



GERALD L. RAY
& ASSOCIATES, LTD.
Investment Advisors

ADV PART 2 A.

ITEM 1. COVER PAGE

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**** This brochure provides information about the qualifications and business practices of Gerald L. Ray & Associates, Ltd. If you have any questions about the contents of this brochure, please contact us at 214-954-1900 or at info@glrassoc.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 Gerald L. Ray & Associates, Ltd. also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

SUMMARY

The following are material changes since last revision on March 31, 2011.

Item 12 – Broker Practices

Disclosures were added for TD Ameritrade's Institutional customer program regarding broker practices.

Item 14 – Client Referrals and Other Compensation

Disclosures were added for TD Ameritrade's Institutional customer program regarding client referrals and other compensation.

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ITEM 4. – ADVISORY BUSINESS

TYPE OF ADVISORY SERVICES OFFERED:

- A. Gerald L. Ray, Chartered Financial Analyst (CFA) founded Gerald L. Ray & Associates, Inc. in 1977. In 2001, the company was reorganized and became Gerald L. Ray & Associates, Ltd. (GLR), Registered Investment Advisor*. Gerald L. Ray is the principal owner of GLR.

We offer bookkeeping and tax services in addition to investment advisory services. Approximately 5% of total employee time is spent providing these additional services.

The minimum dollar market value of assets required to open and/or maintain an investment advisory account is \$250,000. Consideration is also given to lesser-valued accounts.

*** Registration does not imply a certain level of skill or training.**

B. SPECIALIZATION:

Our firm offers advisory services to individuals, banks, pension and profit sharing plans, trust, estates, charitable organizations, corporations, and other types of business entities. We offer advise on exchange-listed securities, securities traded over-the-counter, foreign issuers, United States government securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, options on securities, real estate partnerships, and mutual fund shares.

We do not manage accounts for government entities or pooled investments.

We believe in investing, not trading. Our investment strategy is primarily focused on large cap growth stocks and high quality bonds. We take a long-term view of the market and work with clients to maximize investment opportunities based on acceptable risk levels, need for liquidity and other key considerations. We believe in creating customized portfolios for each individual client. We offer three different types of investment portfolios:

- **Equity** (stock portfolio)
- **Fixed Income** (bond portfolio)
- **Balanced** (stock and bond portfolio)

Equity Strategy

We purchase stocks in industries that grow faster than the economy as a whole. Stock portfolios typically hold 25-35 stocks and have low turnover (the number of buys and sells per year is very low). Portfolios may contain the following types of equities:

- **Large Cap Growth** - High quality, large capitalization growth companies with favorable profit histories and reasonable valuations.
- **Mid Cap Leaders** - Mid-capitalization industry leader companies with reasonable valuations that thrive in a particular niche.
- **Turnaround Opportunities** - Fallen growth companies that are considered to be in the process of reviving their growth history
- **ETFs (Exchange Traded Funds)** – International and Domestic equity and fixed income positions as part of a strategy to provide diversification and exposure to certain sectors or markets.

Fixed Income Strategy

We purchase fixed income securities of varying maturities. These include high yield, high grade, government agency, and municipal securities, and fixed income ETFs. These fixed income securities are purchased and held to provide diversification through asset allocation and to enhance yield. Individual bonds are generally held to maturity.

Taxable Accounts

All taxable accounts are actively managed to reduce or neutralize taxes.

C. Client Restrictions

We tailor our advisory services to your individual needs. As part of our information gathering process, we ask if there are any restrictions on investing in certain securities or types of securities. We note restrictions and adhere to them.

D. Wrap Fee

Our firm does not participate in a Wrap Fee Program.

Sub Advisor

We act as a sub advisor to various accounts within the TD Ameritrade – Amerivest platform. This program is best suited

- for individual clients and company 401(k) plans with assets under \$20 million
- as an alternative to the traditional full service Investment Advisory Service.

This program offers a simple and cost effective solution for individuals, individual retirement plans, and small to midsize company 401(k) plans. Clients and 401(k) plans utilize an Internet Asset Allocation Service provided by Amerivest Investment Mgmt. LLC. (Amerivest).

The Amerivest platform uses a questionnaire which the client completes with our help.

- It is input into the Amerivest system
- 1 of 5 investment models is selected based on the questionnaire.
- All models are constructed using Exchange Traded Funds (ETF's).
- We review each account and rebalance as needed.

This program is best suited for individual clients and company 401(k) plans with assets under \$20 million as an alternative to the traditional full service Investment Advisory Service.

Fees associated with the Amerivest Program are discussed in Item 14.

We also manage a 401(k) plan which utilizes NextStep Defined Contribution Inc.

Nextstep Defined Contribution Inc.

- is an independent provider for recordkeeping and administrative services for 401(k) and other defined contribution plans.
- Provides sponsors and clients with key tools and resources
- Provides a user friendly platform

We use 5 model portfolios.

Participants enroll on line on NextStep's website.

Clients select individual ETF's or one of the model portfolios.

Participants can change investment selection at any time.

