

**Form ADV Part II
Brochure Cover Page**

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SEC File No. 801—50972

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This brochure provides information about the qualifications and business practices of Grant GrossMendelsohn, LLC. If you have any questions about the contents of this brochure, please contact us info@ggmwealthadvisors.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 Grant GrossMendelsohn, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

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Form ADV - Part 2A

Advisory Business

Grant/GrossMendelsohn, LLC ("GGM") provides investment advisory services to individuals, employee benefit plans, trusts, estates, charitable organizations or other business entities. The firm was formed in 2000 when Gross/Mendelsohn & Associates, a regional CPA and consulting firm, was admitted as a 50% equity owner to the predecessor firm, Grant Capital Management, LLC. Chris Grant, the managing member of GGM, has been a Registered Investment Advisor (Series 65 and 2 licenses) since 1992.

Grant/GrossMendelsohn provides services pursuant to two types of agreements:

1. Discretionary Agreement GGM will have full authority to buy or sell assets for the account without prior consultation with the client.
2. Non-Discretionary Agreement GGM will make recommendations to the client, but may not act without prior consent.

As of December 31, 2012, GGM managed \$263 million on a discretionary basis and \$2 million on a non-discretionary basis. (Employee account balances are not included in the discretionary balance.)

GGM manages client accounts based upon individual needs and circumstances as determined at the time of the initial engagement and as modified from time to time. Considerations include the client's needs/desire for a) long-term capital appreciation b) income/cash flow c) capital preservation and d) risk tolerance. Portfolio analysis and performance reporting is provided to clients quarterly, while internal account and security analyses are performed on a more frequent basis.

Equity securities utilized for portfolio management are primarily open and closed-end mutual funds and exchange traded funds (ETFs), although individual equities (stocks, preferred stocks, and convertible securities) may also be included. In addition to bond mutual funds, individual taxable and tax-exempt (municipal) bonds may be utilized where appropriate. Clients may restrict the use of certain securities or types of securities (e.g. options, futures contracts, commodity contracts or "sin" stocks). When open-end mutual funds are selected, only "no-load" funds or "load-waived" funds are utilized. (Note: selected funds may require payment of a "transaction" fee payable to the custodian, Charles Schwab & Company.)

Individual bonds purchased on behalf of clients are delivered to clients at GGM's cost with no price markup. Transaction charges payable to Charles Schwab (currently \$25/trade for each client purchase) are charged to the client account. (See Brokerage Practices)

Fees and Compensation

Compensation for GGM's advisory services is fee-only and is calculated as set forth on the following schedule:

Managed Assets	Equity/Balanced Portfolio	100% Fixed Income	Enhanced Equity Strategy
\$0-\$1M	1.00%	.50%	.75%
\$1M-\$3M	.75%	.35%	.50%
\$3M-\$5M	Negotiable	.25%	.35%
+\$5M	Negotiable	.25%	.25%

Note: Fee decreases are incremental

Fees are computed on the basis of assets valued on the last business day of the prior quarter for each calendar quarter and 25% of such fee shall be paid to the Advisor by the 10th business day of the current quarter for services to be rendered during such quarter. An invoice showing the account balance, the percentage rate and the fee due is included in the quarterly review package provided to each client. For that portion of a client's account that is invested in mutual funds or exchange traded funds, the client will (as a shareholder of such mutual fund or exchange traded fund) bear a proportionate share of the fund's operating expenses, including management fees that are paid to the fund's investment advisor. GGM has no financial interest in such payments.

Investment agreements between GGM and its clients may be terminated at any time upon written notice by either party. Fees are prorated to the date of termination and any unearned portion of the prepaid fees are refunded to the client.

During the initial quarter of management services, fees shall be prorated according to the time frame and account balance(s) under management. Such pro ration calculation shall be reflected on the billing invoice.

