

**Schedule F of  
Form ADV**

Applicant: MDS Investments, Inc. dba Ponderosa Wealth Management	SEC File Number: 801-66756	Date: 02.10.11
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Continuation Sheet for Form ADV Part II

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: MDS Investments, Inc. dba Ponderosa Wealth Management	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
1.A	<b>ADVISORY SERVICES &amp; FEES</b>  <b>INVESTMENT SUPERVISORY SERVICES</b>  MDS Investments, Inc. dba Ponderosa Wealth Management (hereinafter PWM) provides Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, PWM develops a client's personal investment policy and creates and manages a portfolio based on that policy. PWM provides this service to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and private equity funds/other pooled investment vehicles. PWM will manage advisory accounts on a discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).  When appropriate to the needs of the client, PWM may recommend the use of trading (securities sold within 30 days), short sales, or option writing. Because these investment strategies involve certain degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.  For California Residents: Subsection (j) of Rule 260.238, California Code of Regulations requires that all investment advisors disclose to their advisory clients that lower fees for comparable services may be available from other sources. Pursuant to California Rule 260.235.2, a conflict exists between the interests of this registrant or its associated persons and the interest of the client; the client is under no obligation to act upon this registrant's or associated person's recommendations; if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the registrant, or associated person when the person is an agent with a licensed broker-dealer or through any associate or affiliate of such person.  <b>ASSET ALLOCATION</b>  PWM also manages investment advisory accounts not involving Investment Supervisory Services. Each portfolio is designed to meet a particular investment goal which PWM has determined is suitable to the client's circumstances. Once the appropriate portfolio has been determined, the portfolio will be continuously managed based on the portfolio's goal, rather than on each client's individual needs. However, each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.  As these portfolios will be managed using a long-term strategy, changes to each portfolio may be infrequent. However, PWM will stand ready to change a portfolio if the situation warrants it.  <b>COMPREHENSIVE WEALTH MANAGEMENT</b>  Advisor may also provide clients with advanced wealth planning services on an ongoing basis. These services will include evaluating tax saving strategies, wealth transfer strategies and wealth protection and charitable gifting strategies. The client's financial objectives will be met by assembling and managing a network of financial experts to develop customized strategies. The advisor may also work with the client's other professional advisors, such as their attorneys and accountants.	