We are not charged a fee to participate with NextStep Defined Contribution Inc. in this platform.

Clients that use our 401(k) plans must use an independent provider of recordkeeping and administrative services. The plan should hire the third party administrator and we will provide investment choices using individual ETF's and ETF model portfolios.

We also give consideration to client accounts and 401(k) plans over \$20 million where more specialized service is needed.

E. ASSETS UNDER MANAGEMENT:

The total number of accounts managed and the total amount of assets under management by our firm as of 12/31/10 are

Discretionary accounts: 561

Market Value of discretionary accounts: \$ 443,500,000

Non Discretionary Accounts: 00

Market Value of Non Discretionary accounts: \$ 00

ITEM 5. – FEES AND COMPENSATION

A. Our firm charges fees for Advisory services on a fixed fee basis or as an annual percentage of assets under management. Fees are calculated on the Market Value of assets under management figured quarterly at the end of each quarter.

The Standard Fee Schedule is:

1% of the First \$5 Million
.75% of the Next \$5 Million
.50% of the Residual
1.25% if the balance is under \$500,000

Fees are negotiable.

Our firm has custody of client accounts because we

- hold directly or indirectly, client funds or securities
- have authority to obtain possession of client funds or securities
- have employees that serve as trustee, have a general power of attorney, or have check writing authority on client accounts.

We charge additional fees to clients for custody services.

Fees are billed in arrears within 30 days following the end of the each calendar quarter. All invoices are payable upon receipt.

Special fee consideration is given to employees and family members.

We charge management fees for mutual funds which are in addition to other fees and expenses charged by investment companies.

Our services may be terminated. A final invoice is sent within 30 days of receiving written notice of termination. Fees are charged for the final period under management through the termination date.

Our firm purchased client contracts and other assets of Weisberg & Fields, Inc. (W&F), in February 2009. We have on file Consents to Assignment of Investment Advisory Agreements with W&F to us for former W&F clients. We honor these fee arrangements.

B. Clients select a preferred method for payment of fees. You can

- pay by check upon receipt of the invoice.
- review your invoice before the fee is deducted from your brokerage account. If this choice is selected, you sign an authorization letter with the broker. This letter explains that you want all invoices signed by you to be paid from your brokerage account. You review our invoice, sign, and return the invoice to us. We submit the invoice for payment to the broker. This process is known as signature line authorization.
- You can have your advisory fees paid directly from your brokerage account. You must sign broker documents which give us authority to submit invoices for investment advisory services directly to your broker for payment from your account. You will receive a copy of your invoice with a notation that your fee has been deducted from your specific brokerage account.

C. You may incur other fees in addition to investment advisory fees. They are bank and broker custodian fees and transaction costs. See item 12. Brokerage Practices for more information concerning other fees you may incur.

D. Our firm does not charge fees in advance. All billing is done in arrears.

E. Our supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales, charges or service fees from the sale of mutual funds.

ITEM 6. PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Our firm does not accept performance-based fees (fees based on a share of capital gains, or capital appreciation of the assets).

ITEM 7 - TYPES OF CLIENTS

We offers advisory services to individuals, banks, pension and profit sharing plans, trust, estates, charitable organizations, corporations, and other types of business entities. We do not manage accounts for government entities or pooled investments.

The minimum dollar market value of assets for opening and/or maintaining an investment advisory account is \$250,000. Consideration is given to lesser-valued accounts

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

- A. Our investment process is client-driven, allowing our portfolio managers ample opportunity to provide you with the advice and asset management skills needed to make the most of your investments. We begin the investment process by identifying your needs and objectives. We then determine an appropriate allocation strategy and create a customized portfolio for you. Our security analysis methods include Charting, Fundamental, and Technical. The main sources of information we use include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange commission, and company press releases.

Investment strategies include

- long term purchases (securities held at least one year),
- short tem purchases (securities sold within a year),
- short sales,
- margin transactions,
- option writing, including covered options, uncovered options, and spreading strategies.

- B. Once your portfolio is fully invested, we provide regular reviews and assessments to ensure that your investment strategies remain consistent with your needs and objectives.

Our philosophy is bases on two simple principles

- personal service and
- the highest standards of personal and corporate integrity.

We seek to provide you with competitive rates of return and a comfort level based on a comprehensive understanding of your goals and objectives. The end result is a portfolio tailored to match your specific needs within your tolerance for risk.

Any type of investing in securities involves risk of loss.

- C. We believe in investing, not trading. We take a long-term view of the market and work with you to maximize your investment opportunities based on acceptable risk levels, your need for liquidity and other key considerations.

EQUITY STRATEGY. Our equity strategy focuses on stocks in industries that grow faster than the economy as a whole. Stock portfolios typically hold 25 – 40 stocks, and have low turnover. These portfolios generally contain the following types of equities:

- High quality, large capitalization, growth companies with favorable profit history, reasonable valuations, and strong cash flows.
- Mid-capitalization industry leader companies with reasonable valuations that thrive in a particular niche
- Fallen growth companies that are considered to be in the process of reviving their growth history
- Cyclical companies that appear undervalued given where we are in the economic cycle.
- **ETFs (Exchange Traded Funds)** – International and Domestic equity and fixed income positions as part of a strategy to provide diversification and exposure to certain sectors or markets.

