



Firm Brochure

(Part 2A of Form ADV)

4105 Lexington Avenue North, Suite 310

Arden Hills, MN 55126

PHONE: (855) 378-5225

EMAIL: djohnson@gradientwm.com

This brochure provides information about the qualifications and business practices of Gradient Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at: 855-378-5225, or by email at: djohnson@gradientwm.com. 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 Gradient Wealth Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov

December 13, 2013

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since the last filing of this brochure on November 22, 2013, Item 5 has been updated to disclose the most recent Financial Planning payment schedule and the Brochure Supplement has been updated to reflect an up-to-date bio for David Johnson, Chief Compliance Officer.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (855) 378-5225 or by email at: djohnson@gradientwm.com.

Item 3: Table of Contents

Annual Update.....	ii
Material Changes since the Last Update	ii
Full Brochure Available.....	ii
Item 3: Table of Contents	iii
Item 4: Advisory Business	1
Firm Description	1
Types of Advisory Services.....	1
Client Tailored Services and Client Imposed Restrictions	1
Wrap Fee Programs.....	1
Client Assets under Management	1
Item 5: Fees and Compensation.....	1
Method of Compensation and Fee Schedule.....	1
Client Payment of Fees	1
Additional Client Fees Charged.....	1
Prepayment of Client Fees.....	2
External Compensation for the Sale of Securities and Non-Securities Products to Clients.....	2
Item 6: Performance-Based Fees	2
Sharing of Capital Gains.....	2
Item 7: Types of Clients	2
Description	2
Account Minimums	2
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	2
Methods of Analysis	2
Investment Strategy	2
Security-Specific Material Risks	2
Item 9: Disciplinary Information	2
Criminal or Civil Actions.....	2
Administrative Enforcement Proceedings	2
Self-Regulatory Organization Enforcement Proceedings.....	3
Item 10: Other Financial Industry Activities and Affiliations	3
Broker-Dealer or Representative Registration.....	3
Futures or Commodity Registration	3
Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	3
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest	3
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	3
Code of Ethics Description	3
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest	3
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest	3
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest	3
Item 12: Brokerage Practices	4
Factors Used to Select Broker-Dealers for Client Transactions.....	4
Aggregating Securities Transactions for Client Accounts.....	4

Item 13: Review of Accounts	4
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....	4
Review of Client Accounts on Non-Periodic Basis.....	4
Content of Client Provided Reports and Frequency	4
Item 14: Client Referrals and Other Compensation	4
Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest	4
Advisory Firm Payments for Client Referrals	4
Item 15: Custody	4
Account Statements	4
Item 16: Investment Discretion.....	4
Discretionary Authority for Trading.....	4
Item 17: Voting Client Securities	4
Proxy Votes	4
Item 18: Financial Information.....	4
Balance Sheet	4
Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients.....	4
Bankruptcy Petitions during the Past Ten Years	4
Brochure Supplement (Part 2B of Form ADV).....	6
Executive Officers and Management Brochure	6
Charles E. Lucius, CLU®/ ChFC®/ MSFS - Founder and CEO.....	6
David J. Johnson CFP®, Chief Compliance Officer	7



Form ADV – Part 2A – Firm Brochure

Item 4: Advisory Business

Firm Description

Gradient Wealth Management, LLC, ("GWM") was founded in 2013. Charles E. Lucius is a 100% owner.

GWM provides personalized, confidential financial planning services and third party asset management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning. It is the client's obligation to notify their advisor immediately if circumstances have changed with respect to the goals of the money being managed by third party asset managers.

GWM is a fee-based financial planning and investment maintenance firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm's executive officers are affiliated with entities that sell insurance and securities related products.

Investment advice is an integral part of financial planning. In addition, GWM advises clients regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Investment advice is provided with the client making the final decision on investment selection. GWM does not act as a custodian of client assets. The client always maintains control of their assets.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

Types of Advisory Services

GWM provides managed investment advisory accounts not involving investment supervisory services and furnishes investment advice through consultations.

On more than an occasional basis, GWM furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

Financial Planning

A financial plan is designed to help the client with all aspects of their financial situation. The financial plan may include, but is not limited to: a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

Investment Advisor Representatives of GWM may charge clients for financial planning on an hourly or negotiable fixed fee basis described in detail in Item 5 of this brochure.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

GWM does not sponsor any wrap fee programs.

Client Assets under Management

GWM does not manage client assets.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

GWM receives solicitor fees from third party money managers and fixed fees for financial planning.

