Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

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This document is our company's discussion about the qualifications and business practices of Helm Investment Management, LLC ("Helm"). It is often referred to as a "brochure.". If you have any questions about the contents of this brochure, please contact us at (303) 861-4835 or by e-mail or through the e-mail of our chief compliance officer, tbarrett@helminvest.com The information in this brochure has not been approved or verified by the Unites State Securities and Exchange Commission ("SEC") or by any state securities authority

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

Item 2 Material Changes

Our last annual update of the Helm brochure was February 14, 2012 There have been no material changes in our business practices since our last annual update.

TABLE OF CONTENTS

ITEM

4. Advisory Business

5. Fees and Compensation

6. Performance based fees

7. Types of Clients

8. Investment Analysis and Strategy

9. Disciplinary Information

10. Other Activities and Affiliations

11. Code of Ethics and Personal Trading

12. Brokerage Practices

13. Review of Accounts

14. Client referrals and Other Compensation

15. Custody

16. Investment Discretion

17. Voting Client Securities

18. Financial Information

Item 4 Advisory Business

Helm Investment Management is a Colorado Limited Liability Company ("LLC") formed in 2006. The Helm principals are Thomas Jay Barrett, Jr. and Jay McCormick. Helm manages investment advisory accounts and provides investment advice to the owners of those accounts. The management of these accounts is under a limited power of attorney granted Helm to select assets, buy, sell, and reinvest the proceeds as well as distributions, interest and dividends. This is called discretionary management. Before buying and selling in client's accounts the principals generally discuss both strategy and tactics and specific investments. However, Helm can, if the principals choose, buy and sell in client's accounts without consulting with the clients before buying and selling. As of December 31, 2012, Helm manages for 87 clients with approximately $135,000,000 million of discretionary assets and no client assets on a non-discretionary basis

All of the client accounts are tailored to the clients requests We generally set up different client accounts for equity and fixed income. We generally set up accounts for specific purposes such as trusts or UTMA (Uniform Gift to Minors) accounts. We annually suggest an investment strategy for our clients. Our most recent 2013 Helm Core Strategy can be found on our website at www.helminvest.com. However, our clients often have specific views on asset allocation and/or an asset mix so we comply with those requests in our management process. We call those requests and agreements "protocols" and maintain and honor those protocols which we establish with each client.

Although Helm buys and sells various assets within its clients accounts, this right is subject to limitations. Limitations include prohibitions on dealing with puts, calls, options, commodities, or acquiring non-publicly traded assets without specific client authorization. We meet in person or on the telephone on an “as needed” basis to review these accounts and modify the asset mix and/or our protocols based on changing goals and circumstances. Helm also provides written midyear and annual reviews for each client account.

The Helm principals also provide financial planning for those clients interested in projects such as cash flow projections, insurance analysis, retirement, college expense and estate planning.

Item 5 Fees and Compensation

The Helm asset management fee is 0.7 of one percent of the average annual balance of these accounts on the first $500,000 of assets, 0.6 of one percent on assets from $500,000 to $2,000,000 and 0.5 of one percent on assets above $2,000,000. Above $4,000,000 the fee is negotiable based on the type of account(s) and services requested. One quarter of this annual fee is payable at the beginning of each calendar quarter, the invoice being based on average account size for the previous quarter. This amount is deducted from the client accounts and reflected on the monthly statement for that account provided by the custodian, i.e.. Schwab, Merrill Lynch, etc. Clients may terminate our asset management agreement and leave at any time and our fees and services cease at the end of the quarter during which notice of withdrawal occurs. Helm's minimum fee is $300 per quarter.

This asset management fee is for portfolio management and includes meetings and phone calls regarding portfolio and asset management. In general, financial planning conferences and projects unrelated to asset management are charged at an hourly rate. As of December 31, 2012, Tom and Jay's hourly rate was $275.

There are no benefits or commissions provided to Helm by Schwab, or any other source, for managing a client's assets. Helm compensation is strictly fee-based asset management. Neither Helm nor any related entity or person receives any form of compensation from any recommended mutual fund or exchange traded fund. Funds have their own fee structures, which may include administrative, distribution, and investment management fees to which clients may be subject. The fees charged by HELM are separate and distinct from any fees charged by any recommended funds. A description of ETFs and mutual fund costs is available from Helm and within the ETF and mutual fund's prospectus. Client accounts do pay broker/dealer trade commissions on financial assets bought and sold. Clients choose their own custodian broker/dealers although we have strong preference for Schwab based on our perception of Schwabs exceptionally good service. statement presentation and low transaction fees.

Clients have the option to purchase investment products that we recommend, such as exchange traded funds, (ETFs) through other brokers or agents that are not affiliated with Helm.

Helm does receive assistance from Schwab in training and use of its portfolio software.

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

Helm does not charge any performance based fees or manage client assets with any expectation of sharing in the profit or loss. Helm is strictly a fee-based asset manager. The fees are based on the size of the account managed as noted within item 5 of this brochure.

Helm does not have any accounts that have a different compensation arrangement other than fee-based management. For example, "side-by-side" management exists when an advisor manages similar client portfolios that have different fee arrangements. This creates a possible conflict of interest situation for the advisor who might be tempted to favor the more profitable account over the less profitable account. As noted, Helm is strictly a fee-based manager and does not engage in "side-by-side" management or have any other fee arrangements which might influence our professional management.

Item 7 Types of *Clients*

Helm primarily deals with individuals and their associated family accounts. For example, Helm has a number of families for whom we have separate accounts for the husband and wife, their respective retirement accounts, accounts for their children, their parents, their family foundation, family trust, family LLC, family corporation, etc. On the other hand, Helm has a number of clients with only one account.

