

Curran & Lewis Investment Management, Inc.

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January 25, 2013

This brochure provides information about the qualifications and business practices of Curran & Lewis Investment Management, Inc. If you have any questions about the contents of this brochure, please contact us at the telephone number and/or e-mail address above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Curran & Lewis Investment Management, Inc. is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment adviser provide you with information you need to determine whether to hire or retain the advisor.

Additional information about Curran & Lewis Investment Management, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Curran & Lewis Investment Management, Inc.

Our previous annual updating amendment was dated March 2, 2012.

Our annual updating amendment dated January 25, 2013, contained the following material changes:

Item 4: As of December 31, 2012, we manage assets of \$155.1 million on a discretionary basis.

ITEM 3

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ITEM 4: ADVISORY BUSINESS

Who we are

Curran & Lewis Investment Management, Inc. (referred to as “we,” “our,” “us,” or “Curran & Lewis”), has been registered as an investment advisor since September 1996. Our principals are James P. Curran, President and Chief Compliance Officer and Stephen W. Lewis, Vice President.

Services we offer

The Curran & Lewis approach to the investment management relationship is built around a goals-based financial plan. This process starts with a review of your life goals such as your retirement income needs, your plans for educating your children, your travel plans, etc.; but also often includes the not-so-obvious topics like your health, your parent’s financial situation, and your grandchildren’s needs, just to name a few subjects that are often discussed. Our goal is to know enough about you and your family to enable us to take into consideration both your aspirations and your concerns. Through this process we often discover what keeps you up at night, and what gets you out of bed in the morning. Many clients have found this process to be enjoyable and enlightening. To our delight, we have found that this review often gives people a renewed sense of purpose and direction.

Only when we have a thorough understanding of your objectives, your worries, and your aspirations will we begin the process of recommending a portfolio. In addition, we often help you assemble a team of other professional advisors. We regularly recommend consultations with estate planning experts, tax professionals, long-term care specialists, etc.

With the complete unpredictability of future economies, markets, and taxes, our experience has taught us that the best result for clients is not a one-time plan, but an ongoing relationship. An ongoing relationship that helps you reach your goals, helps us achieve our primary objective of being a partner in your financial success.

At Curran & Lewis Investment Management, Inc., we practice a diversified investment strategy, which includes six primary asset classes: Cash, Bonds, Domestic Equities, International Equities, Real Estate Equity (REITS), and Gold/Commodities. In addition, these main asset classes may also be broken down further by size and value components. Our goal is to capture the long-term returns of the various asset classes by employing lower costs institutional mutual funds and Exchange Traded Funds (ETF’s) whenever practical. This approach allows you to capture the return of the asset class while reducing the average costs of implementation.

Our core investment philosophy is built upon the following beliefs:

1. Market timing is not possible over the long run. There is no credible evidence that shows anyone who has been effective at timing the tops or bottoms of markets over several market cycles.
2. Attempting to pick the winners and losers in the stock market by active stock selection has been attempted by many but accomplished by few. And unfortunately even when you do find the few winners, there is no evidence that past performance indicates future success.
3. Less trading equals lower costs both in terms of taxes and trading costs.

4. The future is not predictable. While this may seem obvious, investors are consistently bombarded by various groups (brokerage houses, magazines, investment newsletters, stock-picking and timing services, etc.) interested in selling their products. Each one attempts to convince the public they have a crystal ball. Yet no one has demonstrated, over extended periods of time, any consistent ability to predict the future.
5. Numerous unpredictable forces create risk for investors. These forces include inflation, deflation, interest rate changes, normal business risk, political risk and market risk. Different asset classes respond differently to these forces and therefore respond differently to the same economic stimuli.
6. Employing different asset classes is essential. Investors must attempt to find assets that are not highly correlated (i.e., they don't now move up and down together or in the same proportion). In other words, investing in assets that move in the same direction, at the same time, cannot be considered diversification.
7. An investment strategy with lower volatility will produce better long-term returns than a portfolio that has the same average return, but with higher volatility. Thus a decline of a given amount (e.g. 50%) requires an even higher return (100%) just to get back to even. A detailed example of this is shown in Table 1.