Solicitor for Third Party Money Managers

GWM and its associated persons may act as a solicitor and refer clients to both affiliated and unaffiliated third-party investment advisors that offer asset management services to clients. This will be described in detail under Item 10 of this brochure.

Solicitor Fees

GWM and its associated persons may be paid a portion of the fee charged and collected by the third-party investment advisors in the form of solicitor fees or consulting fees. GWM's fees are negotiable depending on the size, complexity of the client's account(s), the experience and training of the Advisor and other business considerations. A complete description of the third-party investment advisor's services, fee schedules and account minimums will be disclosed in the third party investment advisor's Form ADV, Schedule H Disclosure Brochure, or similar Disclosure Brochure.

Financial Planning

Prior to the planning process the client will be provided an estimated plan fee. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. All financial plans also include a one year access to the on-line client vaulting system. Payment in full is due at the commencement of the planning process. GWM will deliver plans within six months of the date of the planning agreement. Client may cancel within five business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after five business days, client will be entitled to a pro-rata refund based on work completed.

Fixed Fee

The fee for a financial plan is based on a negotiated fixed fee basis based on complexity and unique client needs, geographic market differences and the experience of the advisor preparing the plan. The minimum fee for the initial year is \$500 and \$250 for subsequent years.

Soft Dollar Arrangements

GWM may receive economic benefits from third-party money managers in the form of items such as: a dedicated trading desk, a dedicated service group and an account services manager dedicated to Advisor's accounts, software subscriptions and assistance on marketing or recruiting of advisors.

A conflict of interest exists when an Advisor receives soft dollars. This conflict may be mitigated by the fact that GWM has a multitude of third-party money managers to choose from. The cost of any soft dollar arrangement are not passed to the client nor deducted from client's accounts.

Client Payment of Fees

Fees for Investment Accounts are billed according to the third party money manager being utilized. These fees are outlined in the third party money managers Form ADV Part 2A.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

GWM, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Financial Planning fees are due at commencement of the planning process, the client may cancel within five business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after five business days, client will be entitled to a pro-rata refund based on work completed.

External Compensation for the Sale of Securities and Non-Securities Products to Clients

GWM does not receive any external compensation for the sale of securities to clients, however the investment advisor representatives of GWM may also be registered representatives of Gradient Securities, LLC, a broker-dealer and/or an independent insurance agent affiliated with Gradient Insurance Brokerage, Inc. The aforementioned relationships create a conflict of interest because investment advisor representatives may receive separate compensation that is normally associated with the sale of securities or non-securities products. In addition, the sale of securities or non-securities products can generate higher compensation over the traditional investments offered through the advisor. This conflict is moderated by the fact that clients are not required to purchase any product and may also purchase these products through any broker-dealer or independent insurance agent of their choosing.

Item 6: Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

GWM does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation can create an incentive for the adviser to recommend an investment that can carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

GWM generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations and business entities.

Client relationships vary in scope and length of service.

Account Minimums

GWM does not require a minimum to open an account. Third-party managed programs generally have account minimum requirements that will vary from investment advisor to investment advisor.

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

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

When creating a financial plan, GWM utilizes fundamental analysis to provide a review of insurance policies for economic value and income replacement. Technical analysis is used to review mutual funds and individual stocks. The main sources of information include Morningstar, client documents such as tax returns and insurance policies.

In developing a financial plan for a client, GWM's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client's specific situation.

The main sources of information include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement and Risk Tolerance Questionnaire that documents their objectives and their desired investment strategy.

Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security-Specific Material Risks

All investment programs have certain risks that are borne by the investor. Fundamental analysis may involve interest rate, market, business and financial risks. Risks involved in technical analysis are inflation, reinvestment and market risk. Cyclical analysis involves inflation, market and currency risk. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management do not have any criminal or civil actions to report.

Administrative Enforcement Proceedings

The firm and its management have not been involved in any reportable administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

The Chief Compliance Officer of GWM is a registered person with Gradient Securities, LLC, a broker-dealer. In addition, certain IARs of GWM may also be registered representatives of Gradient Securities, LLC.

