

Disclosure Brochure

March 01, 2012

Windward Private Wealth Management Inc.

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Windward Private Wealth Management Inc. (hereinafter "Windward"). If you have any questions about the contents of this brochure, please contact Darrell R. Tierney at (913) 381-7411. 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 Windward Private Wealth Management Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Windward Private Wealth Management Inc. is a state registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since Windward's last annual update dated March 29, 2011. Windward has no material changes to disclose.

Item 3. Table of Contents

Firm Disclosure Brochure

Item 1.	Cover Page	i
Item 2.	Material Changes	ii
Item 3.	Table of Contents	iii
Item 4.	Advisory Business	4
Item 5.	Fees and Compensation	5
Item 6.	Performance-Based Fees and Side-by-Side Management	6
Item 7.	Types of Clients.....	7
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9.	Disciplinary Information	8
Item 10.	Other Financial Industry Activities and Affiliations	9
Item 11.	Code of Ethics	9
Item 12.	Brokerage Practices	10
Item 13.	Review of Accounts.....	12
Item 14.	Client Referrals and Other Compensation	13
Item 15.	Custody	13
Item 16.	Investment Discretion.....	13
Item 17.	Voting Client Securities	14
Item 18.	Financial Information	14
Item 19.	Requirements for State Registered Investment Advisors	14

Supervised Person Brochure Supplements

Item 4. Advisory Business

Windward provides a broad range of financial planning and investment management services. Prior to engaging Windward to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Windward setting forth the terms and conditions under which Windward renders its services (collectively the “*Agreement*”).

Windward has been in business since June 1999 and has been registered as an investment adviser since January 2006. Darrell R. Tierney is the principal owner of Windward.

Windward has \$70,664,115 of assets under management as of January 17, 2012, of which \$68,152,164 were managed on a discretionary basis and \$2,511,951 were managed on a non-discretionary basis.

This Disclosure Brochure describes the business of Windward. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Windward's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Windward's behalf and is subject to Windward's supervision or control.

Wealth Management Services

Clients can engage Windward for its wealth management services, which generally include a broad range of comprehensive financial planning services as well as discretionary management of investment portfolios. Windward's financial planning services are tailored to the individual needs of the client, but may include tax planning, budgeting and cash management, retirement planning, debt management, charitable giving, and insurance planning.

As further disclosed in response to Item 8, Windward primarily allocates clients' investment management assets among exchange-traded funds (“ETFs”), but may incorporate other types of securities.

Windward tailors its advisory services to the individual needs of clients. Windward consults with clients initially and on an ongoing basis to develop a financial roadmap which determines risk tolerance, time horizon and other factors that may impact the clients' investment needs. Windward ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Windward if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Windward's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in Windward's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Tax Preparation Services

Windward may also provide clients with tax preparation services. These services are separate from the firm's wealth management services.

Item 5. Fees and Compensation

Windward offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management.

Wealth Management Fee

Windward provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by Windward. Windward's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Windward does not, however, receive any portion of these commissions, fees, and costs. Windward's annual fee of 1.0% is prorated and charged quarterly, in arrears, based upon the market value of the assets being managed by Windward on the last day of the previous quarter.

Windward, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Tax Preparation Fees

Windward may provide tax preparation services to its clients. These fees are negotiable, but generally range from \$250 to \$1,500 on a fixed fee basis and/or from \$100 to \$250 on an hourly rate basis, depending upon the complexity of the taxes. Prior to engaging Windward to provide these services, the client is required to enter into a written agreement with Windward setting forth the terms and conditions of the engagement, including terms of payment.

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Windward generally recommends that clients utilize the brokerage and clearing services of TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. ("*TD Ameritrade*") for investment management accounts. Windward participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("*TD Ameritrade*"), an unaffiliated SEC-registered broker-dealer and FINRA member. *TD Ameritrade* offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Windward receives some benefits from *TD Ameritrade* through its participation in the program.

Windward may only implement its investment management recommendations after the client has arranged for and furnished Windward with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to *TD Ameritrade*, any other broker-dealer recommended by Windward, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the “*Financial Institutions*”).

