

Diastole Wealth Management, Inc.

Part 2A of Form ADV

The Brochure

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This brochure provides information about the qualifications and business practices of Diastole Wealth Management, Inc. (“Diastole”). If you have any questions about the contents of this brochure, please contact us at 203-458-5220. 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 Diastole is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

Diastole's most recent update to Part 2 of Form ADV was made in May 2011. In early 2012 Diastole sold ETC Brokerage Services, LLC (f/k/a Collective Financial, LLC, and hereafter "ETC Brokerage Services") and it is no longer an affiliated broker-dealer of Diastole. In 2010 the SEC required significant changes to the content and format of Part 2 of Form ADV. This brochure, which reflects those changes, is materially different from brochures used by Diastole in prior years.

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Advisory Business

Diastole provides financial planning services as well as investment consulting services including review of investment objectives, assistance in the selection of third-party investment advisors, and ongoing review and revaluation. In addition, Diastole also provides administrative services including ongoing quarterly performance reporting, tax lot accounting and ongoing due diligence associated with the maintenance of a recommended list of independent investment advisors. Diastole also provides pension consulting services. The consulting and administrative fees are billed together ("bundled") and are retained by Diastole. Diastole also remits a portion of the bundled fee to the unaffiliated third party money managers selected by Diastole and approved by the Client, for the on-going investment supervisory services provided by such firms. The custody firm may charge a fee or a commission on transactions as determined by Diastole in consultation with the client.

Diastole serves as an investment manager or adviser to several related private investment partnerships organized to invest in securities and other financial instruments (Eden Partners Absolute Growth Fund and the Steamboat Fund, collectively “Private Funds”). In addition, Diastole manages separate accounts for individuals and institutional Clients (together with the Private Funds “Clients”).

In providing services to the Private Funds, Diastole formulates the investment objective for each Fund, directs and manages the investment and reinvestment of each Fund’s assets, and provides periodic reports to investors in each Fund. Investment advice is provided directly to each Fund and not individually to the investors of the Funds. Diastole manages the assets of each Fund in accordance with the terms of the governing documents applicable to each Fund.

Diastole has been a registered investment advisor since November 1996 and is owned by Ethan A. Eden, Elizabeth D. Eden Elizabeth E. Cook, and Meredith Eden. As of February 28, 2012 Diastole managed \$71,451,900 on a discretionary basis on behalf of approximately 60 Clients and \$526,467,668.93 on a non-discretionary basis on behalf of 180 Clients.

Fees and Compensation

Fees are billed at the inception of the account, prorated for the time remaining in the quarter and quarterly thereafter. Clients may terminate their relationship with Diastole without penalty at any time upon written notice and they will receive a pro rata refund of any fees paid in advance. Fees will be billed in accordance with the following fee schedule:

Assets in Account	Consulting Fee	Administrative Fee	Bundled Fee
First \$1,000,000	1.00 %	.40 %	1.40 %
Next \$1,000,000	.80 %	.30 %	1.10 %
Next \$1,000,000	.60 %	.25 %	.85 %
Next \$1,000,000	.40 %	.25%	.65 %
Remainder	.20 %	.25%	.45 %

Fees and minimum account sizes may be negotiable in certain circumstances as occasion may warrant in the judgment of Diastole. Certain Clients may pay more or less than others depending upon the amount of assets, the type of account, the anticipated trading activity and the amount for special services required to service the account. Client accounts aggregated for reporting purposes (“house-held”) may be also aggregated for purposes of Diastole’s fee calculations. Furthermore, Diastole may also have Clients with older fee arrangements which have been grandfathered.

In addition to the fees outlined above, Clients may also pay an investment management fee to the third party managers recommended by Diastole and approved by the Client. The fees shall be negotiated between the third party manager and the Client and are separate from, and in addition to any fees charged by Diastole.

Mutual funds will charge their own investment management fees and will incur their own transaction costs which are in addition to any fees charged by Diastole. Detailed information on

these costs can be found in the mutual funds' prospectuses which will be provided to Clients prior to or at the time of investment. Diastole is not compensated by any of the mutual fund companies recommended for Client investment. Clients could avoid Diastole investment consulting and administrative fees by purchasing funds directly from the mutual fund companies.