FIXED INCOME STRATEGY. Our fixed income strategy includes purchasing fixed income securities of varying maturities. These include high yield, high grade, government agency, and municipal securities, and fixed income ETFs. These fixed income securities are purchased and held to provide diversification through asset allocation and to enhance yield. Individual bonds are generally held to maturity.

The risk associated with fixed income include

- Interest rate risk - The chance that a security's value will change due to a change in interest rates.
- Company risk - The risk that certain factors affecting a specific company may cause its stock to change in price in a different way from stocks as a whole.
- Default risk - The possibility that a borrower will be unable to meet interest and/or principal repayment obligations on a loan agreement.

ETF STRATEGY - We have incorporated the use of exchange traded funds into our investment philosophy in response to client demand for even greater diversity in both asset classes and type of assets held. ETF's provide clients an opportunity to own assets in numerous asset classes with great diversification.

We use ETF's with a solid history of liquidity

- taxable
- non-taxable,
- equity and fixed,
- domestic and international

As needed, we develop entire portfolios that are built using only ETF's. We use these portfolios after discussions with you, based on your needs and risk parameters. While the ETS provides you with numerous choices, the price risk of the underlying assets is not mitigated by their use.

These strategies, together or alone, are used to minimize risk and meet your particular needs and objectives.

ITEM 9 - DISCIPLINARY INFORMATION

A. Our firm **has not** been involved nor has any management person of our firm been involved in any criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which our firm or management person

- was convicted of, or pled guilty or nolo contendere (“no contest”) to
 - (a) any felony;
 - (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or
 - (c) a conspiracy to commit any of these offenses;
- is named subject of a pending criminal proceeding that involves investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
- was found to have been involved in a violation of an investment-related statute or regulation; or
- was subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, our firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

B. Our firm **has not** been involved nor has any management person of our firm been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or an foreign financial regulatory authority in which our firm or a management person

- was found to have caused an investment-related business to lose its authorization to do business; or
- was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - denying, suspending, or revoking the authorization of our firm or a management person to act in an investment-related business;
 - barring or suspending our firm’s or a management person’s association with an investment-related business;
 - otherwise significantly limiting our firm’s or a management person’s investment-related activities; or

- imposing a civil money penalty on our firm or a management person.

C. Our firm **has not** been involved nor has any management person of our firm been involved in a self-regulatory organization (SRO) proceeding in which our firm or a management person

- was found to have caused an investment-related business to lose its authorization to do business; or
- was found to have been involved in a violation of the SRO's rules and was
 - (i) barred or suspended from membership or from association with other members, or was expelled from membership;
 - (ii) otherwise significantly limited from investment-related activities; or
 - (iii) fined.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. We are not registered and have no application pending to register, as a broker-dealer or registered representative of a broker-dealer. None of our management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer
- B. We are not registered and have no application pending to register as a futures commission merchant, commodity pool operator, or commodity trading advisor. None of our management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or commodity trading advisor.
- C. We have no relationship or arrangement with any related person listed below that might cause a material conflict of interest.
- Broker-dealer, municipal securities dealer, or government securities dealer or broker
 - Investment company or other pooled investment vehicle (including mutual fund, closed-end investment company, unit investment trust, private investment company or hedge fund and offshore fund)
 - Other investment adviser or financial planner
 - Futures commission merchant, commodity pool operator, or commodity trading advisor
 - Banking or thrift institution
 - Accountant or accounting firm
 - Lawyer or law firm
 - Insurance company or agency
 - Pension consultant
 - Real estate broker or dealer
 - Sponsor or syndicator of limited partnerships.
- D. We do not recommend or select other investment advisers, receive compensation directly or indirectly from other investment advisers, or have other business relationships with other investment advisers that might create material conflicts of interest.

ITEM 11- CODE OF ETHICS

Our firm has established, maintains, and enforces a Code of Ethics. This Code of Ethics is designed to prevent fraud by reinforcing fiduciary principals that must govern the conduct of our advisory firm and our personnel.

A. The Code of Ethics includes:

- Standards of business conduct which reflect the fiduciary obligations of our firm and those of all supervised persons; We provide advice that is in the client's best interest. Supervised personnel do not place their interest ahead of the client's interest under any circumstances.
- Provisions requiring supervised persons to comply with applicable Federal Securities Laws; Each supervised person is asked to acknowledge that they will abide by all Federal Securities Law as they apply to the Company
- Provisions that require all access persons to report and our firm to review their personal securities transactions and holdings periodically;
- Provisions requiring supervised persons to report any violations of this Code of Ethics promptly to the Chief Compliance Officer;
- Provisions requiring our firm to provide each supervised person with a copy of the Code of Ethics and amendments;
- A requirement that supervised persons acknowledge the receipt of the Code of Ethics and Amendments.

We will provide a complete copy of our code of ethics to any client or prospective client upon request.