Futures or Commodity Registration

Neither GWM nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Charles E. Lucius is founder and CEO of Gradient Investments, LLC, and Gradient Advisors, LLC, both are registered investment advisors. Advisors of GWM may also have an outside affiliation through a separate agency (or individually as an agent) for the placement of insurance products. The agency or individual is licensed as an independent contractor of the insurance company and places insurance products directly with the insurance company of their choice. Insurance Marketing Organizations (IMO) exists within this independent structure to provide a distribution channel on behalf of the insurance companies. IARs of GWM who are independent agents will partner with the IMO Gradient Insurance Brokerage Inc. (GIB); GIB will be compensated direct from the insurance company. Charles Lucius receives consulting compensation from GIB and therefore a conflict of interest occurs. This conflict is mitigated as GWM has a fiduciary duty to its clients. The commission structure built into insurance products is predetermined by the insurance companies and is not altered by the IMO. The product purchased by the client is issued by the insurance company and is in no way altered by the IMO or the insurance agent. Furthermore, the client has no obligation to do business with the advisor/agent.

David Johnson is also a registered representative of Gradient Securities, LLC, a securities broker dealer. In addition, associated persons of GWM may hold insurance licenses with independent insurance agencies.

A conflict of interest occurs if associated persons of GWM refer clients to Gradient Securities. In those events, IARs of GWM would receive compensation for securities product sales from Gradient. The aforementioned conflicts may be mitigated by the fact that clients are not required to purchase products or services through any of the aforementioned entities. Clients have the option to purchase these products or services through other broker dealers of their choosing.

A conflict of interest also occurs if an investment advisor representative of GWM refers a client to Gradient Investments for money management. In that event, Gradient Investments would receive compensation through assets under management. This conflict is moderated or avoided because clients have the ability to choose the third-party money manager that meets their needs and are not obligated to use Gradient Investments for money management.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

GWM and its associated persons may act as a solicitor and refer clients to both affiliated and unaffiliated third-party investment advisors that offer asset management services to clients. As a result, GWM and its associated persons may be paid a portion of the fee charged and collected by the third-party investment advisor in the form of solicitor fees or consulting fees. Each solicitation arrangement is performed pursuant to a written solicitation agreement and is in compliance with SEC Rule 206(4)-3.

Clients are advised that investment advisor representatives have a conflict of interest by only offering a third-party investment advisor that has agreed to pay a portion of its advisory fee to advisor. Clients are advised that there may be other third-party managed programs that may be suitable to the client that may be more or less costly. No guarantees can

be made that the client's financial goals or objectives will be achieved. Further, no guarantees of performance can be offered. Investments involve risk, including the possible loss of principal.

GWM performs a due diligence review on all third-party money management firms to ensure that they are properly registered in the states where GWM conducts business.

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

Code of Ethics Description

The employees of Gradient Wealth Management have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of Gradient Wealth Management employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of Gradient Wealth Management. The Code reflects Gradient Wealth Management and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the interests of our clients.

Gradient Wealth Management' policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of Gradient Wealth Management may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Gradient Wealth Management' Code is based on the guiding principle that the interests of the client are our top priority. Gradient Wealth Management' officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When the potential for conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

GWM and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

GWM and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running of client trades, employees are required to disclose all reportable securities transactions as well as provide GWM with copies of their brokerage statements.

The Chief Compliance Officer of GWM is David Johnson. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

GWM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

GWM does not have any affiliation with securities product sales firms used for custodial services. GWM does not select broker-dealers for client transactions.

- *Directed Brokerage:* GWM utilizes Third Party Money Managers and therefore it does not take direction from clients as to what broker-dealer to use.
- *Best Execution:* Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. GWM does not exercise discretion on client accounts.
- *Soft Dollar Arrangements:* GWM does not maintain any soft dollar arrangements.

Aggregating Securities Transactions for Client Accounts

GWM does not trade for its or its clients' accounts and therefore aggregation of securities transactions is not applicable.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed on at least a quarterly basis by the IARs and a minimum of annually by the Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

GWM does not issue regular reports. Account statements are issued by the Third Party Money Manager's custodian. Client receives confirmations of each transaction in accounts from the Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

GWM may receive referral fees for referring clients to third-party money managers that could create a conflict of interest. This conflict is mitigated by the fact that clients may use another money manager of their choosing. When referring clients to third-party advisors, the client's best interest will be the main determining factor of GWM.

Advisory Firm Payments for Client Referrals

GWM or associated persons of GWM may pay for client referrals. Payments for client referrals are not charged to, or collected from, clients and are part of the assets under management or planning fee.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare their account statements received directly from their custodians to the performance report statements prepared by the third-party money manager.

GWM is deemed to have indirect custody solely because advisory fees are directly deducted from client's account by the custodian on behalf of GWM.