Certain of Diastole's employees are registered representatives of ETC Brokerage Services, which is a registered broker-dealer and FINRA member. Diastole does not regularly execute securities transactions through ETC Brokerage Services on behalf of its clients. However, from time to time and based on client circumstances, Diastole may execute individual securities transactions for clients through ETC Brokerage Services. Under these circumstances, clients will pay the normal securities transaction fees charged by ETC Brokerage Services and associated persons of Diastole who are also registered representatives of ETC Brokerage Services may be compensated as a result of the transaction.

Consulting Services

On occasion, Diastole may charge certain of its Clients a flat consulting fee. Such fee is typically only charged to Clients for specific accounts that are monitored and included in Diastole's periodic reports to the Client and not managed by Diastole. Diastole may also charge hourly fees for consulting services not involving investment supervisory services, such as the creation of a financial or estate plan. Such flat fees or hourly fees are invoiced directly to the Client.

Private Funds

Detailed information regarding the fees charged to the Private Funds is provided in each Fund's offering documents and other governing documents. In addition to management fees and incentive fees, investors will bear indirectly the fees and expenses charged to the Private Funds. Those fees and expenses will vary, but typically will include fees associated with third party investment advisors, making or selling portfolio investments, legal and accounting fees, taxes, commissions and brokerage fees, registration expenses, fees to government regulatory agencies, the cost of directors' and officers' liability insurance and other expenses such as litigation costs. Investors should review all fees charged by Diastole, its affiliates, and others to fully understand the total amount of fees to be paid by the Private Funds and, indirectly, their investors.

Insurance Producer

Diastole is licensed as an insurance producer with the state of Connecticut. Diastole personnel may recommend certain insurance products to Clients and may receive commissions on direct sales of insurance products to Clients. Diastole may have a conflict of interest in sales of insurance products as Diastole may have an incentive to recommend insurance products based on the compensation it receives. Clients have the option to purchase insurance products from brokers and agents not affiliated with Diastole.

Payment of Fees

Unless instructed to the contrary, Diastole will directly debit each Client's account for the investment consulting and administrative fees payable to Diastole, as well as any independent investment advisory fees that may be charged by the third party managers recommended by Diastole. Diastole will remit the appropriate fees to the third parties according to their pro rata share.

All fees shall be debited in advance and calculated quarterly based upon the market appraisal by Diastole of the value of the Client accounts within each Household as of the last business day of the previous calendar quarter. The fees will be prorated for any partial quarters and calculated based upon the market appraisal by Diastole of the value of the Client accounts as of the close of business on the day preceding the withdrawal of funds.

Should a Client terminate prior to the end of Diastole's billing cycle, unearned fees will be returned to the Client on a pro-rata basis.

Performance Based Fees and Side-by-Side Management

Diastole retains the ability to charge performance-based fees which are fees based on a share of capital gains on or capital appreciation of the Steamboat Fund's assets.

The fact that Diastole can be compensated based on trading profits may create an incentive for Diastole to make investments on behalf of Clients that are riskier or more speculative than would be the case in the absence of such compensation. In addition, the performance-based fee received by Diastole is based primarily on realized and unrealized gains and losses. As a result, the performance-based fee earned could be based on unrealized gains that Clients may never realize. In addition, some Clients are not charged an incentive fee, thus Diastole has an incentive to favor accounts for which it receives a performance-based fee. In no instance will Clients paying performance-based fees receive preferential treatment over Clients not paying performance-based fees. As a fiduciary, Diastole recognizes its duties to act in good faith and with fairness in all of its dealings with all Clients.

To date Diastole has not charged any performance-based fees to any Client.

Types of Clients

Diastole primarily provides discretionary and non-discretionary investment management services to high-net-worth individuals, trusts, pension plans and other legal entities.

Diastole also provides investment advice to the Private Funds which are related private partnerships.

Interests in the Private Funds that are collective investment vehicles sponsored by the Company are not registered under the Securities Act of 1933, as amended (the "Securities Act"), and such Private Funds are not registered under the Investment Company Act of 1940, as amended (the "Investment Company Act"). Accordingly, interests in the Private Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements either in

private transactions within the United States or in offshore transactions. Typically, these investors are high net worth individuals, institutions and other entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Diastole designs asset allocation strategies rooted in a wide array of factors—from risk and return preferences and cash flow requirements to Clients’ personal and family beliefs about wealth—ascertained during the financial and estate planning process. Our advisors draw on the broad expertise within our organization to allocate Client assets across asset classes as appropriate, from fixed income securities to hedged investment strategies, traditional equity investment, and private equity partnerships.