Table 1: The Impact of Volatility on Total Returns				
	<u>Low Volatility</u>		<u>High Volatility</u>	
<u>Year</u>	<u>% Return</u>	<u>\$100,000 grows to:</u>	<u>% Return</u>	<u>\$100,000 grows to:</u>
1	14%	\$114,000	25%	\$125,000
2	5%	\$119,700	-20%	\$100,000
3	16%	\$138,852	31%	\$131,000
4	8%	\$149,960	-9%	\$119,210
5	12%	\$167,955	28%	\$152,589
Average Return:	11%		11%	
Compound Return:	10.9%		8.8%	
Standard Deviation:	4.5		23.7	

We begin with reviewing clients goals. We strongly believe that a client's primary objective should be the achievement of their personal financial goals. These goals typically included retirement or financial independence, estate planning (how much would you like to leave to heirs) and children's education. Once these objectives have been established we will "stress test" these goals by employing both Monte Carlo analysis, and historic market returns and risk patterns to determine the probability of success.

Based upon the results of this analysis and additional conversations we will make recommendations to change the allocation of the portfolio, or to change their goals or both.

With consultation, clients may impose restrictions on certain securities or types of securities.

Assets under management

As of December 31, 2012, we manage assets of \$155.1 million on a discretionary basis. We do not manage any assets on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

Financial Planning

Financial planning services are generally provided for an hourly fee of \$150. You will receive an invoice upon completion of the financial plan that is payable upon receipt. You may pay for financial planning services by check or cash.

You may cancel our financial planning agreement at any time by providing written notice. Upon cancellation, we will present you with an invoice for time spent. This invoice is payable upon receipt.

We have a conflict of interest when providing financial planning advice. When you implement the financial plan through us, we receive the customary fees as disclosed in the following section. You are not required to employ us to implement the financial plan, or to implement the plan, or any portion of it, at all.

Investment Management Services

Advisory Fees & Billing Practices

Fees for investment management range from 0.75% to 1.5% per year of the assets under management. These fees are billed at the beginning of each quarter, based on the assets under management as of the last day of the previous calendar quarter.

Fees are negotiated with each client based on the size of the account, prospective growth, and other factors. Depending on the relationship, multiple portfolios with a common interest may be treated as one for billing purposes.

We generally require that you provide authorization for us to deduct our fees directly from your investment account. Important information about the deduction of management fees:

- You must provide authorization for us to pull fees by initialing the appropriate section of our contract.
- You will receive a detailed invoice each quarter which outlines our fees and how they are calculated at the same time we request payment from the custodian.
- You will receive a statement from your custodian which shows your holdings.

- You are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

In limited circumstances we may agree to allow a client to pay by check rather than deducting payment directly from the client account.

You may terminate our advisory relationship by providing 5 days written notice. We will prorate the advisory fees earned through the termination date and send you a refund of the prepaid, unearned portion of your fee. We process refund payments within 15 days of the termination date and will send you a check or refund your investment account. In either case we will provide a final invoice detailing the calculation of the refund.

Other Costs Involved

In addition to our advisory fee shown above, you are responsible for paying fees associated with investing for your account. These fees include:

- mutual fund loads (if applicable). These charges are paid to brokers as a form of commission.
- management fees for ETFs and mutual funds. These are fees charged by the managers of the ETF or mutual fund and are a portion of the expenses of the ETF or mutual fund.
- brokerage costs and transaction fees for any securities or fixed income trades. These are generally charged by your custodian and/or executing broker.

Additional information about brokerage costs and services is provided in “Item 12: Brokerage Practices.”

We believe the fees mentioned above are competitive; however you may be able to obtain similar services from other sources at a lower price.