Item 16: Investment Discretion

Discretionary Authority for Trading

GWM does not accept discretionary authority to manage securities accounts on behalf of clients.

Item 17: Voting Client Securities

Proxy Votes

GWM does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, GWM will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because GWM does not serve as a custodian for client funds or securities and GWM does not require prepayment of fees of more than \$1,200 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

GWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither GWM nor its management has had any bankruptcy petitions in the last ten years.

Brochure Supplement (Part 2B of Form ADV)

December 13, 2013

Executive Officers and Management Brochure

This brochure supplement provides information about the Executive Officers and Management that supplements the Gradient Wealth Management, LLC brochure. You should have received a copy of that brochure. Please contact us at the above address, if you did not receive Gradient Wealth Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about the Executive Officers and Management may be available on the SEC's website at www.adviserinfo.sec.gov.

Education and Business Standards

GWM requires each investment advisory agent who renders investment and financial planning to clients to be an investment advisor representative meeting the registration requirements in their applicable state.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Chartered Financial Consultant (ChFC): Chartered Financial Consultants are licensed by the American College to use the ChFC mark. ChFC certification requirements:

- Complete ChFC coursework within five years from the date of initial enrollment
- Pass the exams for all required elective courses. You must achieve a minimum score of 70% to pass.
- Meet the experience requirements: Three years of business experience immediately preceding the date of use of the designation are required. An undergraduate or graduate degree from an accredited educational institution qualifies as one year of business experience.
- Take the Professional Ethics Pledge.
- When you achieve your ChFC designation, you must earn your recertification every two years.

Chartered Life Underwriter (CLU): Chartered Life Underwriters are licensed by the American College to use the CLU mark. CLU certification requirements:

- Complete successfully CLU coursework 5 required and 3 elective
- Meet the experience requirements: Three years of business experience immediately preceding the date of use of the designation are required. An undergraduate or graduate degree from an accredited educational institution qualifies as one year of business experience.
- Take the Professional Ethics Pledge.
- When you achieve your CLU designation, you must earn 30 hours of continuing education credit every two years.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.
- Once the CFP® designation is obtained, the CFP® must renew the certification every year, pay a certification fee and complete 30 hours of continuing education.

Charles E. Lucius, CLU®/ ChFC®/ MSFS - Founder and CEO



With a deep passion for knowledge, Charles E. "Chuck" Lucius, has earned many degrees and designations, but it was serving as a pilot in the United States Air Force that he found a deeper passion for freedom and the boundless opportunity it affords. Over the course of his career, Chuck has attained the following licenses and/or designations: Series 7, 24, 63, 65 as well as CLU®, ChFC, CFP and a Masters in Financial Sciences.

In 1975, Chuck began his career in the insurance industry with Prudential Life Insurance Company. He successfully served in the field and in numerous leadership roles to include Estate Planning Specialist, Director of Advanced Marketing, and Director of Fee-Based Financial Planning. Chuck also served as Managing Director overseeing the leading Prudential Agency in Minnesota earning Prudential's highest honors as the recipient of The President's Citation.

In 2001, Chuck began his tenure as President and Principal of Personalized Brokerage Services, LLC / USAllianz Securities. Under his leadership, the organization grew to become an industry leader from a group of 15 professionals to a team of over 150 professionals and 200 + Registered Representatives. Annual premium soared under his leadership, and a wealth management business model was created which included fixed annuities, securities, long-term care and life insurance divisions as well as a top-tier practice management program. He earned a reputation for operational excellence.

Currently, Chuck is founder and CEO of Gradient Financial Group and founded Gradient Investments in 2006. His organizations provide a cutting-edge platform which emphasizes his passion for maintaining independence for agents within the financial services industry. Chuck also serves on numerous Insurance Company Leadership Councils.

Chuck resides in North Oaks, Minnesota with his wife Tami and enjoys spending time with his children, Megan, Brian, Nate, Chaz and Cruz. He enjoys spending family time at his lake home as well as personal aviation and furthering his industry knowledge.