From time to time, Diastole may recommend investments in private partnerships or other private investments. Diastole may also recommend investments in the Eden Partners Absolute Growth Fund and/or the Steamboat Fund to its Clients.

Diastole also provides investment advice regarding the allocation of assets to third party managers in accordance with the Client’s investment objectives. Money managers considered for recommendation will be subjected to a rigorous due diligence process. Factors considered will include, but not be limited to: reputation, performance record, philosophy, continuity of management, service to Clients, awareness of after tax performance objectives, minimum dollar investment requirement and fees. Information with respect to money managers (e.g., performance figures, investment style, etc.) will be obtained from tracking organizations, business publications, money managers, personal interviews and other sources which Diastole believes are reliable. Diastole may also consider other criteria, including, but not limited to, the administration, recordkeeping and reporting services provided by a manager. Diastole may retain outside consultants to assist in preparing money manager search lists. In the event that Diastole retains an outside consultant, Diastole will make the final determination regarding which money managers will be maintained on its search lists.

Diastole conducts a great deal of research on the third party managers prior to inclusion on its platform. Diastole’s selection of recommended investment managers is based upon three key factors: philosophy, personnel and performance. Diastole implements a proprietary analysis and selection process which may include personal visits to investment managers’ offices as well as extensive qualitative and quantitative analysis.

Risk of Loss

Investing in securities is inherently risky. An investment in individual securities or in a portfolio of securities could lose money. The investments selected by Diastole and third party investment advisors should be deemed speculative investments and are not intended as a complete investment program. These types of investments are designed for sophisticated investors who fully understand and are capable of bearing the risk of loss of their entire investment. Diastole

cannot give any guarantee that it will achieve its investment objectives or that any Client will receive a return of its investment.

Although Diastole expects to use third party investment advisors (“Advisors”) with favorable performance histories, Clients and investors are urged to note that such Advisors may not perform as well in the future and that, therefore, no degree of success can be guaranteed whatsoever. Each Advisor will have complete discretion in managing that portion of the Private Funds’ or Client assets assigned to such Advisor. As a result, the success of the Private Fund and Client accounts will depend largely on the ability of Diastole to select successful Advisors.

Advisors used for Client accounts employ various investment strategies that expose Clients to specific risks associated with those strategies. Clients are urged to refer to the Advisors’ Form ADV Part 2 for important information regarding the risk of loss associated with each Advisor.

Bankruptcy of a broker or custodian could cause excessive costs or loss of investor funds. If a broker with whom Diastole has an account becomes insolvent or bankrupt, Diastole may be unable to recover all or even a portion of the assets maintained by Clients with that broker. Similarly, if a custodian housing a Client’s securities or other assets becomes bankrupt or insolvent, the Client may be unable to recover all or even a portion of the assets held by the custodian.

Diastole may rely on information that turns out to be wrong. Diastole selects investments and third party investment advisors based, in part, on information provided by issuers and investment advisors to regulators or made directly available to Diastole by the issuers or investment advisors. Diastole is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and may result in losses.

Clients may choose to employ margin strategies in eligible accounts. Employing margin strategies is aggressive and entails significant risks. Because Diastole’s fees are based on the assets in the Client’s account, and because margin loans increase the assets in an account, margin strategies will increase the investment fees payable to Diastole. Clients also pay interest on their margin loans. Investing with margin strategies will magnify losses, and could result in a Client losing more than their original investment.

Clients may invest from time to time in illiquid, privately-issued securities of issuers related to Diastole. These types of investments are designed for sophisticated investors who fully understand and are capable of bearing the risk of loss of their entire investment. Privately-issued securities of start-up companies are inherently risky and potentially difficult to value. Clients may be required to hold their investment for an indefinite period of time. Diastole cannot give any guarantee that any client will receive a return of its investment in such securities.