B. We do not recommend securities in which we or any related person has a material financial interest.

C. We maintain corporate brokerage accounts and various retirement accounts for our employees in which we trade. We purchase shares of companies in which our clients may own stock. In every case, our orders are extremely small in relation to capitalization and have no impact on the market. Stocks are generally held long term.

D. Our firm recommends securities to clients, or buys or sells securities at the same time that our employees buy or sell the same securities for the firm or employees personal accounts. In every case, our orders are extremely small in relation to capitalization and have no impact on the market.

ITEM 12 – BROKERAGE PRACTICES

A. We have an on going duty to seek the lowest possible total cost for your transactions. When we select or recommend broker-dealers for your transactions we consider broker

- Commissions
- Breadth and quality of services
- Execution capability
- Financial responsibility
- Responsiveness
- Quality of services provided
- Experience
- Reputation
- Comfort level of the client.

If you choose not to select a broker yourself, we discuss our relationships with discounted broker with you. We can negotiate the most favorable commission and service levels for you and document agreed upon service levels and commission charges.

1. Research and Other Soft Dollar Benefits.

We receive research or other products or services other than execution from broker-dealers in connection with client securities transactions.

2. Brokerage for Client Referrals

We participate in several referral service programs. There is no direct link between our participation in these programs and the investment advice we give to you. We do receive economic benefits for the service provided without cost or at a discount including

- receipt of duplicate statements and confirmations
- access to a trading desk
- assistance with conferences, and educational meetings
- access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate appropriate shares to client accounts)
- the ability to have advisory fees deducted directly from client accounts
- access to an electronic communication network for client order entry and account information

- access to mutual funds with no transaction fees & certain institutional money managers
- certain institutional money managers research related products and tools
- consulting & professional services
- discounts on compliance, marketing, technology, and practice management products or services provided by third party vendors.

These products and services may

- assist us in managing and administering your accounts including accounts not maintained at the referred brokerage firm
- benefit us but may not benefit your accounts

These services are intended to help us manage and further develop our business enterprise. They do not depend on the amount of brokerage transactions that are directed to the referral programs.

As part of our fiduciary duty to you, we endeavor at all time to put your interest first.

TD AMERITRADE –

We participate in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional

- is a division of TD AMERITRADE, Inc. (“TD AMERITRADE”) member FINRA/SIPC/NFA.
- is an independent and unaffiliated SEC-registered broker-dealer and FINRA member.
- offers us services which include custody of securities, trade execution, clearance and settlement of transactions.

We received some benefits from TD AMERITRADE through participation in the program. (Please see the disclosure below and under Item 14).

We consider a number of factors in selecting and/or recommending brokers and custodians for our Clients’ accounts, including, but not limited to

- execution capability,
- experience and financial stability,
- reputation
- and the quality of services provided.

AMERIVEST –

In selecting TD AMERITRADE, Inc. as the broker and custodian for certain of our current and future client accounts, we also consider our agreement with TD AMERITRADE, Inc.'s affiliate, Amerivest Investment Management, LLC, an investment adviser registered with the SEC ("Amerivest") dated November 14, 2006.

Under the Agreement,

- Amerivest provides an internet asset allocation service ("Service") as a sub-advisor to us.
 - We use the Service as a tool in making investment decisions for our clients that have established Ameritrade ASA Accounts ("ASA Accounts").
 - The Service provides asset allocation recommendations, generally in the form of Exchange Traded Funds ("ETFs"), that are based upon the application of Amerivest's computer-based models to specific categories of information that we provide to Amerivest regarding our client.
 - This information may not include all of the client's individual financial circumstances that we consider when making investment decisions for our client.
 - The Service recommendations may not be consistent with our client's financial situation or goals, including those which may have been provided to TD AMERITRADE, Inc. with respect to its accounts at TD AMERITRADE, Inc.

We make the final investment decisions and suitability determinations with respect to investments for our clients' accounts and neither Amerivest nor TD AMERITRADE, Inc. assumes any responsibility for our investment decisions or the suitability of the investments for our clients.

TD AMERITRADE, Inc. will not change commissions on transactions in ETFs in our client's ASA accounts, including transaction to liquidate positions transferred into such accounts.

We pay Amerivest an annual sub-advisory fee, payable quarterly, for this Service.

- The fee is based on the amount of client assets that we place or commit to place in the Service, net of withdrawals. Our client's assets that are "Plan assets" Of plans subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or of a plan as defined in Section 4975 of the Internal

Revenue Code will be excluded from the determination of the level of client assets in the Service for the purpose of the fee computation.

- The basic fee to us for the Service is 30 basis points per year for each client account.
- There is a \$25,000 minimum asset requirement per client account.
- The basic fees are reduced when we place or commit to place more client assets in the Service.
 - The basic fee is reduced for all client account when we place or commit to place \$1 million or more client assets in the Service
 - The basic fee is reduced further when we place or commit to place \$5 million or more of client assets in the Service.
- If we place or commit to placing \$1 million to \$4,999,999.99 of client assets in the Service, we will have the annual fee reduced to 25 basis points.
 - If we commit to placing such amount but in fact do not within ninety (90) days, we will be charged at the basic rate.
- If we place or commit to placing \$5 million or more of client assets in Service, we will have the annual fee reduced to 20 basis points.
 - If we commit to placing such an amount but in fact do not within ninety(90) days, we will be charged at the rate applicable to \$1 million or more if that level is reached or, if not, at the basic rate.
- The actual amount we pay will be based on the market value of client assets in Service on the last day of each calendar quarter multiplied by one fourth of the applicable fee.

