



NestWise LLC

Firm Brochure (Form ADV Part 2A)

444 Spear Street, Suite 210
San Francisco, CA 94105

855-444-6378

www.nestwise.com

April 17, 2013

This brochure provides information about the qualifications and business practices of NestWise LLC. If you have any questions about the contents of this brochure please contact us at 855-444-6378. 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.

NestWise LLC is a registered investment advisor. Registration does not imply any level of skill or training.

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

Item 2 – Material Changes

This brochure is dated April 17, 2013.

This brochure has been updated with the SEC since its initial brochure dated August 22, 2012 with respect to the following items:

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| Item 4 – Advisory Business | NestWise altered its process used to determine recommendations for client retirement plans within the financial plan output. If your financial plan contains specific investment allocation advice for assets in a qualified plan, please note that NestWise selects recommended investments based on the availability and selection of funds in the plan. Of the available funds, NestWise defaults to recommending passive index funds with the lowest expense ratio. If passive index funds are not available, factors including, but not limited to, diversity, performance and expense will be used to determine the recommended funds. NestWise has not researched each fund in your plan and does not make representations of such. Any recommendations made have not been made by NestWise’s Investment Team. |
| Item 5 – Fees and Compensation | On March 31, 2013 client financial advice fee pricing changes will go into effect. NestWise may charge an initial fee for the financial plan and an annual fee for ongoing financial advice (“advice fee”), not to collectively exceed \$1000 per annum. |
| Item 5 – Fees and Compensation | Certain NestWise clients with business affiliations may qualify for a different financial advice refund schedule. |
| Item 5 – Fees and Compensation | On March 31, 2013 client engagement program fee pricing changes will go into effect. NestWise may charge up to \$39.95 for the first three months of membership and up to \$9.95 per month thereafter for a client’s inclusion in the engagement program. |
| Item 7 – Types of Clients | NestWise’s advisory services are available for individuals, individual retirement accounts (“IRAs”), custodial accounts for minors, banks and thrift institutions, pension and profit sharing plans, including plans subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), trusts, estates, sole proprietorships, guardianships/conservatorships and charitable organizations. |
| Item 14 – Client Referrals and other Compensation | NestWise updated language to disclose that NestWise may pay certain associations or individuals for business leads or client contact information for potential new NestWise clients. Compensation is paid as a one time, upfront payment to the individual or association and is not contingent upon the lead information developing into a relationship with NestWise. NestWise also added information relating to the sale of life insurance products. |

Item 3 – Table of Contents

Table of Contents

| | |
|-------------------------------------------------------------------------------------------------------|---|
| Item 1 – Cover Page | 1 |
| Item 2 – Material Changes | 2 |
| Item 3 – Table of Contents..... | 3 |
| Item 4 – Advisory Business | 3 |
| Item 5 – Fees and Compensation | 5 |
| Item 6 – Performance-Based Fees and Side-By-Side Management | 5 |
| Item 7 – Types of Clients..... | 5 |
| Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss..... | 6 |
| Item 9 – Disciplinary Information | 6 |
| Item 10 – Other Financial Industry Activities and Affiliations | 6 |
| Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading | 7 |
| Item 12 – Brokerage Practices | 8 |
| Item 13 – Review of Accounts..... | 8 |
| Item 14 – Client Referrals and Other Compensation..... | 8 |
| Item 15 – Custody | 8 |
| Item 16 – Investment Discretion | 9 |
| Item 17 – Voting Client Securities..... | 9 |
| Item 18 – Financial Information..... | 9 |

Item 4 – Advisory Business

NestWise LLC (“NestWise”) is an investment advisor registered with the Securities and Exchange Commission (“SEC”). NestWise is a direct subsidiary of LPL Holdings, Inc. (“LPLH”). NestWise is 100% indirectly owned by LPL Financial Holdings Inc. (“LPLA”), a publicly traded company. LPL Financial LLC (“LPL Financial”), an affiliate of NestWise, is a broker/dealer registered with the Financial Industry Regulatory Authority (“FINRA”) and an investment advisor registered with the SEC. NestWise’s advisory services are made available to clients primarily through individuals associated with NestWise as investment advisor representatives (“IARs”). For more information about the IAR providing advisory services, clients should refer to the Brochure Supplement for the IAR. The Brochure Supplement is a separate document that is provided by the IAR along with this Brochure at or prior to the time a client

engages the IAR. If a client did not receive a Brochure Supplement for the IAR, the client should contact the IAR or NestWise at compliance@nestwise.com.

NestWise also offers asset management services through a wrap fee program, Wise Managed Investment Portfolios ("Wise Portfolios"). For more information regarding Wise Portfolios, please contact NestWise Compliance (compliance@nestwise.com) to request a copy of the Wise Portfolios Brochure or visit the SEC website at www.adviserinfo.sec.gov.

Financial Advice

As part of NestWise's financial advice services, NestWise, through its IARs, provides ongoing financial advice services based on the individual goals, time horizon, risk tolerance and limitations of each client. These services are provided through customized financial plans, ongoing financial advice, and educational services provided through an engagement program.