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

We do not receive performance fees for managing accounts.

ITEM 7: TYPES OF CLIENTS

Curran & Lewis clients are primarily individuals. We use at least three criteria before we agree to take on a new relationship. First and foremost, we must believe we can make a positive difference in a clients financial outcome. Second we must believe we will enjoy working together to help them achieve their financial goals, we view ourselves as nice, reasonable people and we want to have a business relationship with other nice reasonable people. Third, for new relationships, they must meet are firm minimum which is currently 1 million dollars of investable assets.

Generally we require that you maintain \$100,000 under management with us. However, we may waive that minimum at our sole discretion.

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

Curran & Lewis's approach is firmly rooted in the belief that markets are relatively "efficient", and that investors' returns are determined principally by asset allocation decisions, not market timing or stock picking. All portfolios employ a primarily passive strategy designed to capture the return behavior of an entire asset class. We don't believe "experts" such as economists, market strategists, or active money managers offer a repeatable solution that can be relied upon to determine the direction of the market, or the uncovering of "undiscovered stocks" etc.

To gain exposure to these various asset classes we primarily use institutional mutual funds and Exchange Trade Funds (ETF's). These investments funds are subject to normal market risk and clients are also subject to the trading costs to buy or sell them. In addition these vehicles have ongoing investment management cost and internal trading costs. These costs are separate and distinct from our fee.

Also because we are seeking investments that provide greater diversification clients they will tend to see returns that are different from what is being reported on the nightly news, and often different returns than what their friends, relatives, co-workers and neighbors are experiencing. Therefore when popular, widely reported sectors of the market are doing well clients may feel like they are falling behind.

Also while we strongly believe a well-diversified investment portfolio is in our client's best interest we make no guarantees that this approach will outperform a riskier more concentrated investment strategy.

Please be aware that investing involves risk and clients could lose some or all of their investment capital. We make no guarantees to the outcome of the investments we recommend. Any investment in securities involves the risk of loss, and clients should be prepared to bear that risk. Risks involved with securities include, but are not limited to:

Market Risk – The risk that the securities markets will increase or decrease in value. Market risk applies to every security. Security prices may fluctuate widely over short or extended periods in response to market or economic news and conditions. Securities markets also tend to move in cycles, with periods of rising security prices and periods of falling security prices.

Equity Risk – Buying stocks as an asset class doesn't reduce or eliminate the risk of owning common stock. Investors should be aware that stock based investments are subject to greater fluctuations in market value than many other asset classes. This greater volatility is a result of such factors as a company's business performance, investor perceptions, stock market trends and general economic conditions. Please be aware the rights of common stockholders are subordinate to all other claims on a company's assets including debt holders and preferred stockholders.

Smaller Securities Risk – Investments in the securities of small and mid-cap companies may be riskier than investments in the securities of larger, more established companies. The securities of smaller companies may trade less frequently and in smaller volumes, and as a result, may be less liquid than securities of larger companies. In addition, smaller companies may be more vulnerable to economic, market and industry changes. As a result, share price changes may be more sudden or erratic than the prices of other equity securities, especially over the short term. Because smaller companies may have limited product lines, markets or financial resources or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than large capitalization companies.

Debt Securities Risk – Debt securities are subject to credit risk, interest rate risk and liquidity risk. Credit risk is the risk that the issuer or guarantor of a debt security will be unable or unwilling to make timely payments of interest or principal or to otherwise honor its obligations. Interest rate risk is the risk of loss due to changes in interest rates and time to maturity. In general, the prices of debt securities rise when interest rates fall and the prices fall when interest rates rise. Liquidity risk is the risk that a particular security may be difficult to purchase or sell at an advantageous time or price.

