advisory and management services with brokerage and custodial services from FOLIO. As such, FOLIO may assess additional charges for various services not

covered under the Wherewithal wrap program. These services include, but not limited to, paper statements, additional Folios, wire transfers, an annual IRA fee, account-closing fees and the like, as detailed on the website www.folioinstitutional.com.

All FOLIO fees are debited from clients' accounts and are non-refundable. FOLIO reserves the right to change the FOLIO brokerage fees and other additional charges at any time, at its sole discretion, upon notice to Wherewithal.

Termination of Services

A client agreement may be terminated at any time, by either party, for any reason upon receipt of 30 day written notice. Upon termination, any earned and unpaid fees will be due and payable. If you are a new client, you may terminate an agreement with the firm within five business days after entering into the client agreement without penalty or charge.

Comparable Services

Clients should be aware that similar or comparable services may be available from other firms at a cost higher or lower than that available through the Wherewithal wrap program. If the services offered under the wrap program were purchased separately, the client would pay varying trading costs each month depending on the size of the transactions and the transaction frequency in their account.

Account Requirements and Types of Clients

Types of Clients

Wherewithal's clients may include individual persons and their families, trusts, and corporations or similar business entities. We require customers to have a permanent U.S. address and a bank account from a U.S. bank.

Account Minimum

While there is no minimum account size to open or maintain an account, the Wherewithal wrap program does require a minimum monthly fee of \$20 per month. We recommend clients carefully weigh all expenses that may be incurred before opening an account.

Portfolio Manager Selection and Evaluation

Wherewithal conducts all due diligence on investment vehicles and performs all the necessary activities relating to portfolio management internally. No outside portfolio managers are utilized in day-to-day operations. We rely on industry standards to measure performance. No third-party is employed to review or verify performance information.

Because Wherewithal does not use outside portfolio managers, there are no conflicts of interest that need to be addressed.

Performance-based Fees and Side-By-Side Management

Wherewithal does not use a performance-based fee structure.

Methods of Analysis

Wherewithal's method of security selection and implementation is primarily focused on an index investing approach. The asset allocation of the model portfolios consists primarily of a selection of ETFs diversified across various investment styles, sectors (i.e., large-cap, small-cap, real estate and government bonds, etc.) and markets including both domestic and international.

We look across a range of asset classes and evaluate several key quantitative and qualitative factors, including:

- Annual expense ratio
- Tracking error
- Liquidity
- Issuer quality and reputation
- Index tracked

We periodically monitor and analyze the performance of the investments we utilize in our model portfolios. Our strategy generally seeks to hold investments purchased for the long term (more than one year) although funds may be sold on a more frequent basis depending upon the client's investment objectives and recommended portfolio allocation.

Investment Strategies

Wherewithal adheres to an investment strategy based on the principles of Modern Portfolio Theory. The model portfolios we offer are designed with a strategic asset allocation that aims to provide sound diversification. Strategic asset allocation seeks to create a portfolio that matches clients' risk to their long-term goals while diversification attempts to mitigate market risk across a mix of relatively uncorrelated asset to optimize returns. Stated simply, it avoids putting all your eggs in one basket.

In addition, Wherewithal focuses on selecting securities that track broad market indexes and sectors. We accomplish this in the model portfolios by using a selection of ETFs. These ETFs are typically more cost-efficient than actively managed mutual funds since it avoids the added expense of professional fund management.

Risk of Loss

Investing in securities, such as those used in the model portfolios, involves the potential risk of loss in the value of the securities both in the amount invested in the securities as well as any profits, which have not been realized by selling the securities. You should be prepared to bear the risk of such losses. The degree of risk depends upon the type of security or strategy involved. For example, unlike a mutual fund with assets that are priced once a day, the market value of ETFs can fluctuate during the day, reflecting both positive and/or negative market movement. ETFs and index funds also face the potential for tracking error. ETFs and index funds are designed to mimic the performance of a market index. Tracking error is the deviation in the ETF's or index fund's performance from the benchmark market

index. We periodically monitor the performance of the securities in the model portfolios and assess the significance of any tracking error in our security selection.

Voting Client Securities

You should understand that we will not vote proxies or render any advice on proxies solicited by or with respect to certain investments in your account except as otherwise required by, or agreed by us with, the particular account. Any required records will be maintained. We will not forward you any proxy or litigation materials we receive, electronically or otherwise, inadvertently and you should contact your custodian directly and instruct it to make arrangements for your proxy or litigation materials to be forwarded directly to you or your representative.