Financial planning and ongoing financial advice services include the following:

- The financial advice provided may include the following: (i) an evaluation of the client's individual goals, time horizon, risk tolerance, and limitations; (ii) advice on the investments of the client in accordance with the investment objectives of the client as listed in his/her financial plan and as communicated thereafter in writing to NestWise from time to time;
- Development of a written financial plan in accordance with the client's individual goals as initially stated, and as communicated thereafter to NestWise from time to time;
- Quarterly contact with the client, should the client so desire, and no less than an annual meeting to provide ongoing financial advice on life events and action steps towards goals;
- Appraisals and reviews of the client's financial situation and the investments of the client, as initially accepted by the client, together with all additions and substitutions annually during the term of the financial advice agreement;
- Written asset allocation and/or specific investment recommendations for client retirement plan assets based on the availability and selection of investment options available within the retirement plan and on the financial and other information provided by the client. Of the available funds, NestWise defaults to recommending passive index funds with the lowest expense ratio. If passive index funds are not available, factors including, but not limited to, diversity, performance and expense will be used to determine the recommended funds. NestWise recommendations seek to provide the client with a cost-effective, diversified investment allocation with an emphasis on these types of funds. Please note that NestWise has not researched each fund in your plan and does not make representations of such. Any recommendations made have not been made by NestWise's Investment Team. The client retains the sole responsibility for determining whether to implement any recommendations made by the IAR and for placing any resulting transactions. In addition, NestWise and its IARs do not provide any advice or recommendations regarding any participant loans from a client's retirement plan assets.

The services are customized for each client based on their own financial situation and goals. IARs will rely on the data that the client provides via secure technology to develop the education and support

services. The services do not include implementation of recommendations or any transactions, outside of a recommendation to participate in the Wise Portfolios.

Engagement Program

NestWise will also provide education and support services to assist a client in his/her efforts to move toward their financial goals, especially those related to spending, saving, general investment education, and giving back to the community. This support will be offered through online content, live or online classes and access to a team who will help clients navigate to the NestWise support that is most appropriate for them. In addition, individual topic-specific coaching may be available. These services are not provided by an IAR and are not considered investment advice.

Item 5 – Fees and Compensation

NestWise offers several services that are priced separately:

Financial Advice

NestWise may charge an initial fee for the financial plan and an annual fee for ongoing financial advice (“advice fee”), not to collectively exceed \$1000 per annum. The fee is for advice specific to a client’s personal situation and a financial plan. It also includes access to the engagement program as described above. Termination by the client or NestWise will result in a refund of prepaid advice fees for all whole months outstanding. Fees will not be pro-rated for partial months.

Certain NestWise clients with business affiliations may qualify for a different refund schedule from the stated terms above. Please check with your IAR if you qualify for a different refund schedule.

The fees are shared between NestWise and the IAR.

Engagement Program

As of March 31, 2013, NestWise may charge up to \$39.95 for the first three months of membership and up to \$9.95 per month thereafter for a client’s inclusion in this program for the services described above.

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

This Item is not applicable. NestWise and its IARs do not accept performance-based fees.

Item 7 – Types of Clients

NestWise’s advisory services are available for individuals, individual retirement accounts (“IRAs”), custodial accounts for minors, banks and thrift institutions, pension and profit sharing plans, including plans subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), trusts, estates, sole proprietorships, guardianships/ conservatorships, and charitable organizations.

NestWise does not require a minimum asset amount for financial planning or engagement services.

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

For analysis in portfolio construction and asset allocation, please refer to the Wise Portfolios brochure.

If the firm is engaged to provide a financial plan, the client's current financial situation, needs, goals, objectives and risk tolerances are evaluated. The firm then uses that information to develop a financial plan for the client.

Although the firm will be providing primarily financial planning and ongoing financial advice, and not individual investment recommendations** for financial advice services, it is important to remember that any investment decisions made based on the firm's financial plan, as with any investment decisions, involves the risk of loss including loss of the original principal that clients should be prepared to bear. It is also important to keep in mind that there is no specific approach to investing that guarantees success or positive returns.

(*If a client engages in the Wise Portfolios program, NestWise will be making recommendations and have discretion to place trades on the client's behalf. For additional information, please reference the Wise Portfolios brochure.)

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our advisory business or integrity of our management. We have no information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

NestWise and LPL Financial are related persons.

LPL Financial is a broker/dealer registered with FINRA and as a registered investment advisor and transfer agent with the SEC. LPL financial is also registered as a futures commission merchant with the Commodity Futures Trading Commission. In addition, LPL Financial is qualified to sell insurance products in all 50 states.

Certain executive officers and other employees of NestWise are also executive officers, employees, registered representatives, insurance agents and investment advisor representatives of LPL. These individuals may spend as much as 75% of their time focusing on the activities of LPL.

NestWise and The Private Trust Company ("PTC"), a federally chartered non-depository bank licensed to provide trust services in all 50 states, are related persons. PTC serves as an IRA custodian for program accounts set up as IRAs and receives an annual maintenance fee for this service. PTC also provides personal trustee services to clients for a variety of administrative fiduciary services. PTC's IRA custodian

and trustee services and related fees are established under a separate engagement between the client and PTC.