Performance-Based Fees and Side-By-Side Management

1. GGM does not accept performance based fees - that is fees based on a share of capital gains on or capital appreciation of client assets.
2. GGM does not provide management services on either an hourly or flat fee basis.

Types of Clients

GGM provides investment advisory services to individuals, corporations, employee benefit plans, trusts, estates, charitable organizations or other business entities. Minimum account size is normally \$250k but may be waived on an individual case basis.

Methods of Analysis, Investment Strategies and Risk of Loss

GGM's methods of analysis include the following:

1. Evaluating secular and cyclical economic trends
2. Performing fundamental equity research
3. Employing technical or charting indicators
4. Analyzing and implementing asset allocation/diversification strategies

The sources of information GGM uses include:

1. Financial print and electronic media including newspapers, magazines, and internet-based providers
2. Research materials prepared by others including fund and security (e.g. ETF) sponsors
3. Corporate rating services
4. Timing services
5. Annual reports, prospectuses, filings with the SEC
6. Company press releases

The strategies used by GGM to implement investment portfolios are generally diversified among equity market capitalization (large, mid, small-cap) and investment styles ("growth" and "value"). Each client's objectives and "risk tolerance" will be used to establish the asset allocation (the mix between stocks, bonds and cash), as well as the characteristics of the component securities (e.g. core "blue-chip" equities vs. micro-cap stocks or emerging market equity exposure). Similarly, the structure of fixed income allocations will vary as to the allocations to investment grade (BBB rated and above), high-yield ("junk bond"), specialty, and foreign (non-dollar) securities.

Investing in securities involves the risk of loss due to changes in the investment environment, individual corporate performance, shifts in interest rates, currency fluctuations (in the case of non-dollar equity or bond exposure) or other unanticipated non-market events. While GGM works with its clients to determine appropriate asset allocations that are consistent with their objectives and risk tolerance, there is no assurance that these objectives will be met. Past performance is not a guarantee of future results.

Disciplinary Information

GGM has not been and is not the subject of either legal or disciplinary actions.

Other Financial Industry Activities and Affiliations

Chris Grant is a licensed insurance agent in the state of Maryland and provides life insurance policies to clients on an occasional basis in conjunction with their overall financial and estate planning.

GGM is affiliated with Gross Mendelsohn and Associates (See Advisory Business). Because Gross Mendelsohn has an equity ownership in GGM, referrals of clients to GGM for investment advisory services could be deemed a conflict of interest. However, this relationship is fully disclosed to all clients and prospective clients and Gross Mendelsohn receives no compensation for referrals. The GGM fee structure (See Fees and Compensation) is identical for Gross Mendelsohn clients and non-clients.

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

GGM operates under a Code of Ethics adopted pursuant to SEC rule 204A-1. A copy of the GGM Code of Ethics will be provided to any client or prospective client upon request. Employees of GGM may, from time to time, purchase or sell securities that are also purchased or sold on behalf of clients. For example, GGM may execute a block buy or sell trade of an ETF widely held among its clients as well as one or more employees. In order to eliminate any conflict of interest, all such trades executed on the same day are processed in the GGM Master Account (at Charles Schwab & Company) and allocated to the various accounts at the end of the day. Thus, all purchasers/sellers receive identical pricing.

Brokerage Practices

The Custodian and Brokers Used by GGM

GGM does not maintain custody of client assets that we manage, although we may be deemed to have custody of those assets if we have authority to withdraw management fees or assets from the accounts (See Custody below). Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. GGM requires that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian for all actively managed accounts. GGM may monitor client accounts such as active 401(k) accounts that must be maintained with the employer's custodian. GGM is independently owned and operated and is not affiliated with Schwab. Schwab holds client assets in a brokerage account and buys and sells securities when GGM instructs them to. While we require that clients use Schwab as custodian/broker, each potential client will decide whether to do so and will open their account with Schwab by entering into an account agreement directly with them. GGM does not open accounts for clients, although we may assist in doing so. Even though client accounts are maintained at Schwab, GGM can still use other brokers to execute trades for client accounts. (see Brokerage and Custody Costs). Note: Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor.