Also, we will not take any action or render any advice on investments in your accounts which become subject to class actions or related litigation or other matters such as mergers, acquisitions, tender offers, bankruptcy proceedings or other similar events although we may provide you limited assistance upon request on an informal basis.

Client Information Provided to Portfolio Managers

Wherewithal maintains specific client information including age, goal objective, and investment time horizon, among other information. We recommend that you review your investment objectives as well as your portfolio selection at least annually. You should also update your personal information on the website for any needed changes promptly through the Wherewithal website.

Client Contact with Portfolio Managers

Clients can contact us at any time through the Wherewithal website or via email. Any changes you would like to make to your account can be accommodated through the website, including changes to your portfolio selection, deposit and withdrawal requests, and profile updates.

Additional Information

Disciplinary Information

Wherewithal and its management have not been subject to any known legal or disciplinary events that are material to a client's or prospective client's evaluation of our services.

Other Financial Industry Activities and Affiliations

Wherewithal and its management are not registered as and do not have a pending application to be registered with a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities. We also do not have any relationship or arrangement with any third party that may create a material conflict of interest with our clients. Wherewithal does not recommend or select third party investment advisers for our clients.

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

Wherewithal has adopted a written Code of Ethics under which our business is conducted in adherence to certain levels of ethical standards consistent with our fiduciary duty to our clients. Wherewithal seeks to place the interests of its clients first at all times and to avoid activities which may conflict with the best interests of our clients. Employees of Wherewithal may buy or sell the same securities that our clients invest in or that we purchase or sell on our clients' behalf. We have addressed this potential conflict of interest by imposing trading restriction under the Code of Ethics that include restrictions on our employees' personal trading based upon investment activity occurring in, or being contemplated for, our clients' accounts.

Pre-approval must also be obtained by employees before investing in initial public offerings of securities and before investing in a private placement of securities. Our employees are required to submit quarterly reports relating to their personal transactions and an annual report of their personal securities holdings to us. Our Code of Ethics also contains policies and procedures, which are intended to prevent the misuse of material non-public information. A copy of our Code of Ethics is available to you upon request by contacting us through the contact information provided on the Cover Page of this brochure.

Brokerage Practices

Each client that participates in the Wherewithal wrap program must establish a brokerage account with FOLIO, an independent qualified custodian.

Wherewithal considers the following factors in selecting a brokerage firm for your transactions and in determining the reasonableness of the compensation or other remuneration paid to the brokerage firms:

- Quality of Support Services and Technology
- Trade Implementation Costs
- Value of Research and Related Information and Products Provided
- Market Liquidity Provided
- Confidentiality of Trading Intentions
- Investment Styles (compatibility between Wherewithal and the brokerage firm)
- Financial Stability
- Trade Error Resolution Process
- Financial Stability
- Ability to Execute Difficult Trades
- Other Factors Which May Be Identified From Time To Time

We periodically review our brokerage practices and the reasonableness of compensation or other remuneration paid to FOLIO. We monitor our efforts to seek best execution of client transactions.

Research and Other Soft Dollars Benefits: Where more than one brokerage firm satisfy our criteria, preference may be given to brokerage firms which provide us with certain brokerage and research services and products as allowed by law under Section 28(e) of the Securities Exchange Act of 1934.

Wherewithal may then use these brokerage firms to execute client transactions even though the commissions or similar costs for particular transactions may be higher than the commissions or costs incurred by using another brokerage firm which does not provide Wherewithal with these brokerage and research services or products. Payments to brokerage firms for these services through commission revenue rather than direct cash payments are referred to as “soft dollars”. To the degree applicable, we will make a good faith determination that the amount of commission is reasonable in relation to the value of the brokerage and research services or products provided by the brokerage firm(s) which we consider to be a significant benefit to our clients. We may use these brokerage and research services and products to benefit all of our clients’ accounts not just those whose transactions paid for the services.

The brokerage and research services or products, which may be received by us under the arrangement described above, can include general investment research.