International Investing Risk – Investments in securities issued by entities based outside of the United States involve risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and non-U.S. issuers and markets are subject. These risks may result in the securities experiencing rapid and extreme value changes due to currency controls; different accounting, auditing, financial reporting and legal standards and practices; political and diplomatic changes and developments; expropriation; changes in tax policy; a lack of available public information regarding non-U.S. issuers; greater market volatility; a lack of sufficient market liquidity; differing security structures; higher transaction costs; and various administrative difficulties, such as delays in clearing and settling portfolio transactions or in receiving payment of dividends. These risks may be heightened in connection with investments in issuers located in developing and emerging countries, and in issuers in more developed countries that conduct substantial business in such developing and emerging countries. Fluctuations in the exchange rates between currencies may negatively impact an investment in non-U.S. securities. Investments in securities issued by entities domiciled in the U.S. may also be subject to many of these risks.

Open-End Fund, Closed-End Fund, and Exchange-Traded Fund (ETFs) Risk – Investments in securities of open-end funds, closed-end funds and exchange-traded funds include the risks previously mentioned: Market Risk; Common Stock Risk; Small Cap Securities Risk; Debt Securities Risk; and Non-U.S. Securities Risk. There is also the risk that the Fund (open-end, closed-end and ETF) may not achieve its investment objective or execute its investment strategy effectively, which may have an adverse impact on the Fund's performance. In addition, because closed-end funds and ETFs trade on the secondary market, their shares may trade at a premium or discount to the actual net asset value of its portfolio securities and their potential lack of liquidity could result in greater volatility.

Non-Diversification Fund Risk - A non-diversified fund may be subject to greater risk than a diversified fund because changes in the financial condition or market assessment of a single issuer or sector may cause greater fluctuation in the value of a non-diversified fund's shares. Lack of broad diversification may also cause a non-diversified fund to be more susceptible to economic, political or regulatory events than a diversified fund.

Other Risks – Other risks that may have an adverse impact on the valuation of securities include, but are not limited to, such things as political unrest; war or warlike action by a military force, including action in hindering or defending against an actual or expected attack, by any government, sovereign or other authority using military personnel or other agents; acts of God or natural disasters including, but not limited to, hurricanes, tornadoes, earthquakes or tsunamis, or; acts of terrorism, insurrection, rebellion, revolution or action taken by governmental authority in hindering or defending against any of these.

ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of the investment advisor and each

investment advisor representative providing investment advice to you. We have no information of this type to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As a registered investment advisor, we are required to disclose when we, or any of our principals, have any other financial industry affiliations. Mr. Lewis is also the President of Lewis & Mathews Investment Management, Inc., an investment advisor registered with the SEC. Mr. Lewis spends approximately 80% of his time working in this capacity.

Clients and potential clients should be aware that Mr. S. W. Lewis is in addition to part owner and Senior Vice-President at Curran & Lewis, he is also President and founder of Lewis & Mathews Investment Management Inc. In his role at Curran & Lewis one of his primary responsibilities are marketing and promotion of Curran & Lewis. Mr. Lewis compensation is directly related to his effectiveness in this role. Mr. Lewis generally refers prospective clients to Curran & Lewis based on the following criteria (which may change over time):

S. W. Lewis must perceive the prospective client:

- 1) has the minimum liquid assets that we set for initial management: currently \$1 million.
- 2) can be reasonably helped by Curran & Lewis
- 3) is a pleasant person (or couple).
- 4) will get along well with Curran & Lewis' staff.
- 5) will become a long-term client of Curran & Lewis
- 6) is reasonable in their expectations.
- 7) has, or will have, at least a minimum understanding of the strategies we use to manage money.
- 8) will not take actions that are deleterious to his/her/their own financial well-being.

We don't believe this arrangement creates any material conflict of interest for C&L.