Broker/Custodian Selection Process

GGM seeks to use a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, money link transfers, check requests, bill payments, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our clients
- Availability of other products and services that benefit us (see Products and Services Available to us from Schwab)

Brokerage and Custody Costs

For GGM's client accounts that Schwab maintains, Schwab generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into client accounts. Schwab's commission rates and transaction fees applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. This commitment benefits all clients because the overall commission and transaction costs are lower than they would be otherwise. In addition to commissions and transaction fees, Schwab charges clients a flat dollar amount as a "prime broker" or "trade away" fee (currently \$25) for each trade that GGM executes through a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into client Schwab accounts. These fees are in addition to the commissions or other compensation the Client pays the executing broker-dealer. This trading method is particularly beneficial to clients because it allows GGM to "shop" the market for larger blocks of bonds which can then be purchased at a more favorable price. Block purchases and sales are allocated among accounts by the end of the trade day. (Note: GGM delivers all bonds to clients at its cost without price markup.) In order to minimize client trading costs, GGM executes most trades through Schwab. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of Client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. (see Broker/Custodian Selection)

Products and Services Available to GGM From Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like GGM. They provide us and our clients with access to its institutional brokerage - trading, custody, reporting, and related services, - many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis and at no charge to GGM as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at

Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services.

Services that Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit all clients and their accounts.

Services that May Not Directly Benefit Clients

Schwab also makes available to GGM other products and services that benefit us but may not directly benefit clients or their accounts. These products and services assist GGM in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. GGM may use this research to service all or a substantial number of our clients accounts. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from clients' accounts Assist with back-office functions, record keeping, and client reporting

Services that Generally Benefit Only GGM

Schwab also offers other services intended to help GGM manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to GGM. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel. Specifically, Schwab Advisor Services provides GGM a discount of \$1,000 for the software provided by Schwab Performance Technologies. This software is utilized in the management and reporting for all client accounts.

GGM's Interest in Schwab's Services

The availability of these services from Schwab benefits GGM because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us a minimal incentive to require that clients maintain their account with Schwab (Note the total assets custodied at Schwab under Advisory Business) based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution

of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and we do not believe that requiring our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Cross Trades Between Client Accounts and Prime Brokerage Transactions

GGM may enter into cross transactions between client accounts (selling a security on behalf of one client and purchasing the same security on behalf of another client). Such transactions are limited to instances where, in the judgment of GGM, the transaction is in the best interest of both clients. In such event, GGM shall obtain at least two (2) competitive bid/ask quotes and shall effect the transaction at the mid-point of the most favorable quote. While there is a possibility of a conflict of interest between the two clients, the methodology is designed to effect both a higher selling price for the seller and a lower purchase price for the buyer. Each such cross transaction shall be reviewed for equitable treatment between clients and if the proposed cross transaction would result in a market disadvantage to either client, the transactions will be executed separately in the open market. This policy is set forth in GGM's Code of Ethics and Policy and Procedure manual, a copy of which is available to any client or prospective client upon request.

In order to efficiently transact fixed income (bond) purchases from a variety of bond dealers at the most favorable prices, GGM maintains a "prime brokerage" agreement with its custodian, Charles Schwab & Co. This arrangement permits the bulk purchase of fixed income securities prior to their allocation to various client accounts. The transaction cost to clients of \$25 per trade is identical to the cost of purchasing bonds for direct delivery into a client's account via a "trade away" transaction. The use of the "prime broker" process is consistent with GGM's objective of minimizing the total acquisition cost for securities. In order for a client to be eligible for prime broker transactions, they must execute a Prime Brokerage Agreement which sets forth the terms and conditions of Prime Brokerage transactions.