Brokerage and research services or products received by us may have other uses such as client presentations, marketing or other administrative uses. If that is the case, we will make a good faith allocation as to the percentage of the service or product used for brokerage and research services and the percentage used for such other purposes. The percentage attributed to such other purposes will be paid for directly by us in “hard dollars” as a cash expense of Wherewithal. Because “hard dollar” costs are a direct expense of ours, there is a conflict of interest in our determination of the appropriate allocation between soft dollar and “hard dollar” use of the brokerage and research services or products. To the degree applicable, we will address this conflict of interest through use of our periodic review of our brokerage practices as described above.

To the degree applicable, our use of client brokerage commissions or similar costs for transactions to obtain brokerage or research services and products presents a conflict of interest to us because we do not have to internally produce the service or product or purchase it directly elsewhere. This also means that we would have a financial incentive to select or recommend brokerage firms, which provide us such brokerage and research services or products rather than based on a consideration of the lowest commission cost to our clients. Wherewithal will address these conflicts of interest, should they arise, through use of our periodic review of our brokerage practices as described above.

Directed Brokerage: As a matter of policy, Wherewithal does not accept instructions from clients to execute transactions through a particular brokerage firm.

Blocked Transactions: We may group or block orders from time to time for the same security for more than one client account in order to more effectively execute the orders. This is what is known as a “block transaction”. This process can create trading efficiencies, prompt attention to the order and improve price execution since the block transaction may be executed at various prices but averaged as to price. Therefore, clients whose transactions are part of the block transaction will receive the same average price and trading costs. Personal transactions of our employees may be included in such block transactions. On infrequent occasions where such block transactions are not fully executed, we will seek to allocate the executed portion of the block transaction on a basis we consider fair to our clients over

time. Generally, this will mean a pro rata allocation or allocation on a rotational basis although we may, in certain circumstances, allocate purchases or sales on some other basis, after consideration of factors such as taxability of the account, cash available for investment, asset mix of the account, objectives and restrictions of the account, company and industry concentrations, broker designations specified by the client, size of the execution versus the total order size, and partial positions versus full positions. Any employee transactions will be excluded from block transactions that are not fully executed.

Trade Errors: Errors in executing client transactions may occur from time to time which we will seek to correct on a timely basis so that you will not incur a loss or other costs as a result of any such errors. Any loss or costs incurred as a result of the correction of such errors will be borne by us or by your broker/custodian while any market gains, which may result from the correction of such errors, will usually be retained by your broker/custodian or by you.

Review of Accounts

Our clients' accounts are reviewed on a periodic basis by the investment management staff, including the Chief Executive Officer. Factors which may trigger more frequent reviews include change in client investment objectives or circumstances such as retirement or a large contribution or withdrawal to or from an account, significant developments or events specific to a particular security held in the account, or significant market, economic or political developments.

Clients are able to continuously view their accounts via online access. Generally speaking, written reports will not be provided directly to clients. Clients should receive periodic reports directly from the custodian concerning your account(s). Custodian reports will typically contain information relating to all transactions and other account activity.

Client Referrals and Other Compensation

We may from time to time enter into written agreements with other persons or companies who refer potential clients to us in exchange for a referral or solicitor fee which typically is a percentage of the fee we receive from the referred client for our services. This means that the persons or companies who refer potential clients to us as described will have a financial interest in your selecting us to provide you services. If you are referred to us through an arrangement like this, you will receive a written document that will disclose that we have an arrangement with the solicitor, any affiliation between the solicitor, and us and a description of the compensation the solicitor will receive from us if you establish an account with us. The fee we charge you for our services will not be increased as a result of our use of these referral arrangements.

Please refer to the section on Brokerage Practices in our brochure for information on other economic benefits we may receive for providing services to you.

Custody

You will receive account statements directly from FOLIO, your custodian, on a monthly basis. You should carefully review these statements for any discrepancies. You should also remember that the statements you receive from your custodian are your official record of your accounts and assets for tax purposes.

Investment Discretion

We will accept discretionary investment authority over your assets if you agree to such an arrangement. This is typically accomplished through execution of a limited trading authority contained in your client agreement with us or through similar authority contained in a wrap fee arrangement you may execute with the brokerage firm which established the wrap fee arrangement.

Financial Information

Wherewithal has never filed for bankruptcy nor are we subject to any financial conditions that could impair our ability to meet our obligations to you. As such, an audited balance sheet is not required for purposes of this brochure.