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1.A con't	<p><b>FEE SCHEDULE</b></p> <p><b>INVESTMENT SUPERVISORY SERVICES/ASSET ALLOCATION</b></p> <p>Advisor's annual fees for investment supervisory services and asset allocation will be as follows (stated as a percentage of the average daily balance for the previous quarter):</p> <table border="0"> <thead> <tr> <th><u>Assets Under Management</u></th> <th><u>Annual Fee (%)</u></th> </tr> </thead> <tbody> <tr><td>0 to \$50,000</td><td>2.50%</td></tr> <tr><td>\$50,001 to \$250,000</td><td>1.50%</td></tr> <tr><td>\$250,001 to \$1,000,000</td><td>1.00%</td></tr> <tr><td>\$1,000,001 to \$2,000,000</td><td>0.75%</td></tr> <tr><td>\$2,000,001 to \$3,000,000</td><td>0.50%</td></tr> <tr><td>\$3,000,001 to \$4,000,000</td><td>0.40%</td></tr> <tr><td>\$4,000,001 to \$5,000,000</td><td>0.30%</td></tr> <tr><td>\$5,000,001 to \$7,000,000</td><td>0.25%</td></tr> <tr><td>\$7,000,001 to \$10,000,000</td><td>0.20%</td></tr> <tr><td>\$10,000,001 and above</td><td>0.15%</td></tr> </tbody> </table> <p>Advisor's annual fees for Comprehensive Wealth Management services will be as follows (stated as a percentage of the average daily balance for the previous quarter):</p> <table border="0"> <thead> <tr> <th><u>Assets Managed</u></th> <th><u>Annual Fee (%)</u></th> </tr> </thead> <tbody> <tr><td>First \$1,000,000</td><td>1.00%</td></tr> <tr><td>\$1,000,001 to \$3,000,000</td><td>0.75%</td></tr> <tr><td>\$3,000,001 to \$5,000,000</td><td>0.30%</td></tr> <tr><td>\$5,000,001 and above</td><td>0.20</td></tr> </tbody> </table> <p>PWM strongly recommends a minimum account size of \$250,000 for either service. Lower fees for comparable services may be available from other sources. An hourly fee structure is available for this service under certain circumstances.</p> <p>Pursuant to California Rule 260.235.2, the Advisor (or associated person of the Advisor) may receive fees or other compensation from the sale of securities (specifically Limited Partnerships/Limited Liability Companies) recommended in a financial plan, creating a conflict of interest between the Advisor and the Client. Clients of Advisor are under no obligation to act on Advisor's recommendations. If Clients elect to act on any of Advisor's recommendations, Clients are under no obligation to effect such transactions through the Advisor (or associated person, if any).</p> <p><b>GENERAL INFORMATION ON ADVISORY FEES:</b></p> <p>Fees are based as a percentage of the average daily balance of the portfolio for the previous calendar quarter. The advisory fee is payable quarterly in arrears. In any partial calendar quarter, the advisory fee will be pro rated based on the number of days that the Account was open during the quarter.</p> <p>Client authorizes the Custodian to deduct advisory fees from Client's Account to pay Advisor on each calendar year quarter. Client is responsible for verifying fee computations since custodians are not typically asked to perform this task. The Custodian will send Client a quarterly statement showing all amounts paid from the Account, including all management fees paid by Custodian to Advisor.</p> <p>Client understands that Account assets invested in shares of mutual funds or other investment</p>		<u>Assets Under Management</u>	<u>Annual Fee (%)</u>	0 to \$50,000	2.50%	\$50,001 to \$250,000	1.50%	\$250,001 to \$1,000,000	1.00%	\$1,000,001 to \$2,000,000	0.75%	\$2,000,001 to \$3,000,000	0.50%	\$3,000,001 to \$4,000,000	0.40%	\$4,000,001 to \$5,000,000	0.30%	\$5,000,001 to \$7,000,000	0.25%	\$7,000,001 to \$10,000,000	0.20%	\$10,000,001 and above	0.15%	<u>Assets Managed</u>	<u>Annual Fee (%)</u>	First \$1,000,000	1.00%	\$1,000,001 to \$3,000,000	0.75%	\$3,000,001 to \$5,000,000	0.30%	\$5,000,001 and above	0.20
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1.A con't	<p>companies (funds) will be included in calculating the value of the Account for purposes of computing Advisor's fees.</p> <p>All fees paid to PWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of PWM. In that case, the client would not receive the services provided by PWM which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by PWM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p>In certain circumstances, all fees may be negotiable. A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.</p> <p>Clients will be provided Part II of Form ADV either (i) at least 48 hours prior to the Client entering into any written or oral advisory contract with this investment advisor, or (ii) no later than the time of entering into any written or oral advisory contract with this investment advisor (in which case the Client will have the right to terminate the contract without penalty within five business days after entering into the contract).</p>	
3.K(3) & 3.L	<p><b>TYPES OF INVESTMENTS</b></p> <p><b>LIMITED LIABILITY COMPANIES</b></p> <p>PWM has in the past recommended advisory clients invest in limited liability companies such as Majestyk Capital II, LLC, Sasquatch Investments, LLC, and Yeti Capital, LLC. Please see 7.A and B below for a full description of the limited liability companies (LLC) PWM has previously recommended to Clients. The terms of the LLC required minimum capital contributions and restricted participation to "accredited investors", as defined by the SEC. The LLC's terms also defined the investment goals of the company. Any clients to which the LLCs were recommended were provided a prospectus with further details.</p> <p>Any assets invested by a client in such pooled investments will not be included in PWM's calculation of its investment advisory fees discussed above.</p> <p>Because investments in these pooled investments involved certain additional degrees of risk, they were only recommended when consistent with the client's stated tolerance for risk.</p> <p>The LLCs are currently closed to new investors.</p>	
4.A(5)	<p><b>METHODS OF ANALYSIS, SOURCES OF INFORMATION &amp; INVESTMENT STRATEGIES</b></p> <p>PWM may also utilize macro-economic and "top-down" analysis methods.</p>	