Review of Accounts

All client accounts are reviewed formally by a Registered Investment Advisor or Registered Investment Advisor representative on a quarterly basis to evaluate:

1. Asset allocation based upon established guidelines for growth/income or risk tolerance.
2. Actual performance
3. Performance relative to pre-established benchmarks and/or objectives.

All accounts are reviewed by Christopher E. Grant, Jeffrey G. Johnson, or Michael D. Little. Approximately 55 accounts are reviewed by each. Written reports reflecting the structure and performance of the client account are rendered along with individualized correspondence addressing the review items.

Interim reviews may be performed due to changes in client objectives, market conditions, or additions or withdrawals from a client account.

Additionally, GGM provides year-end tax information to each client detailing gains/losses and such other information as is requested by the tax preparer. Custodial reports from Schwab showing current holdings and value are provided monthly. Schwab also provides annual 1099 interest and dividend information to each client.

Client Referrals and Other Compensation

GGM receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit GGM, and the related conflicts of interest are described above (see Brokerage Practices). The availability to GGM of Schwab's products and services is not based on GGM giving particular investment advice, such as buying particular securities for our clients.

In the event of a client referral by a registered investment advisor or investment advisor representative employed by GGM and properly registered with the SEC, GGM may allocate a portion of the advisory fee to the referring source. The payment of such a referral fee is fully disclosed to the client and does not increase the total fee paid by the client. GGM does not engage any solicitors and does not pay referral fees except as specifically set forth above.

Custody

Under government regulations, GGM is deemed to have custody of client assets if, for example, the client authorizes us to instruct Schwab to deduct our advisory fees directly from the client account. Schwab maintains actual custody of client assets. Clients receive account statements directly from Schwab at least quarterly. They will be sent to the e-mail or postal mailing address provided by the client to Schwab. Clients should carefully review those statements promptly when received. GGM also urges all clients to compare Schwab's account statements to the periodic portfolio reports provided by GGM.

Chris Grant acts in the capacity of both advisor and trustee on several client trust accounts. The grantor of the trust acts as the independent representative on behalf of the account holder and receives statements and assumes responsibility to review those statements under an agreement with the custodian for the accounts.

Partners of Gross Mendelsohn and Associates, the affiliated accounting firm, also act as Trustees under various client trust accounts. Each Trustee/Partner acts as the independent representative on behalf of the account holder and receives statements and assumes responsibility to review those statements under an agreement with the custodian for the accounts.

Due to these trustee arrangements, GGM is "deemed" to have custody of client assets. Therefore, pursuant to the requirements set forth in paragraph (a)(1) of Rule 206(4)-2 of the Investment Advisors Act of 1940, GGM has engaged Frazier & Deeter, LLC, Certified Public Accountants and Advisors, to conduct the "surprise examination" required under Rule 204-2(b) to confirm compliance with the requirements of the Act. The results of their examination are reported directly to the SEC.

Investment Discretion

GGM manages the majority of client accounts (see Advisory Business) on a discretionary basis with full authority to buy or sell assets for the account without prior consultation. This authority is granted to GGM by the client in the Investment Advisory Agreement executed by both parties. Clients may elect to have their account managed on a non-discretionary basis. (see Advisory Business) A copy of the sample Advisory Agreement will be provided to any prospective client upon request.

Voting Client Securities

As set forth in the its Policies and Procedures, GGM does not vote proxies on behalf of clients. Clients will receive a copy of proxy solicitations directly from the company (unless otherwise directed by the client) and may consult with GGM regarding any of the proxy issues. Clients retain the right to vote their respective proxies (unless otherwise directed by the client). A copy of the GGM Policies and Procedures regarding the voting of proxies is available upon request.

Financial Information

Because GGM does not solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, no additional financial Information is required.

There are no financial conditions that are reasonably likely to impair GGM's ability to meet contractual commitments to clients.