Edelman Managed Asset Program®

Over the years, many of our clients and colleagues have referred us to their family members and friends. While many referrals do meet our minimum for investment management, for those who do not, we have established a relationship with Edelman Financial Advisors LLC ("EFA"), an unaffiliated third party investment advisor. Our purpose is to have an alternative resource available for such referrals and EFA sponsors the Edelman Managed Asset Program® ("EMAP"), a program that corresponds with our investment philosophy. EMAP is a proprietary asset allocation program in which portfolios consist of unaffiliated investment products, including no-load mutual funds, exchange traded funds and variable annuities. We work with referred clients to determine the client's risk profile, financial situation and investment objectives. Based on that information, we will determine the appropriate EMAP portfolio and act as a local advisor. Clients will enter into a tri-party agreement between Curran & Lewis, EFA and the client.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a set of enforceable guidelines (Code of Ethics), which describes unacceptable conduct by Curran & Lewis and our associated persons. Summarized, this Code of Ethics prohibits us from:

- placing our interests before yours,
- using non public information gathered when providing services to you for our own gains, or
- engaging in any act, practice or course of business that is, or might be considered, fraudulent, deceptive, manipulative, or in violation of any applicable law, rule or regulation of a governmental agency.

Please contact us if you would like to receive a full copy of this Code of Ethics.

Personal Trading for Associated Persons

We may buy or sell some of the same securities for you that we already hold in our personal account. We may also buy for our personal account some of the same securities that you already hold in your account. It is our policy not to permit our associated persons (or their immediate relatives) to trade in a way that takes advantage of price movements caused by your transactions.

We may restrict trading for a particular security for our accounts or those of our associated person if there is a pending trade in that security in a client account. Trades for our accounts (and those of our associated persons) will be placed as part of a block trade with client trades, or individually after client trades have been completed. Additional information about block trades is provided in the Aggregation of Orders section of “Item 12: Brokerage Practices.” When our trades are placed after our client trades, we may receive a better or worse price than that received by the client.

Curran & Lewis and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

All persons associated with us are required to report all personal securities transactions to us quarterly.

ITEM 12: BROKERAGE PRACTICES

Selection of Brokers

In selecting brokers to execute portfolio transactions, we make a good faith judgment of about which broker would be appropriate. We take into consideration not only the available prices and rates of brokerage commissions, but also other relevant factors that may include (without limitation):

- the execution capabilities of the broker/dealer,
- research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice and market analysis),
- custodial and other services provided by the broker/dealer that are expected to enhance our general portfolio management capabilities,
- the size of the transaction,
- the difficulty of execution,
- the operational facilities of the broker-dealers involved,
- the risk in positioning a block of securities, and
- the quality of the overall brokerage and research services provided by the broker/dealer.

When we select the broker/dealer for a transaction, we may cause you to pay a higher commission for effecting a transaction than another broker/dealer would have charged for effecting that transaction. We do this if we determine in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided by the broker/dealer. The determination is viewed in terms of either the particular transaction or our overall responsibilities to you.

The Custodian and Brokers We Use

We do not maintain custody of your assets, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see “Item 15: Custody”). Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank.

We may recommend that our clients use TD Ameritrade as the qualified custodian. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with Curran and Lewis and there is no employee or agency relationship between TD Ameritrade and us. TD Ameritrade will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use TD Ameritrade as custodian/broker, you will decide whether to do so and will open your account with TD Ameritrade by entering into an account agreement directly with them.

Curran & Lewis participates in the institutional advisor program (the “Program”) offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA (“TD Ameritrade”). TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the Program. Please see “Item 14: Client Referrals and Other Compensation” for additional information.

We may, as an alternative, request that our clients use Charles Schwab & Co., Inc. (“Schwab”), a registered broker/dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we request that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may

assist you in doing so. If you do not wish to place your assets with Schwab or TD Ameritrade, then we cannot manage your account.

Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

How We Select Brokers/Custodians

We seek to use a custodian/broker who will hold your 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 your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, 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
- Quality of services
- 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 other clients
- Availability of other products and services that benefit us, as discussed below (see “*Products and Services Available to Us From Schwab*”)

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “*How We Select Brokers/Custodians*”).

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. 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 (we don't have to request them) and at no charge to us 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 You.