We determine the amount of investment management fees we charge to our clients. We do not charge or pass on to our clients any fees charged by Amerivest for the Service. Although we believe that the TD AMERITRADE, Inc. custody and brokerage services and the Amerivest sub-advisory Service are competitive in the marketplace for similar services offered by other broker-dealers, custodians and advisers, the Agreement with Amerivest and the fee structure for it as described herein for the Amerivest Service may effect our independent judgment in selection or maintaining TD AMERITRADE, Inc. as the broker or custodian for our client accounts and Amerivest as sub-advisor.

The receipt of economic benefits by us may influence our choice of brokers for custody and brokerage services. It is your decision whether or not to custody assets with a broker which offers our company referral service. **See Item 14. for details of referral service we use.**

3. Directed Brokerage

As noted in Item 12 A.2. above, we participate in TD AMERITRADE's institutional customer program and we may recommend TD AMERITRADE to our clients for custody and brokerage services.. There is no direct link between our participation in the program and the investment advice we give to our clients, although we do receive economic benefits through our participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount):

- receipt of duplicate client statements and confirmation;
- research related products and tools;
- Consulting services
- Access to a trading desk
- Access to block trading (which provides the ability to aggregate securities transaction for execution and then allocate the appropriate shares to our client accounts);
- The ability to have advisory fees deducted directly from our client's accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees
- Access to certain institutional money managers;
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors.

TD AMERITRADE may also have paid for business consulting and professional services received by our related persons.

Some of the products and services made available by TD AMERITRADE through the program may benefit us but may not benefit our client accounts.

- These products or services may assist us in managing and administering our client accounts, including accounts not maintained at TD AMERITRADE.
- Other services made available by TD AMERITRADE are intended to help us manage and further develop our business enterprise.
- The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.

As part of our fiduciary duties to clients, we endeavor at all time to put the interests of our clients first. Our clients should be aware, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD AMERTIRADE for custody and brokerage services.

- a. Our firm has not made any commitments to direct transactions to particular brokers in order to pay commission dollars for specific products, research and/or services. We receive research and reports from various brokers without cost in the normal course of doing business. Therefore, the timing and frequency of security transactions can be based solely on the merits of the investment itself and not on any need to generate commission dollars.
- b. We permit clients to direct brokerage. You may come to us with an existing broker. You may be paying high transaction costs. If so, we point out both financial and non-financial strengths and weaknesses of the broker and make it clear that lower commission rates may be available elsewhere.

If you direct us to use a particular broker, we may not be authorized under those circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. Under these circumstances a disparity in commission charges may exist between the commissions charged to you since you directed us to use a particular broker or dealer and other clients who do not direct us to use a particular broker.

If you still choose to use a broker with high transaction costs, we ask that you initial the client investment advisory agreement acknowledging that you are aware that other brokers with lower fees are available and that by executing through a broker of your choice, you may incur higher commissions than may otherwise have been available. Copies of the acknowledgments are kept on file. We document the reasons and factors cited by you for selecting a broker other than one of the brokers recommended by our firm.

- B. Since each account at our firm is individually managed with unique risks and objectives, purchases and sale of securities are generally not aggregated. Occasionally securities are bought and sold at the same time at the same broker for different clients and where the broker may aggregate the orders. There is no added cost to the client under these practices.

ITEM 13 – REVIEW OF ACCOUNTS

A. Our portfolio managers review accounts at least monthly. Their review includes the following:

1. The managers use Axys, our operations software, as well as the on-line ordering systems of the broker-dealers to check
 - the available cash balance in the accounts - to be sure that there is an ample amount available if there is a need for immediate cash.
 - the positions (amounts and types of securities) in the account to be sure that they are consistent with your objectives
 - to be sure that the manager's thoughts on the holdings have not changed.
2. The President reviews your performance before it is reported to you.
3. Ledgers are created each quarter to flag accounts with performance that deviate substantially from the market. The President reviews the reasons for the variances.

B. All portfolios are reviewed regularly.

C. Our firm sends clients quarterly portfolio valuation reports which include

- a portfolio summary,
- transactions for the quarter,
- performance calculation,
 - ❖ We maintain net and gross performance
- a listing of assets by cost basis and market value (appraisal)
- realized gains and/or losses
 - ❖ We provide capital gain and loss reports which may be derived from information supplied to us by others. These reports should not be the sole basis for preparing a tax return. The client is solely responsible for maintaining accurate account records for purposes of preparing tax returns and should verify that the information in all capital gain and loss reports is consistent with the official brokerage records for the account.