Year of birth: 1948

Educational Background:

- The American College; Masters of Science in Financial Services; 1988
- North Dakota State University; BS Psychology; 1970
- U.S. Air Force Pilot; 1970-1975

Business Experience:

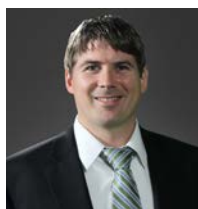
- Gradient Wealth Management, LLC; Owner/CEO; 2013-Present
- Luson Capital, LLC; Owner; 2013-Present
- KonnexME, LLC; Owner; 2012-Present
- Gradient Advisors, LLC; Owner/CEO; 2009-Present
- Gradient Financial Group, LLC; Owner/CEO; 2008-Present
- Gradient Investments, LLC; Owner/CEO; 2006-Present
- RIA Registrar, LLC; Owner; 2006-Present
- Gradient Insurance Brokerage, Inc.; Consultant; 2005-Present
- A Street, LLC; Owner; 2005-Present
- BZ Inc.; Owner; 2009-2013
- J Street, LLC; Owner; 2005-2013

Disciplinary Information: None to report

Other Business Activities: Chuck is a consultant to Gradient Insurance Brokerage Inc., an insurance wholesaling company and owner of Gradient Investments, LLC and Gradient Advisors, LLC, both are SEC registered investment advisors. Advisors of GWM may also have an outside affiliation through a separate agency (or individually as an agent) for the placement of insurance products. The agency or individual is licensed as an independent contractor of the insurance company and places insurance products directly with the insurance company of their choice. Insurance Marketing Organizations (IMO) exists within this independent structure to provide a distribution channel on behalf of the

insurance companies. IARs who are also licensed insurance agents will partner with the IMO Gradient Insurance Brokerage Inc. (GIB). GIB will be compensated directly from the insurance company. Charles Lucius receives consulting compensation from GIB and therefore a conflict of interest occurs. This conflict is mitigated as independent agents may work with any insurance company and any IMO of their choosing, one of which may be GIB. The commission structure built into insurance products is predetermined by the insurance companies and is not altered by the IMO. The product purchased by the client is issued by the insurance company and is no way altered by the IMO or the insurance agent. Furthermore, the client has no obligation to do business with the advisor/agent.

Additional Compensation: Chuck receives compensation from Gradient Insurance Brokerage, Inc. A conflict of interest occurs if an associated person of GWM refers a client to an independent insurance organization, like Gradient Insurance Brokerage, Inc. In that event, Gradient Insurance Brokerage would receive compensation through non-securities (insurance) products sold under these circumstances. This conflict is mitigated as clients are not obligated to use Gradient Insurance Brokerage for insurance product purchases. A conflict of interest occurs if an investment advisor of GWM refers a client to Gradient Investments for money management. In that event, Gradient Investments would receive compensation through assets under management. This conflict is mitigated as clients are not obligated to use Gradient Investments for money management.



David J. Johnson CFP®, Chief Compliance Officer

David Johnson, CFP® has worked in the financial services since 2000. David has gained successful experience as an agent, registered representative, and investment advisor representative. He has acquired a diverse background of knowledge including investments, annuities, insurance, mortgage and taxation. David boasts extensive

knowledge regarding investments options, asset allocation, retirement income planning, and creating financial plans. David is investment licensed, insurance licensed and holds the Certified Financial Planner™ designation. David obtained his business degree from Bethel University in Arden Hills, MN..

David and his wife, Gretchen, have four children: Brady, Seth, Hallie and Sawyer. As a family they enjoy staying busy with school sports and events, church activities, spending time outdoors and are big fans of Minnesota sports.

Year of birth: 1975

Educational Background:

- Bethel University; Bachelor of Arts; Business; 1998
- Certified Financial Planner (CFP®), CFP® Board; 2013

Business Experience:

- Gradient Wealth Management, LLC; Chief Compliance Officer; 2013-Present
- Gradient Financial Group, LLC; Manager; 2012-Present
- Gradient Securities, LLC; Registered Representative; 2013-2013
- Gradient Advisors, LLC; Investment Advisor Representative; 2013-2013
- Questar Capital Corporation; Registered Representative; 01/2012-03/2012
- Sandvold and Associates; Associate Producer; 2009-2012
- Pruco Securities, LLC; Registered Representative; 2010-2012
- Commonwealth Financial Network; Brokers Administrative Assistant; 2008-2009
- Levine, Gottfried & Somberg, LLC; Brokers Administrative Assistant; 2008-2009

Disciplinary Information: None to report

Other Business Activities: David Johnson is a consultant for Gradient Financial Group, LLC. There is no conflict of interest.

Additional Compensation: David Johnson receives a salary through Gradient Financial Group, LLC.

Supervision: David Johnson is the Chief Compliance Officer, he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.