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 you and your account.

Services That May Not Directly Benefit You.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. 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 our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us.

Schwab also offers other services intended to help us 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 us. 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.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us 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. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, 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 (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. We have \$155.1 million in client assets under management, and we do not believe that recommending 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.

Aggregation of Orders

There are occasions on which portfolio transactions will be executed as part of concurrent authorizations to purchase or sell the same security for another client or one or more of our associated persons.

We may choose to block (aggregate) trades for your account with those of other client accounts and personal accounts of persons associated with Curran & Lewis. When we place a block trade, all participants included in the block receive the same price per share on the trade. The price is calculated by averaging the price of all of the shares traded. Due to the averaging of price over all of the participating accounts, aggregated trades could be either advantageous or disadvantageous. Commission costs are not averaged. You will pay the same commission whether your trade is placed as part of a block or on an individual basis. The objective of the aggregated orders will be to allocate the executions in a manner that is deemed equitable to the accounts involved.

Soft Dollars

"Soft dollars" are typically generated when an investment advisor enters into an agreement with an executing broker to receive a portion of the commissions generated by the advisor's client trades. The soft dollars are allocated to the investment advisor and can then be used to purchase items or services. The investment advisor has a fiduciary duty to its clients to obtain best execution, on an overall basis, for any securities transactions.

We do not use soft dollars as described above. The SEC recently changed the wording of certain questions on the Form ADV and has indirectly changed the definition of soft dollars. Due to the new wording, the receipt of goods and/or services from a third party in connection with providing advice to clients could be seen as "soft dollars." The additional services we receive from TD Ameritrade, as disclosed in Item 14 below, and from Schwab, as disclosed in the section entitled "Products and Services Available to Us From Schwab" above, would fall under this description of soft dollars.

ITEM 13: REVIEW OF ACCOUNTS

Investment Management

Accounts are reviewed on a monthly basis for adherences to parameters set up for each asset class using a portfolio management tool. When an asset classes are out of balance, we will adjust the portfolio to get back into balance while taking into consideration client goals, tax situation, and trading costs. All reviews are done by James Curran (President) and/or Deborah Peri-Clendenon (Vice President).

We provide quarterly performance reports, which specifically state the beginning balance, contributions and withdrawals, the different sources of return, the ending balance, and the percentage and dollar return net of fees during that time frame.

Each client will also receives a monthly statement from their brokerage firm, current Charles Schwab or TD Ameritrade, which will list his/her securities and the associated current values as of month-end. Furthermore, as securities trades are executed, each client will receive a confirmation statement with full details of each buy or sell.

Financial Planning

When requested by the client, we will update the goals, risk tolerance, and current account values. We also rerun goals-based plan to determine if they are still on track. All reviews are done by James Curran (President) or Deborah Peri-Clendenon (Vice President).

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Other Compensation

TD Ameritrade

As disclosed in “Item 12: Brokerage Practices,” we participate in TD Ameritrade’s institutional customer program and we may recommend that clients use TD Ameritrade for custody and brokerage services. There is no direct link between our participation in the program and the investment advice it gives to you, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount):

- receipt of duplicate client statements and confirmations;
- research related products and tools;
- consulting services;
- access to a trading desk serving investment advisor participants;
- access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts);
- the ability to have advisory fees deducted directly from client accounts;
- access to an electronic communications network for client order entry and account information;

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

TD Ameritrade may also have paid for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Curran & Lewis but may not benefit its client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Curran & Lewis manage and further develop its business enterprise. The benefits received by Curran & Lewis or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that our receipt of economic benefits in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

We may receive succession planning, practice valuation and Equity management services from third-party vendors through our participation in the TD Ameritrade Institutional Equity Management Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Equity Management Program, we may have been selected to participate in the TD Ameritrade Institutional Equity Management Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade has established the TD Ameritrade Institutional Equity Management program as a means of assisting independent unaffiliated investment advisors to grow and maintain their respective investment advisory business. TD Ameritrade does not supervise Curran & Lewis and has no responsibility for Curran & Lewis's management of client portfolios or our other advice or services to clients.