- ❖ We provide capital gain and loss reports which show transactions for periods of management. They do not include sales of non-discretionary assets. We use the First In, First Out (FIFO) or Specific Identification accounting method cost basis analysis. The cost basis for accounts previously managed by Weisberg & Fields was traced using a highest cost accounting method. The information in reports for clients whose accounts were previously managed by W & F will be based upon different criteria.
- ❖ We use Last In, First Out (LIFO) accounting method cost basis analysis for a select few non-taxable account.
- ❖ All questions pertaining to tax preparation should be directed to your tax advisor.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Our firm participates in several referral programs.

- A. **TD Ameritrade** – As disclosed in Item 12 above, we participate in TD Ameritrade's institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors.
- B. These benefits include the following products and services (provided without cost or at a discount)
- Receipt of duplicate client statements and confirmation
 - Research related products and tools
 - Consulting services
 - Access to a trading desk serving our participants
 - Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client account)
 - The ability to have advisory fees deducted directly from client accounts
 - Access to an electronic communications network for client order entry and account information
 - Access to mutual funds with no transaction fees and to certain institutional money managers
 - And discounts on compliance marketing research, technology, and practice management products or services provided to us by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by our related persons.

- Some of the products and services made available by TD Ameritrade through the program may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise.
- The benefits received by us or our personnel through our participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade.

As part of our fiduciary duties to our clients, we endeavor at all times to put the interest of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

- a. We have entered into an institutional advisor referral program with TD Ameritrade Institutional. TD Ameritrade Institutional referral program, AdvisorDirect was established by TD Ameritrade Investor Services. We received referrals through our participation in this program

TD Ameritrade Institutional is

- a division of TD Ameritrade, Inc. (“TD Ameritrade”) member FINRA/SIPC/NFA.
- an independent and unaffiliated SEC-registered broker-dealer and FINRA member.
- a discount broker-dealer.

We may recommend TD Ameritrade to clients for custody or brokerage service. Our firm has no employee or agency relationship with TD Ameritrade.

TD Ameritrade

- has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors.
- does not supervise us and has no responsibility for the management of our client portfolios or our other advice or services.
- does not make any determination as to the suitability of the investment activity undertaken by our company relative to client accounts.
- has no duty to supervise or monitor our activity.
- May have selected our firm to participate in AdvisorDirect based on the amount and profitability to them of assets in and trades for client assets maintained with them.

We pay TD Ameritrade an on-going fee for each successful client referral.

- This fee is usually a percentage (not to exceed 25%) of our advisory fee (“solicitation Fee”).
- We also pay TD Ameritrade the Solicitation fee on any advisory fees received by us from any of a referred client’s immediate family members, including a spouse, child or any other immediate family member who resides with the referred client and hired advisor on the recommendation of such referred client.
- We do not charge clients referred through AdvisorDirect any fees or costs higher than our standard fee schedule offered to our clients or otherwise pass Solicitation Fees paid to TD Ameritrade to our clients.
- We may receive client referrals from TD Ameritrade through our participation in TD Ameritrade AdvisorDirect.
 - In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, we may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade.

Additional information concerning TD Ameritrade fees can be found on their Advisor Direct Disclosure and Acknowledgement Form.

The TD Ameritrade referral program offers us services which include

- custody of securities,
- trade execution,
- clearance and settlement of transactions.

We receive some benefits from TD Ameritrade through our participation in this program such as

- assistance with conferences
- educational meetings from product sponsors

There is no direct link between our participation in this program and the investment advice we give to our clients, although we received economic benefits through our participation in these programs that are typically not available to TD Ameritrade retail investors. **These benefits are listed in Item 12.**

Our participation in AdvisorDirect raises potential conflicts of interest.

- TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, we may have an incentive to recommend to clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

We have agreed

- not to solicit clients referred to us through AdvisorDirect to transfer their accounts from TD Ameritrade
- not to establish brokerage or custody accounts at other custodians, except when our fiduciary duties require doing so.

Our participation in AdvisorDirect does not diminish our duty to seek best execution of trades for clients. We put the interests of our clients first. The receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and my influence our choice of TD Ameritrade for custody and brokerage services.

C. SCHWAB ADVISOR NETWORK™– We have entered into an agreement with Charles Schwab & Co., Inc (Schwab).

- We received client referrals from Schwab through our participation in the Schwab Advisor Network™ (“the Service”).
 - The service is designed to help investors find an independent investment advisor.
 - Schwab is a broker-dealer independent of and unaffiliated with us.
 - Schwab does not supervise nor does Schwab have any responsibility for the management of our client’s portfolios or other advice or services given to our clients.
 - We pay a fee to Schwab to received client referrals through the Service.
 - Participation in the Service may raise potential conflicts of interest.
1. We pay a Participation Fee on all referred clients’ accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on accounts that are maintained at, or transferred to, another custodian.

The Participation Fee

- is a percentage of the value of the assets in the client’s account.
- is subject to a minimum participation fee.
- is paid so long as the referred client’s account remains in custody at Schwab.