No market for interests in the Private Funds can be expected to develop, and it may be difficult or impossible to transfer any interests, even in an emergency. Because of the restrictions on withdrawals and transfers, an investment in the Private Funds is a relatively illiquid investment and involves a high degree of risk. A subscription for interests in the Fund should be considered

only by persons financially able to maintain their investment and who can accept a loss of all of their investment. Investors are urged to refer to the Private Funds' offering documents for a complete description of the risks associated with an investment in the Private Funds.

Disciplinary Information

Diastole and its management have not been involved in any legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of the company or its management.

Other Financial Industry Activities and Affiliations

Diastole also provides comprehensive financial planning services, which may involve areas activities other than giving investment advice, such as insurance planning, retirement planning, estate planning, and business planning.

Certain of Diastole's employees are registered representatives of ETC Brokerage Services, LLC which is a registered broker-dealer and FINRA member. Diastole does not regularly execute securities transactions through ETC Brokerage Services on behalf of its Clients. However, from time to time and based on Client circumstances, Diastole may execute individual securities transactions for Clients through ETC Brokerage Services. Under these circumstances, Clients will pay the normal securities transaction fees charged by ETC Brokerage Services and associated persons of Diastole who are also registered representatives of ETC Brokerage Services may be compensated as a result of the transaction.

Diastole is the investment adviser to, and a related party, Eden Investment Partners LLC, is the General Partner of, the Private Funds. Diastole may recommend investment in the Private Funds to certain of Diastole's Clients.

Diastole is licensed as an insurance producer with the state of Connecticut. Diastole personnel may recommend certain insurance products to Clients and may receive commissions on direct sales of insurance products to Clients.

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

Diastole is the investment adviser to and a related party, Eden Investment Partners LLC, is the General Partner of, the Private Funds. Diastole may recommend investment in the Private Funds to certain of Diastole's Clients. From time to time, Diastole may also recommend a mutual fund that it, or its employees, buy and/or sell for themselves. In order to avoid any potential conflicts of interest involving personal trades and investments in the Private Funds, Diastole has adopted a Code of Ethics (the "Code"), which includes a formal code of ethics and insider trading policies and procedures. Diastole's Code requires, among other things, that Employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, Clients, prospective Clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of Clients, and the interests of Diastole above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Avoid any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on yourself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

Diastole's Code also requires Employees to: 1) report personal securities transactions on at least a quarterly basis, and 2) provide Diastole with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) in which such Employees have a direct or indirect beneficial interest.

A copy of Diastole's Code shall be provided to any Client or prospective Client upon request. Please contact Diastole at 203-458-5220 or e-mail Meredith Eden at meden@dwinvest.com to request a copy of the Code.

Diastole may occasionally solicit clients to invest in issuers owned by members of Diastole's management. Diastole may have a conflict of interest in raising funds for its related issuers while still adhering to its fiduciary duty to its clients. Diastole understands its obligations to only recommend suitable investments to its clients.

Brokerage Practices

In addition to the investment management fees discussed above, Clients will also be responsible for any brokerage clearing, transaction, and custody charges for their accounts. Diastole will generally have authority to determine or suggest brokers used and to negotiate commission rates on behalf of the Client. The criteria for the selection of brokers will be the full range and quality of the broker's services, including execution capability, commission rates, financial condition, responsiveness, and the value and quality of custodial services provided to the Client, if any.

Currently, Diastole recommends that Clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc., a registered broker-dealer, to maintain custody of Clients' assets and to effect trades for their accounts. Diastole will work with the

Client to seek to obtain the most favorable arrangement for these services. While Diastole normally requests that all Clients custody their accounts at Schwab, Diastole may accept accounts with other custodians in certain situations. Clients are advised that they may pay more or less for these services if they were purchased directly from other providers and that not all investment advisors request their clients to direct brokerage. Diastole does not primarily trade in individual equities or fixed income securities. Diastole typically invests clients' assets in open-end mutual funds. However, to the extent that Diastole invests Client accounts in individual equities or fixed income securities, Diastole, by directing brokerage, may be unable to achieve most favorable execution of Client transactions and Clients may pay more money. Custodial and transaction fees charged to Client accounts by the broker-dealer will be borne by the Client and are separate and apart from the fees charged by Diastole and third party investment advisors.