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5	<b>EDUCATION AND BUSINESS STANDARDS</b>  Investment Advisor Representatives associated with PWM must meet the examination and experience required by the states in which they provide advisory services. Additionally, persons associated with PWM will possess the following: A college degree and/or appropriate business experience.	
6	<b>EDUCATION &amp; BUSINESS BACKGROUND</b>  MICHAEL DAVID STRASSER, born 11/7/66 in Minneapolis, MN  Education: Prescott High School (1981-1985), Diploma 1985 - Arizona State University (1985-1989), BS Finance 1989 - The University of Chicago (1992-1994), MBA 1994  Employment:  MDS Investments, Inc., a Registered Investment Advisor; President/Director, (10/1997 to Present)  Intersecurities, Inc., Registered Representative, (08/1997-02/1998)  Laffer, Canto and Associates, Economic Research, VP, (07/1994 - 01/1998)  The University of Chicago, University, Student, 03/1993 - 06/1994  Sanwa - BGK Securities, (10/1992-03/1993)  Examinations/Designations: NASD Series 3 (1990), NASD Series 7 (1990), NASD Series 63 (1990), Uniform Inv. Advisor Law Series 65 (1997)  JANIE C. STRASSER, born 12/17/64 in Phoenix, AZ  Education: Prescott High School (1979-1983), Diploma 1983 - Arizona State University (1983-1987), BS Liberal Arts 1987 - Arizona State University (1987-1989), MBA 1989  Employment:  MDS Investments, Inc., Vice President and Corporate Secretary (10/1997 to Present)  Strasser & Strasser Financial Counsel, CPA, President (06/2000 to 01/2007)  Scott K. Helfinstine CPA, CPA (06/1997-06/2000)  Arthur Andersen, CPA (11/1995-05/1997)  Government Finance Officers Assn., Accountant (11/1993-05/1995)  DePaul University, Student (08/1993-03/1994)  Examinations/Designations: Certified Public Accountant (1994), Certified Financial Planner (2001)	

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7.A & B	<b>OTHER BUSINESS ACTIVITIES</b>  PWM may recommend and may participate both as a member and/or a managing member in certain limited liability companies set up to invest in the stock of private companies or real estate. Examples of such LLCs are: Majestyk Capital II, LLC, Sasquatch Investments, LLC, and Yeti Capital, LLC. The manager member of Ponderosa Capital, LLC may be the managing member of either personally or through another corporate vehicle of the above LLCs. As stated above, the terms of these LLCs require minimum capital contributions and restrict participation to accredited investors. The operating and subscription agreements for the LLC describe the investments goals and also list risk factors. Any client to which the partnership is recommended will be provided a list of risk factors, a subscription agreement and an operating agreement.  Due to the fact that investments in LLCs like these have an added degree of risk they will only be recommended when they are consistent with the client's stated tolerance for risk.  Additionally, the principals of PWM own certain revenue generating rental properties. Finally, the managing member of Ponderosa Capital, LLC may engage in certain business consulting activities.	
8.C(7)	<b>OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS</b>  Janie C. Strasser is a Certified Public Accountant and performs tax related work with the Spokane, Washington firm Schoedel & Schoedel CPAs PLLC.	
8.D	<b>INVESTMENT PARTNERSHIPS</b>  As referred to in above items 3.K(3), 3.L, 7.A and 7.B: Related persons (Michael Strasser) of PWM acts as the general partner to limited partnerships to invest in the stock of private companies or real estate. Examples of such LLCs are: Majestyk Capital II, LLC, Sasquatch Investments, LLC, and Yeti Capital, LLC, Yeti Capital II, LLC, and Yeti Capital III, LLC. Michael Strasser of Ponderosa Capital, LLC is a managing member either personally or through another corporate vehicle of the above LLCs. As stated above, the terms of these LLCs required minimum capital contributions and restricted participation to Accredited Investors. The operating and subscription agreements for the LLC describe the investments goals and also list risk factors. The LLCs are currently closed to new investors and clients are not currently solicited to invest in the LLCs.  For California Residents:  Prior to any offer and sale of limited partnership interests, the interests shall be qualified pursuant to Section 25110 of the California Corporations Code unless such security or transaction is exempt.	
9.D & E	<b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b>  As stated above, representatives of PWM in the past may have suggested Client's invest in private placements in certain limited liability companies where Michael Strasser is a manager of the limited liability company. As such, an "Associated Person" of the Advisor may indirectly received fees or other compensation from the sale of these types of securities recommended to Clients, creating a conflict of interest. The LLCs are closed to new investors.  In any event, Clients of Advisor are under no obligation to act on Advisor's recommendations. If Clients elect to act on any of Advisor's recommendations, Clients are under no obligation to effect such transactions through the Advisor (or associated person, if any).	