- is billed to us each quarter and may be increased, decreased or be waived by Schwab.
 - is paid by us and not by the client.
2. We have agreed not to charge clients referred through the Service, fees or costs greater than the fees or costs that we charge clients with similar portfolios, who were not referred through the Service.
 3. We pay Schwab a Non-Schwab Custody Fee
 - if custody of a referred client's account is not maintained by or assets in the account are transferred from Schwab.
 - which is a one time payment equal to a percentage of the assets placed with a custodian other than Schwab.
 - which is higher than the Participation fees we generally would pay in a single year.

We will have an incentive to recommend that client accounts be held in custody at Schwab.

The fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab.

4. Schwab Participation and Non-Schwab Custody Fees
 - Will be based on assets in our client accounts who were referred by Schwab
 - Will be based on assets in accounts referred clients' family members living in the same household
5. We will have incentives
 - to encourage clients and their family members to maintain custody of their accounts at Schwab
 - to execute transaction at Schwab
 - to instruct Schwab to debit our fees directly from their accounts.
6. Schwab will not charge clients referred separately for custody but will receive compensation from our clients as commissions or other transaction-related compensation on securities trades executed through them.
7. Schwab will also receive a generally lower fee on trades it executes for clearance and settlement of trades executed through broker-dealers other than Schwab. These fees are in addition to the other broker-dealer's fees.

D. HEWITT ADVISORCONNECTION™ – We have entered into an agreement with Hewitt Financial Services LLC (“Hewitt”).

- We receive client referrals from Hewitt through our participation in Hewitt AdvisorConnection™ (“the Service”).
- The Service is designed to help investors find independent investment advisors.

1. Hewitt

- is a registered investment adviser and broker-dealer independent of and unaffiliated with us.
- does not supervise us and has no responsibility for our management of clients’ portfolios or our other advice or services.
- is paid fees to receive client referrals through the Service. Our participation in the Service may raise potential conflicts of interest.

2. We pay Hewitt

- a participation fee on all referred clients’ accounts that are maintained in custody through one or more broker-dealers maintaining a fee-sharing relationship with Hewitt
- a separate fee on all accounts that are maintained at, or transferred to, another custodian.
- a percentage of the fees that client owes to us and an annual retainer.
- for so long as the referred client’s account remains in custody at Hewitt.
- fees billed to us quarterly. The fees may be increased, decreased or waived by Hewitt.
- a separate fee if custody of a referred client’s account is not maintained by or assets in the account are transferred from broker-dealers having fee sharing agreements with Hewitt.
 - This separate fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Hewitt.
 - The fee is higher than the participation fees Advisor generally would pay in a single year. Thus we will have an incentive to recommend that client accounts be held in custody through broker-dealers having fee sharing agreements with Hewitt.

The participation fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service.

3. For accounts of our clients maintained in custody at broker-dealers having a fee sharing relationship with Hewitt, Hewitt

- will not charge clients separately for custody

- will receive compensation indirectly from our clients in the form of commissions or other transaction-related compensation on securities trades executed through this participating broker-dealer.
4. Trades for client accounts held in custody through Hewitt's arrangements with third party broker-dealers may be executed through a different broker-dealer than trades for our other clients. Trades for accounts custodied through these broker-dealers may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

D. ALL FINANCIAL ADVISORS - We have entered into a written contract with Atlas Guides, LLC on a month to month basis. We will pay Atlas \$110 for each viable pre-qualified referral that Atlas Guides, LLC provides to us.

Atlas Guides publishes online directories in selected online vertical markets. Their most recent directory is www.AllFinancialAdvisors.com. Their database contains current Registered Investment Advisors. Atlas provides us with a feature listing on their website which includes a method for consumers to send GLR their contact information as a referral.

GLR has provided Atlas Guides LLC with information to post on their website which is reviewed periodically for completeness and accuracy.

ITEM 15 – CUSTODY

Our firm has custody of client assets. A related person

- has possession of client funds or securities;
- has an arrangement (including a general power of attorney or is a trustee) which authorizes us to withdraw client funds or securities maintained with a custodian;
- has possession of or access to client funds in connection with advisory or bookkeeping services provided to clients.

A related person is a person directly or indirectly controlling or controlled by the company and any person under common control with the company. The related person's ability to obtain client assets and our limited authority or influence over them poses a sufficient risk.

All client assets are safeguarded in order to prevent them from

- being lost,
- misused,
- misappropriated
- subject to financial losses.

QUALIFIED CUSTODIAN – Your assets must be maintained by an independent qualified custodian. Qualified custodians include financial institutions that we for custodial services including

- banks,
- registered broker-dealers,
- registered futures commission merchants.

A qualified custodian maintains funds and securities in a separate account for you under your name; or in accounts that contain only your funds and securities, under our name as agent or trustee for you.

We believe, after inquiring, that a qualified custodian that maintains funds or securities for you sends you an account statement for you to review. The statement

- identifies the amount of funds and each security in your account at the end of the period and
- lists all transactions in the account during that period.