The average Helm client relationship is approximately $1.6 million. Helm does not have any minimum size account.

In equities, Helm strives to gain higher returns while keeping overall risk close to that of the Standard & Poor's 500 (S&P 500) stock index. Helm is an active manager typically using Exchange Traded Funds (ETFs) of stock market indexes to execute the core investment strategy. Within the equity allocation, Helm currently recommends a mix of:

- 26% in domestic large cap stocks (indexes such as the S&P 500)
- 24% in domestic mid cap
- 10% in domestic small cap
- 40% in international holdings

Within that structure, Helm leans toward value stocks - typically defined by low price-to-book value (that is, a low stock price relative to the value of the company's assets) and low price-earnings ratios. Helm also does a significant amount of diversification among the various classes of international equity ETFs. The categories of overseas indexes we invest in include:

- MSCI EAFE (Europe, Australasia and the Far East), with emphasis on firms that pay dividends. These are large companies, such as Total, Toyota and Nestle.
- International small cap companies that pay dividends. These are a mix of mid-sized and small stocks from developed countries outside the U.S.
- MSCI Pacific ex-Japan, which has an emphasis on Australia and Hong Kong.
- A Canadian index, to make sure we capture future growth in that country.
- MSCI's Emerging Markets index, including such firms as Korea's Samsung Electronics, Taiwan Semiconductor, Russia's LUKOIL, and similar companies.
- The S&P Latin America 40 index, which includes Brazil's Petroleo Brasileiro, Mexico's Cemex and Wal-Mart de Mexico.

Helm also follows and invests client assets in a number of companies that issue 1) preferred stocks, 2) have high common stock dividends, and 3) Master Limited Partnership (MLP) units. We call these "income-oriented equities."

Helm also invests in a number of different forms of fixed income securities for its clients to provide significant diversification from equities for each investment portfolio including U.S. Treasuries, Agencies (such as the bonds of the Federal Home Loan Bank), publicly traded Bank Certificates of Deposit (CDs), Corporate bonds, Money Market funds,TIPS (Treasury Inflation-Protected Securities), Municipal bonds and overseas fixed income in the form of bond indexes.

Investments in either equities or fixed income does involve risk of loss that clients must be prepared to bear.

Item 9 Disciplinary Information

Neither Helm nor its principals have been subject to any investigation, disciplinary procedure or lawsuits involving the firm or the services provided by its principals.

Item 10 Other Financial Industry Activities and Affiliations

Thomas Jay Barrett, Jr. is a member of Helm. His professional qualifications include being a lawyer (inactive license), a CPA (inactive license), and a PFS (personal financial specialist).

The Helm principals are sometimes asked to recommend professionals in many fields, including accounting, insurance and legal. Neither Helm nor its principals receive any financial or other benefit from such referrals.

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

Helm has a code of ethics policy. A copy of the Helm code of ethics policy is available to anyone upon request.

Helm Investment Management, LLC does not buy, sell, or own any public or private investments. The Helm principals do have personal investment accounts and frequently buy and sell the same kinds of investments they buy and sell for clients. Since the principals and Helm clients are investing through public markets and are immaterial to the market, there is no conflict or benefit or detriment to the Helm principals buying, holding and selling the same publicly traded investments as Helm clients. The Helm principals review each other's personal trading accounts and trading practices on a regular basis.

Item 12 Brokerage Practices

New clients often ask us to work with their existing broker-dealers and we generally oblige. We do recommend a low-cost broker dealer if a new client happens to be transferring from a broker-dealer with significant trading commissions. In those cases, we often do a short "compare and contrast" with the same services from Schwab. The majority of our clients have all or most of their portfolio assets with Schwab. Neither Helm nor its principals receives any personal benefit from suggesting and/or referring new clients to Schwab or having client assets at Schwab. The research, products and services provided to Helm by Schwab are the same as those provided to, and available to, all Schwab clients. Neither Helm nor its principals receive any soft-dollar benefits, referrals or any benefits at all from Schwab or any other broker dealer except as noted regarding Schwabs assistance with its portfolio management software.

Item 13 Review of Accounts

Helm reviews each client's accounts frequently and account cash balances daily. Helm prepares and provides written annual and semi-annual reports on each account. We meet with our clients when ever requested and often have telephone conferences with our clients. These services are explained in our engagement letters and are included in the management fee Helm charges.

Item 14 *Client* Referrals and Other Compensation

Most, if not all, of our clients are referrals from other clients. There are no benefits or other favors provided to any referring client that are not also provided to our clients in general.

Item 15 *Custody*

Helm does not have custody of any client funds or accounts. Broker-dealers such as Schwab have custody. Helm does have the power to buy and sell in these accounts and to move money within each client's accounts to another account owned by that client. Each client receives monthly statements from his or her broker-dealer showing all financial activity in each account as well as transaction confirmations and other trading notices.

Item 16 Investment Discretion

Helm Investment Management, LLC ("Helm"), a registered investment advisory firm, will be selecting assets within, and managing, your account. The management of these accounts is under a limited power of attorney granted Helm to select assets, buy, sell, and reinvest the proceeds and dividends. This limited power of attorney allows Helm to manage the various accounts with a large degree of discretion: Helm can select assets, buy and sell securities and reinvest proceeds and dividends without consulting with you first. In practice, of course, we work closely with each client to understand and accomplish the client's investment goals.

Item 17 Voting *Client* Securities

Our policy is not to vote any client securities.

Item 18 Financial Information

We do withdraw our quarterly management fee from client's account at the beginning of the quarter to cover that quarter. Helm does not require, solicit or accept prepaid fees beyond a quarter.

Item 19 Requirements for State-Registered Advisers