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Windward’s fee.

Windward’s *Agreement* and the separate agreement with any *Financial Institutions* may authorize Windward to debit the client’s account for the amount of Windward’s fee and to directly remit that management fee to Windward. Any *Financial Institutions* recommended by Windward have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Windward.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Windward and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Windward’s fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Windward’s right to terminate an account. Additions may be in cash or securities provided that Windward reserves the right to liquidate any transferred securities or decline to accept particular securities into a client’s account. Clients may withdraw account assets on notice to Windward, subject to the usual and customary securities settlement procedures. However, Windward designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. Windward may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Item 6. Performance-Based Fees and Side-by-Side Management

Windward does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Windward provides its services to individuals, pension and profit sharing plans, trusts and estates.

Minimum Account Size

As a condition for starting and maintaining a relationship, Windward generally imposes a minimum portfolio size of \$500,000. Windward, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities. Windward only accepts clients with less than the minimum portfolio size if, in the sole opinion of Windward, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Windward may aggregate the portfolios of family members to meet the minimum portfolio size.

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

Methods of Analysis

Windward's primary method of analysis relies on Modern Portfolio Theory. Modern Portfolio Theory is a theory on how risk-averse investors can construct portfolios to optimize or maximize expected return based on a given level of market risk, emphasizing that risk is an inherent part of higher reward. Modern Portfolio Theory seeks to construct an optimal portfolio by considering the relationship between risk and return, especially as measured by alpha, beta, and R-squared. A combination of asset classes are used to form a diversified allocation.

Investment Strategies

In developing an asset allocation portfolio for a client, Windward first determines which asset classes should be included in a given portfolio, and the weighting that each asset class should be given. The firm then uses this information to prepare an investment policy statement that details the asset classes and target percentage weightings.

Once an asset allocation is established, Windward periodically compares the actual portfolio allocation to the target asset allocation and makes adjustments when needed. However, the firm's goal is to "look frequently while trading infrequently". In selecting the individual investments within the portfolio, the firm reviews the underlying characteristics of the investment, including performance data, volatility, valuation metrics, operating expenses, tax efficiency, index tracking errors, and composition of the holdings within a particular mutual fund or ETF. Windward generally implements its asset allocation strategy through the use of ETFs, but may also implement mutual funds and U.S. treasuries as it deems appropriate.

Risks of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

Windward is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Windward does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Windward is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Windward has described such relationships and arrangements below.

Referrals to Related Certified Public Accountants

Darrell R. Tierney is the sole proprietor and Certified Public Accountant ("CPA") with the accounting firm of Darrell R. Tierney CFP CPA ("*DRT CFP CPA*"). As discussed above, to the extent that *DRT CFP CPA* provides services to any of Windward's clients, all such services will be performed by *DRT CFP CPA*, in its separate capacity, independent of Windward, for which services Windward does not receive any portion of the fees charged by *DRT CFP CPA*, referral or otherwise. Although Windward does not receive referral fees from *DRT CFP CPA*, Mr. Tierney is entitled to receive distributions relative to his ownership in *DRT CFP CPA*.

It is also expected that Mr. Tierney, in his capacity as President of Windward and solely incidental to his respective practices as CPA with *DRT CFP CPA*, may recommend Windward's services to certain of *DRT CFP CPA*'s clients. Although *DRT CFP CPA* does not receive referral fees from Windward, Mr. Tierney, in his capacity as President of Windward, is be entitled to receive distributions relative to his ownership interests in Windward.

Item 11. Code of Ethics

Windward and persons associated with Windward ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Windward's policies and procedures.

Windward has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Windward or any of its associated persons. The *Code of Ethics* also requires that certain of Windward's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Windward's *Code of Ethics*, none of Windward's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Windward's clients.

When Windward is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Windward is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Windward to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Windward generally recommends that clients utilize the brokerage and clearing services of *TD Ameritrade*.