Schwab provides Diastole with access to its institutional trading and operations services typically not available to Schwab retail investors. These services generally are available to independent investment advisors at no charge to them so long as a total of at least \$10 million of the advisor's clients' account assets are maintained at Schwab Institutional. Schwab Institutional's services include research, brokerage, custody, access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. Schwab Institutional also makes available to Diastole other products and services that benefit Diastole and may not benefit its clients' accounts. Some of these other products and services assist Diastole in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Diastole fees from its clients' accounts, and assist with back-office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Diastole accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional may also provide Diastole with information and consulting services intended to help Diastole manage and further develop its business enterprise. These services may include information technology consulting, regulatory compliance publications and presentations. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to Diastole.

Third party investment advisors ("Advisors") recommended to Clients will have full investment discretion, and trading authority, and shall have sole responsibility for the implementation of the investment program with respect to the Client's account for which investment discretion has been delegated by the Client and accepted by the Advisors. Diastole will not place orders for transactions in the Client's account or otherwise exercise trading authority over the account when the account is being managed by an Advisor.

From time to time, brokerage transactions may be directed to brokers other than an account's prime or custodian broker. Such direction of brokerage through a broker other than the Client's prime or custodial broker will only be done in the following circumstances: 1) for listed stocks or bonds, to obtain lower brokerage commissions or better execution (net of the prime broker fee), 2) for unlisted bonds, to obtain better pricing or availability, 3) for unlisted stocks, to obtain

net pricing from a market-maker, or 4) to seek availability to buy an IPO when directed by the Client. In each case, direction of brokerage to brokers other than the Client's prime broker is done only to obtain for the Client better availability, better pricing, or lower commissions net of any prime broker fees for the away trade, and will not typically use a broker for the primary purpose of obtaining research.

Diastole will aggregate client orders when it is in the clients' best interest to do so.

Review of Accounts

Each of Diastole's financial advisors reviews their respective accounts on a continuous basis. Generally, financial advisors do not have more than 100 primary Client relationships.

Clients' accounts are also formally reviewed by Elizabeth Eden, or Elizabeth Cook at least monthly. Accounts may also be formally reviewed more frequently as inflows, outflows or securities transactions cause Diastole's financial advisors to review Client accounts in light of those changes.

Clients will receive performance evaluation reports.

Accounts over \$500,000 receive reports at least quarterly.

Accounts under \$500,000 receive reports at least annually.

Upon request from a Client, additional reporting may be provided.

Client Referrals and Other Compensation

Please refer to "**Brokerage Practices**" for a discussion of the products and services Schwab provides to Diastole.

Diastole may provide modest gifts to current clients to thank them for referrals of prospective clients or investors.

Custody

All Client assets are held in custody by unaffiliated broker/dealers or banks; however Diastole may have access to Client accounts since a related party serves as the General Partner of the Private Funds. Investors in the Private Funds may not receive statements from the custodian. Instead the Private Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 180 days of the Private Funds' fiscal year end.

All Clients' accounts are held in custody by unaffiliated broker/dealers or banks, but Diastole can also access many Client funds through its ability to debit advisory fees. For this reason

Diastole is also considered to have custody of Client assets. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by Diastole.

Investment Discretion

Diastole offers both discretionary and non-discretionary client accounts. Diastole does not primarily trade in individual equities or fixed income securities. Diastole typically invests Clients' assets in open-end mutual funds. Diastole also provides direct management to certain of Diastole's clients through the offering of discretionary accounts providing individual security selections. Diastole conducts investment research and selects a list of recommended securities based on a selection of strategies based on the capitalization of the companies under consideration. Client accounts are then invested according to the model security selection with allowances for any restrictions or client specific requirements. Diastole will reimburse all losses suffered by Clients as a result of any trade error committed by an employee of Diastole.

Voting Client Securities

Diastole maintains a policy of not voting Client proxies. Custodians are informed to send any and all proxy materials directly to Clients. Any proxy materials inadvertently received by Diastole will be forwarded to the Client for handling. Diastole may offer advice on voting particular proxies to Clients upon specific request. For proxies received by the Eden Partners Absolute Growth Fund or the Steamboat Fund, Diastole has delegated proxy voting authority to the third party managers with discretion over the account.

Diastole will not participate in class actions on behalf of Clients.

Financial Information

Diastole has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage Client accounts.