Our participation in the TD Ameritrade Institutional Equity Management Program raises potential conflicts of interest. We may encourage our clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Equity Management Program, Curran & Lewis may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

Curran & Lewis's participation in the above TD Ameritrade programs does not diminish our duty to act in the best interests of our clients, including to seek best execution of trades for client accounts.

Charles Schwab & Co., Inc.

We receive 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 us, and the related conflicts of interest are described above (see "Item 12: Brokerage Practices"). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Client Referrals

Our employees or principals may be compensated in part based on the revenues received from clients they introduce to the firm. We may also engage solicitors to provide client or investor referrals. We pay these solicitors a portion of the fees we earn for managing the client or investor that was referred. If you are referred by a solicitor, this practice will be disclosed in writing and we will comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and any similar state rule or statute.

ITEM 15: CUSTODY

When you give us authority to deduct our fees directly from your separately managed account, we have custody of those assets. In order to avoid additional regulatory requirements in these cases, we follow the procedures outlined in “Item 5: Fees and Compensation.” You will also receive quarterly statements directly from custodian of the account that details all transactions in the account. They will be sent to the email or postal mailing address you provided to the custodian. You should carefully review those statements promptly when you receive them.

ITEM 16: INVESTMENT DISCRETION

As one of the conditions of managing your account, you are required to provide discretionary authority for us to manage your assets. Discretionary authority means that you are giving us a limited power of attorney to place trades on your behalf. This limited power of attorney does not allow us to withdraw money from your account, other than advisory fees if you agree to give us that authority.

You grant us discretionary authority by completing the following items:

- Sign a contract with us that provides a limited power of attorney for us to place trades on your behalf. Any limitations to the trading authorization will be added to this agreement.
- Provide us with discretionary authority on the new account forms that are submitted to the broker/dealer acting as custodian for your account(s).

Curran & Lewis normally has full power to supervise and direct the investment of the Account, making and implementing investment decisions. These investment trades are in accordance with Client's objectives and risk tolerance and we are not required to contact the client before each trade. Any limitations the client wishes to impose on trading should be disclosed in advance and in writing.

ITEM 17: VOTING CLIENT SECURITIES

We do not accept the authority to vote proxies on your behalf and we do not provide guidance about how to vote proxies. You will receive proxies and other related paperwork directly from your custodian.

ITEM 18: FINANCIAL INFORMATION

We do not charge or solicit pre-payment of more than \$1,200 in fees per client six months or more in advance. We have never filed for bankruptcy and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual obligations to clients.

BROCHURE SUPPLEMENT
ITEM 1: COVER SHEET

James P. Curran

Curran & Lewis Investment Management, Inc.

830 Menlo Avenue, Suite 210

Menlo Park, CA 94025

(650) 463-0200

January 25, 2013

This Brochure Supplement provides information about James P. Curran that supplements the Curran & Lewis Investment Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James P. Curran, President at (650) 463-0200 or jim@curranandlewis.com if you did not receive Curran & Lewis Investment Management, Inc.'s Brochure or if you have any questions about the content of this supplement.

Additional information about James P. Curran is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

James P. Curran was born in 1953. Mr. Curran received an AA in Marketing from San Jose City College in 1978, and is taking coursework in Applied Economics at the University of San Francisco.

Employment Background

Employment Dates: 6/1996 - Present
Firm Name: Curran & Lewis Investment Management, Inc.
Type of Business: Investment Advisor
Job Title & Duties: President

ITEM 3: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. There is no information of this type to report.

ITEM 4: OTHER BUSINESS ACTIVITIES

Mr. Curran is not involved in any other business activities.

ITEM 5: ADDITIONAL COMPENSATION

Mr. Curran does not receive any economic benefit from any non-client for providing advisory services.