Factors which Windward considers in recommending *TD Ameritrade* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *TD Ameritrade* enables Windward to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *TD Ameritrade* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Windward's clients comply with Windward's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Windward determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Windward seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Windward periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Windward in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Windward will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial*

Institutions with orders for other accounts managed by Windward (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Windward may decline a client's request to direct brokerage if, in Windward's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless Windward decides to purchase or sell the same securities for several clients at approximately the same time. Windward may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Windward's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Windward's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Windward determines to aggregate client orders for the purchase or sale of securities, including securities in which Windward's *Supervised Persons* may invest, Windward generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Windward does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Windward determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Windward may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Windward in its investment decision-making process. Such research generally will be used to service all of Windward's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as

the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Windward does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Windward may receive from *TD Ameritrade*, without cost to Windward, computer software and related systems support, which allow Windward to better monitor client accounts maintained at *TD Ameritrade*. Windward may receive the software and related support without cost because Windward renders investment management services to clients that maintain assets at *TD Ameritrade*. The software and related systems support may benefit Windward, but not its clients directly. In fulfilling its duties to its clients, Windward endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Windward's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Windward's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

There is no direct link between Windward's participation in the program and the investment advice it gives to its clients, although Windward receives economic benefits through its participation in the program that are typically not available to *TD Ameritrade* retail investors. Additionally, Windward may receive the following benefits from *TD Ameritrade* through its registered investment adviser division: educational programs and training, receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Registered Investment Adviser participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

These products or services may assist Windward in managing and administering client accounts, including accounts not maintained at *TD Ameritrade*. Other services made available by *TD Ameritrade* are intended to help Windward manage and further develop its business enterprise. The benefits received by Windward's participation in the program do not depend on the amount of brokerage transactions directed to *TD Ameritrade*. Clients should be aware, however, that the receipt of economic benefits by Windward or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Windward's recommendation of *TD Ameritrade* for custody and brokerage services.

Item 13. Review of Accounts

For those clients to whom Windward provides investment management services, Windward monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by Darrell R. Tierney, President, and Marian S. Doran, Investment Research Analyst. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Windward and to keep Windward informed of any changes thereto. Windward

contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Windward provides investment advisory services will also receive a report from Windward that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from Windward.

Those clients to whom Windward provides financial planning services will receive reports from Windward summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Windward.

Item 14. Client Referrals and Other Compensation

Windward is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Windward is required to disclose any direct or indirect compensation that it provides for client referrals.

Item 15. Custody

Windward's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Windward through such *Financial Institution* to debit the client's account for the amount of Windward's fee and to directly remit that management fee to Windward in accordance with applicable custody rules.

The *Financial Institutions* recommended by Windward have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Windward. In addition, as discussed in Item 13, Windward also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Windward.

Item 16. Investment Discretion

Windward may be given the authority to exercise discretion on behalf of clients. Windward is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Windward is given this authority through a power-of-attorney included in the agreement between Windward and the client. Clients may request a limitation on this

authority (such as certain securities not to be bought or sold). Windward takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold; and
- When transactions are made.

Item 17. Voting Client Securities

Windward is required to disclose if it accepts authority to vote client securities. Windward does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Item 18. Financial Information

Windward does not require or solicit the prepayment of more than \$500 in fees six months or more in advance. In addition, Windward is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Windward has no disclosures pursuant to this Item.

Item 19. Requirements for State Registered Investment Advisors

Principal Executive Officers and Management Persons

Below is the formal education and business background of each of Windward's principal executive officers and management persons:

DARRELL R. TIERNEY

Born 1958

Post-Secondary Education

Kansas State University | BS, Business Administration, Accounting | 1980

Recent Business Background

Windward Private Wealth Management Inc. | President | July 1999 – Present

MARIAN S. DORAN

Born 1958

Post-Secondary Education

Kansas State University | BS, Human Ecology | 1980

Recent Business Background

Windward Private Wealth Management Inc. | Investment Research Analyst |
April 2000 – Present

Windward Private Wealth Management Inc.

a Registered Investment Adviser

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Prepared by:



MARKETCOUNSEL®
The Adviser's Advisor®