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

NestWise has adopted a code of ethics that includes guidelines regarding personal securities transactions of its employees and IARs. The code of ethics permits NestWise employees and IARs to invest for their own personal accounts in the same securities that NestWise and IARs purchase for clients in program accounts. This presents a conflict of interest because trading by an employee or IAR in a personal securities account in the same security on or about the same time as trading by a client can disadvantage the client. This practice is often referred to as front-running. NestWise addresses this conflict of interest by requiring in its code of ethics that NestWise employees and IARs report certain personal securities transactions and holdings to NestWise. NestWise has a procedure to review personal trading accounts for front-running. In addition, employees in NestWise's Investment team are required to obtain pre-clearance prior to purchasing certain securities for their personal account(s). Employees and IARs are also required to obtain pre-approval for investments in private placements and initial public offerings. A copy of the code of ethics is available to clients or prospective clients upon request.

NestWise's ultimate parent company, LPL Financial Holdings Inc. ("LPLA"), is a publicly traded company. NestWise does not permit its IARs to recommend or solicit orders of LPLA securities.

As part of NestWise's financial planning services, an IAR may provide recommendations as to other investment advisory services available through the IAR and NestWise. To the extent that an IAR recommends that a client invest in services that will result in compensation being paid to NestWise and the IAR, this presents a conflict of interest. The client is under no obligation to purchase services through NestWise and the IAR.

If the client decides to implement the financial plan or consulting advice through a NestWise advisory program or service, at the time of engagement the IAR will provide the client with a client agreement and other account paperwork that contain specific information about fees and compensation that the IAR and NestWise will receive in connection with that program.

It is important to note that clients are under no obligation to implement a financial plan through NestWise. Clients should understand that the investment services that an IAR may recommend as part of financial planning are available to be purchased through broker-dealers, investment advisors or other investment firms not affiliated with NestWise.

Clients should understand that NestWise and its IARs may perform advisory services for various other clients, and that NestWise and its IARs may give advice or take actions for those other clients that differ from the advice given to the NestWise client. The timing or nature of any action taken for the account may also be different.

IARs may purchase or sell for their own accounts securities that are recommended to clients.

Item 12 – Brokerage Practices

NestWise only provides financial planning and investment advisory services and, therefore, provides no brokerage services. In light of this fact NestWise does not have any brokerage practices to disclose.

In the Wise Portfolios program, NestWise exclusively uses the brokerage services of its affiliate, LPL Financial. For additional information, please reference the Wise Portfolios brochure.

Item 13 – Review of Accounts

IARs will review a client's financial situation at least annually. NestWise customizes each financial plan and analysis for the particular client based on the client's stated goals and financial situation, as provided by the client. During these meetings, IARs will review the client's goals, financial plan, investment plan, and investment performance, as applicable.

IARs will also conduct quarterly meetings should clients so desire. The focus of the quarterly meeting is to review the action steps established in either the initial financial plan or the annual review. The IAR will provide support to the client directly and/or refer the client to appropriate elements of the engagement program.

Item 14 – Client Referrals and Other Compensation

The IAR providing services receives compensation from NestWise. This compensation includes a portion of the advisory fee and also may include other compensation, such as bonuses, awards or other things of value offered by NestWise to the IAR. In particular, NestWise pays its IARs bonuses in different ways, for example, payments based on production. NestWise pays IARs this compensation based on the IAR's overall business production and/or on the amount of assets serviced in NestWise advisory relationships. The amount of this compensation may be more than what the IAR would receive if the client participated in other NestWise programs, or programs of other investment advisors. Therefore, the IAR may have a financial incentive to recommend the customized advisory service over other programs and services.

NestWise may pay certain associations or individuals for business leads or client contact information for potential new NestWise clients. Compensation is paid as a one time, upfront payment to the individual or association and is not contingent upon the lead information developing into a NestWise client.

NestWise is also qualified to sell life insurance products in certain jurisdictions. IARs may be compensated for the sale and referral of such products.

Item 15 – Custody

NestWise does not maintain custody of client funds or securities. Any reports provided by NestWise with respect to financial advice services would be in addition to any official statements supplied by a qualified custodian. LPL Financial is the qualified custodian for Wise Portfolios accounts and maintains custody of client funds and securities in a separate account for each client under the client's name. LPL Financial

sends account statements showing all transactions, positions, deposits and withdrawals. LPL Financial sends account statements monthly when the account has had activity or quarterly if there has been no activity. Clients should carefully review those account statements.

Item 16 – Investment Discretion

With respect to financial planning and engagement services, NestWise and its IARs do not have any discretionary investment authority. In the Wise Portfolios program, discretion is given to the NestWise Investment team. For additional information, please reference the Wise Portfolios brochure.

Item 17 – Voting Client Securities

NestWise does not accept authority to vote client securities in connection with any of the services described in this Brochure.

Item 18 – Financial Information

Investment advisors are required in this Item to provide certain information or disclosures about its financial condition. NestWise has no financial commitment that impairs its ability to meet contractual or fiduciary commitments to clients.