Form ADV Part 2B
Brochure Supplement

Rollover Adviser Data for Grant GrossMendelsohn, LLC

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This brochure supplement provides information about Rollover Adviser Data for Grant GrossMendelsohn, LLC that supplements the Grant GrossMendelsohn, LLC brochure. You should have received a copy of that brochure. Please contact Chris Grant if you did not receive Grant GrossMendelsohn, LLC's brochure or if you have any questions about the contents of this supplement.

Advisers Educational Background and Business Experience

Investment Committee

The Investment Committee is responsible for reviewing broad economic and market conditions, current investment strategies and securities being utilized by GGM, and any changes or pending changes in the income or estate tax laws that might have an impact on those strategies. Additional items considered by the Investment Committee include marketing, personnel and client management matters. Members of the committee include: Christopher E. Grant, Jeffrey G. Johnson, Michael D. Little, David A. Goldner, and Paul O. Wallace.

Client Portfolio Management and Advisor Educational Requirements

Client portfolio management, including asset allocation, security selection and quarterly reporting, is provided by Chris Grant, Jeffrey Johnson, and Michael Little. GGM requires that employees involved in giving investment advice have a minimum of a college bachelors degree and be properly registered with the SEC. Additionally, we encourage our advisors to seek postgraduate education as well as to maintain a curriculum of continuing education in areas related to investment and financial planning. We also encourage our advisors to pursue professional designations.

Advisor Profiles

Christopher E. Grant

DOB 1945

Mr. Grant received a B.A. in political science from The Colorado College, an MBA in finance from the University of Baltimore, and a J.D. from the University of Maryland. He is also a CPA in the state of Maryland. Mr. Grant has over twenty-five years experience in the financial and investment business. His career has included positions as Treasurer of The Equitable Trust Company; Executive Vice- President and Principal of The Townsend Company, an investment company specializing in real estate syndication, both located in Baltimore, Maryland. Mr. Grant has served as a Principal of Grant/GrossMendelsohn, LLC or its predecessor firms for the past 20 years.

Jeffrey G. Johnson

DOB 1974

Mr. Johnson received B.S. and M.B.A. degrees from Lehigh University. Mr. Johnson has 12 years experience in the investment business include positions with Penn-Options (Philadelphia) as an options specialist, Tradition-Asiel Securities (New York) as a risk arbitrage trader and Private Wealth Advisors (Pittsburgh) as a Portfolio Manager. He is currently a Director of Investment Management with Grant GrossMendelsohn, LLC.

Michael D. Little

DOB 1980

Mr. Little received a B.A. degree in economics from Johns Hopkins University. Mr. Little has Series 7 and 66 securities licenses as well as a Maryland Life & Health Insurance license. Mr. Little is also a CERTIFIED FINANCIAL PLANNER™ (CFP®). He has 8 years of investment and banking experience with Wachovia Securities in Philadelphia and Wachovia Bank (a Wells Fargo Company) in Baltimore. Mr. Little serves as a Senior Investment Advisor with Grant/GrossMendelsohn, LLC.

Committee Member Profiles

David A. Goldner

DOB 1957

Mr. Goldner received a B.S. in accounting from the University of Maryland and an M.S. in Taxation from the University of Baltimore. He received his CPA in 1980 and his CFP designation in 1989. Mr. Goldner has been employed by Gross, Mendelsohn & Associates P.A. since 1982 and is currently the managing partner of the firm. Mr. Goldner is a member of the Investment Committee and Grant/GrossMendelsohn's Executive Committee but does not provide discretionary investment advice to Grant/GrossMendelsohn clients.

Paul O. Wallace

DOB 1955

Mr. Wallace received a B. A. degree from Johns Hopkins University and an M.S. in Taxation from the University of Baltimore. He received his CPA in 1983 and CFP designation in 1989. Mr. Wallace has been in public accounting since 1982 and has been a tax partner with Gross, Mendelsohn & Associates, P.A. since 2000. Mr. Wallace is a member of the Investment Committee and Grant/GrossMendelsohn's Executive Committee but does not provide discretionary investment advice to Grant/GrossMendelsohn clients.