ITEM 6: SUPERVISION

James P. Curran, President, is responsible for the supervision of Mr. Curran. His telephone number is (650) 463-0200.

BROCHURE SUPPLEMENT
ITEM 1: COVER SHEET

Stephen W. Lewis

Curran & Lewis Investment Management, Inc.

830 Menlo Avenue, Suite 210

Menlo Park, CA 94025

(650) 463-0200

January 25, 2013

This Brochure Supplement provides information about Stephen W. Lewis that supplements the Curran & Lewis Investment Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James P. Curran, President at (650) 463-0200 or Jim@curranandlewis.com if you did not receive Curran & Lewis Investment Management, Inc.'s Brochure or if you have any questions about the content of this supplement.

Additional information about Stephen W. Lewis is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Stephen W. Lewis was born in 1942. He received a BS in Psychology from University of Pittsburgh in 1966.

Employment Background

Employment Dates:	6/1996 - Present
Firm Name:	Curran & Lewis Investment Management, Inc.
Type of Business:	Investment Advisor
Job Title & Duties:	Senior Vice-President

ITEM 3: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. There is no information of this type to report.

ITEM 4: OTHER BUSINESS ACTIVITIES

Mr. Lewis is also the President of Lewis & Mathews Investment Management, Inc., an investment advisor registered with the SEC. Mr. Lewis spends approximately 80% of his time working in this capacity.

ITEM 5: ADDITIONAL COMPENSATION

Mr. Lewis does not receive any economic benefit from any non-client for providing advisory services.

ITEM 6: SUPERVISION

James P. Curran, President, is responsible for the supervision of Mr. Lewis. His telephone number is (650) 463-0200.

BROCHURE SUPPLEMENT
ITEM 1: COVER SHEET

Deborah Peri-Clendenin

Curran & Lewis Investment Management, Inc.

830 Menlo Avenue, Suite 210

Menlo Park, CA 94025

(650) 463-0200

January 25, 2013

This Brochure Supplement provides information about Deborah Peri-Clendenin that supplements the Curran & Lewis Investment Management, Inc. Brochure. You should have received a copy of that Brochure. Please contact James P. Curran, President at (650) 463-0200 or Jim@curranandlewis.com if you did not receive Curran & Lewis Investment Management, Inc.'s Brochure or if you have any questions about the content of this supplement.

Additional information about Deborah Peri-Clendenin is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Deborah Peri-Clendenin was born in 1971. She graduated Magna Cum Laude with a BSBA in Accounting from University of Arizona in 1993.

Employment Background

Employment Dates: 3/2005 - Present
Firm Name: Curran & Lewis Investment Management, Inc.
Type of Business: Investment Advisor
Job Title & Duties: Vice-President

Professional Designations

Certified Financial Planner – July 2008

The CFP designation is issued by the Certified Financial Planner Board of Standards, Inc. In order to receive a CFP designation, the candidate must have a bachelor's degree or higher from an accredited college or university and have 3 years of full-time personal financial planning experience. In addition, the candidate must complete a CFP board-registered program or hold one of the following: CPA, ChFC,

Chartered Life Underwriter(CLU), CFA, Ph.D. in business or economics, Doctor of Business Administration or attorney's license. Once the designation is earned, the CFP must complete 30 hours of continuing education every 2 years.

ITEM 3: DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose any material facts regarding any legal or disciplinary actions that would be material to your evaluation of each investment advisor representative providing investment advice to you. There is no information of this type to report.

ITEM 4: OTHER BUSINESS ACTIVITIES

Ms. Peri-Clendenin is not involved in any other business activities.

ITEM 5: ADDITIONAL COMPENSATION

Ms. Peri-Clendenin does not receive any economic benefit from any non-client for providing advisory services.

ITEM 6: SUPERVISION

James P. Curran, President, is responsible for the supervision of Ms. Peri-Clendenin. His telephone number is (650) 463-0200.