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	<p>For additional information on such limited liability companies, please refer to 3.K(3) and 3.L, 7A and 7B, and 8D above.</p> <p>When the Advisor is newly engaged by an investment advisory Client for whom it expects to recommend securities in which Advisor or its principal holds a position, Advisor will notify the new Client of its policies in respect to officers trading for their own account.</p> <p>It is the expressed policy of PWM that no person employed by PWM may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>PWM or individuals associated with PWM may buy or sell securities identical to those recommended to customers for their personal accounts. Additionally, any related person(s) may have an interest or position in a certain security or securities which may also be recommended to a client.</p> <p>As these situations represent a conflict of interest, PWM has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ol style="list-style-type: none"><li>1) A director, officer or employee of PWM shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his/her employment unless the information is also available to the investing public on reasonable inquiry. No person of PWM shall prefer his/her own interest to that of the advisory client.</li><li>2) PWM maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of PWM.</li><li>3) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</li><li>4) PWM emphasizes the unrestricted right of the client to select and choose any broker-dealer and/or insurance company he/she wishes.</li><li>5) PWM requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</li><li>6) Any individual not in observance of the above may be subject to termination.</li></ol> <p>Advisor has a Code of Ethics which all employees are required to follow. The Code of Ethics outlines proper conduct related to all services provided to Clients. Prompt reporting of internal violations is mandatory. The Advisor's chief compliance officer regularly evaluates employee performance to ensure compliance with the code of ethics. A copy of the code of ethics is available to any client or prospective client upon request.</p> <p>For California Residents:</p> <p>Pursuant to CCR 260.238(k) Advisor shall disclose any material conflict of interest relating to Advisor or its related persons that could be reasonably expected to impair the rendering of unbiased or objective advice.</p>

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12.A & B.	<p><b>INVESTMENT OR BROKERAGE DISCRETION</b></p> <p>Generally, the Advisor has the authority to determine, without obtaining specific Client consent, the securities bought or sold and the amount of securities bought or sold. The only restrictions on the above discretionary authority are those set by the Client on a case by case basis. The Advisor makes it a practice to question Clients to determine if there are any limitations to the Advisor's discretionary authority on the above matters.</p> <p>Except to the extent that the Client directs otherwise, the Advisor may use its discretion in recommending the broker-dealer. The Client is not obligated to effect transactions through any broker-dealer recommended by Advisor. In recommending broker-dealers, Advisor will generally seek "best execution." In recommending a broker-dealer the Advisor will comply with its fiduciary duty to obtain best execution and with the Securities Exchange Act of 1934 and will take into account such relevant factors as (a) price, (b) the broker-dealer's facilities, reliability and financial responsibility, (c) the ability of the broker-dealer to effect transactions, particularly with regard to such aspects as timing, order size and execution of order, (d) the research and related brokerage services provided by such broker or dealer to the Advisor, notwithstanding that the account may not be the direct or exclusive beneficiary of such services and (e) any other factors the Advisor considers to be relevant.</p> <p>Advisor receives investment related research on a variety of investment vehicles, investment strategies, client relations and other topics related to the investment advisory field. Clients do not pay higher commissions than those obtainable by other broker dealers for similar products and services. Research products are used to service all Clients. The Advisor does not employ any procedures to direct client transactions to a particular broker dealer in return for products or research services.</p> <p>Recommending a broker dealer can create a conflict of interest. Accordingly Advisor has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <ol style="list-style-type: none"> <li>1. A director, officer, associated person, or employee of Advisor shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public or reasonable inquiry. No person of Advisor shall prefer his or her own interest to that of the advisory Client.</li> <li>2. Advisor maintains a list of all securities holdings for itself and anyone associated with its advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer of Advisor.</li> <li>3. All Clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.</li> <li>4. Advisor emphasizes the unrestricted right of the Client to decline to implement any advice rendered, except in situations where Advisor has been granted discretionary authority over the Client's account.</li> <li>5. Advisor emphasizes the unrestricted right of the Client to select and choose any broker or dealer, and/or insurance company he/she wishes.</li> <li>6. Advisor requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.</li> </ol>	

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13.A	<p>7. Any individual not in observance of the above may be subject to termination.</p> <p><b>ADDITIONAL COMPENSATION</b></p> <p>While the President of PWM endeavors at all times to put the interest of the clients first as part of PWM's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest.</p> <p>PWM participates in Trust Co. of America's Institutional services program. While there is no direct linkage between the investment advice given and participation in this program, economic benefits are received which would not be received if PWM did not give investment advice to clients. These benefits may include any or all of the following: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving program participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. PWM also provides its clients access to certain private equity deals where it is appropriate for their tolerance for risk.</p>	

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