We include a legend in our reports urging you to compare the account statements you receive from the custodian with any statements or other information such as invoices you receive from us to determine whether account transactions, including deductions to pay advisory fees, are accurate. We believe providing regular notice will serve to more effectively remind you to take steps to protect your assets.

CUSTODY AUDIT - We have a written agreement with Lane Gorman Trubitt, PLLC, an independent public accountant. They perform an actual examination of our custody accounts at least once during each calendar year. Client funds and securities are verified.

- The examination is done on a surprise basis at a time chosen by the accountant without prior notice or announcement to us.
- The dates of the surprise audits are irregular from year to year.
- The accountant files a certificate on Form ADV-E with the SEC within 120 days of the surprise audit, stating that it has examined the funds and securities of the custody accounts. They also describe the nature and extent of the examination.

POLICIES AND PROCEDURES –Our firm maintains strong policies, procedures, and controls over access to client assets. The procedures are reasonably designed to prevent misappropriation or misuse of client assets, assure prompt detection of any misuse, and allow us to take appropriate action if any misuse does occur.

Our firm

- conducts background and credit checks on our employees who will have access (or could acquire access) to your assets.
- requires authorization of more than one employee before the movement of assets within, and withdrawals or transfers from your account.
- limits the number of employees who are permitted to interact with custodians with respect to your assets.
- requires that any problems related to your assets be brought to the immediate attention of management.

CHIEF COMPLIANCE OFFICER - We insure that our chief compliance officer (CCO) has access to sufficient information and authority to enforce our policies and procedures.

Our CCO periodically tests the effectiveness of the firm's controls over the safekeeping of your assets by periodically testing

- the reconciliation of account statements prepared by us with account statements of qualified custodians
- a sample of fee calculations for client accounts to determine their accuracy,
- the overall reasonableness of the amount of fees deducted from all client accounts for a period of time based on the company's aggregate assets under management;
- to insure that there is a segregation of duties between the personnel responsible for processing billing invoices and receipt of payment.

ITEM 16 - INVESTMENT DISCRETION

Our firm accepts discretionary authority to manage client securities accounts. You sign a limited power of attorney (LPOA) with your broker which gives us the authority

- to decide which securities to purchase and sell for you, or retain on your behalf.
- to disburse assets for investment purposes or to you personally,
- to remit checks, wire funds, and otherwise make disbursements of funds held in your account to banks, broker-dealers, investment companies, or other financial institutions for credit to an account of identical registration or to you at your address of record.

Each client also signs a fee agreement with us that allows us to buy, sell and trade in stocks, bonds, and other securities. The document allows us to act for you on your behalf with the same force and effect.

New clients also complete a new account information sheet. There is a place on this form for you to list any special investment instructions (limitations on investments, inherited stock, etc.). This information is entered into the client data base and is reviewed often by the account manager.

ITEM 17 – VOTING CLIENT SECURITIES

- A. Our firm accepts authority to vote client securities. We have designed Proxy voting polices to ensure that your securities are voted in your best interest.

Proxies are voted electronically whenever possible via Broadridge ProxyEdge Internet based system by a portfolio manager.

- This system allows voting and recording proxies online and meets SEC requirements.
- It provides online notification and summary reporting.
- Accounts are added to the system when a new client elects to have us vote on their behalf and deleted when the client closes their account. These transactions are done via fax.
- A portfolio administrator assistant or other designated employee ensures that all additions and deletions from the proxy voting list are current.
- All paper ballots that may be received before a portfolio is added to the system are voted by a portfolio manager consistent with its electronic counterparts.

Each proxy is closely examined by a portfolio manager for potential conflicts of interest. Conflicts are limited because of the relatively small size of our company. And that we and our employees currently hold less than a 5 % interest in public companies.

- If a potential conflict exists, the portfolio managers meet and decide how to handle such conflicts.
- If the conflict involves your account, you will be notified of the potential conflict and asked to vote your own proxy.
- If the conflict involves a certain manager the other managers will make the proxy decision.

ProxyEdge allows voting as a group or on an individual basis.

We keep records of how proxies were voted in accordance with SEC record keeping requirements. The online system stores information electronically for up to 7 years.

We keep

- proxy voting policies and procedures
- proxy statements received regarding client securities,
- records of votes cast on behalf of clients,
- written client request for proxy information
- written responses by the advisory to any such written or oral client request,
- any documents prepared by the portfolio manager that were material to making a decision to vote, or that memorialized the basis for the decision.

Proxy statements may be retrieved from the SEC EDGAR system rather than maintaining copies. We may also rely on third party service providers for information regarding proxies.

Clients are informed annually via our newsletter – The Ray Report, that information on the voting of their proxies and a copy of the firm's policies and procedures are available upon request.

- B. A client may choose to assume the responsibility of voting their own proxy ballots. They can vote paper ballots or vote on line.

ITEM 18 – FINANCIAL INFORMATION

- A. Our firm does not require prepayment of fees.
- B. There is no financial condition reasonable likely to impair the ability of our firm from meeting contractual commitments to our clients.
- C. Our firm has not been subject of a bankruptcy petition at any time during the past ten years.