

Item 1- Cover Page

The Wealth Enhancement Group, Inc.

1075-B Powers Place

Alpharetta, GA 30009

(770)777-1845

www.thewealthenhancementgroup.com

03/21/2013

This Brochure provides information about the qualifications and business practices of The Wealth Enhancement Group, Inc (hereinafter "WEGI"). If you have any questions about the contents of this Brochure, please call us at (770)777-1845 or email us at mross@tweginc.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

WEGI is an SEC- Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about WEGI also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There are no material changes (within this brochure) from our previous brochure dated 1/11/2012.

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Item 4 – Advisory Business

WEGI and its principal, Michael S. Ross, offer a variety of advisory services.

Financial Planning

The primary service provided by WEGI is financial planning. Financial Planning may address one or more areas of your financial situation, such as investment portfolio design and management, retirement planning, college planning, insurance planning, estate planning, risk management, etc. Depending on your particular situation, financial planning may include some or all of the following:

- a) Gathering factual information concerning your personal and financial situation;
- b) Helping you to establish financial goals and objectives;
- c) Analyzing your present situation and anticipated future activities in light of your financial goals and objectives;
- d) Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- e) Making recommendations to help achieve plan goals and objectives;
- f) Designing an investment portfolio to help meet your goals and objectives;
- g) Providing ongoing portfolio management, if requested (see Portfolio Management section below);
- h) Providing estate planning;
- i) Assessing risk and reviewing insurance needs;
- j) Reviewing goals and objectives, measuring progress toward these goals and objectives, and recommending revisions if necessary;

Portfolio Management

You may elect, as a natural progression following financial planning, to retain WEGI to design and manage an investment portfolio. On the other hand, you may not need a full financial plan and may elect to retain WEGI for portfolio management services exclusively.

In either situation, portfolio design and management encompasses the following:

- Assessment of your current financial situation (current assets);

- Assessment of your goals and objectives;
- Assessment of your past investment experience;
- Determination of your investment time horizon;
- Identification of your risk tolerance;
- Identification of current and future income needs.

WEGI assists you in all of these areas indicated above by means of interviews and client questionnaires.

Once these areas have been thoroughly addressed, WEGI will recommend either a mutual fund portfolio or third party money managers. These third party managers would fill specific roles in the management of your overall portfolio, such as government bonds, small capitalization growth management, large capitalization value management, international management, etc. In some cases, WEGI may recommend using several managers in the same asset class in order to access a more diversified knowledge pool.

Other Consultations

WEGI also offers estate, business, and insurance planning services.

Assets Under Management

As of the date of this Brochure (3/21/2013), WEGI has \$117,399,206 of Assets under Management.

Item 5 – Fees and Compensation

Financial Planning Fees

WEGI generally charges a fixed fee for the financial planning services. The initial fee for a full financial plan ranges from \$2,500 - \$7,500, depending on the complexity of the plan. This initial fee covers a period of one year from the date WEGI receives the executed agreement. Upon completion of the first year, ongoing planning fees will be re-negotiated. Portfolio Management fees are separate, as outlined below.

Portfolio Management Fees:

Fees are based on a percentage of assets under management, and are calculated on the value of the managed assets at the end of the prior calendar quarter. The annual fee schedule for these services is as follows, but is negotiable depending on individual situations:

- First \$500,000 1.25 – 1.50%
- Next \$500,000 1.00 – 1.25%
- Balance above \$1,000,000 1.00%

Fees are payable quarterly in advance. If management begins after the start of a quarter, fees will be prorated accordingly. The Management Agreement may be terminated by either party upon thirty (30) days of written notice. In the event of termination, any paid but unearned fees will be promptly refunded to you. All management fees are in addition to financial planning fees.

Fees are due at the beginning of each calendar quarter, and are either deducted directly from your account, or billed to you for remittance, at your discretion. In the event of termination, any paid unearned fees are refunded to you on a prorated basis.

All fees paid to WEGI and other money managers for investment advisory services are separate and distinct from the fees and expenses that mutual funds charge their shareholders. For a complete list of these fees, please refer to the prospectus for the fund. If the fund also imposes a sales charge, you could pay an initial or deferred sales charge in addition to the fees charged by WEGI. Fees paid to WEGI are exclusive of all custodial and transactional costs charged by account custodians, brokers, or other managers. You should review all fees charged by mutual funds, WEGI, third party managers, and others to fully understand the total amount of fees you may pay.

Other Consultations

If you do not require the continuous management services of WEGI, fees may be charged hourly at rates ranging from \$150 - \$300. These charges are invoiced as incurred. For large projects or at your request, WEGI may provide you with an estimate prior to beginning the work.

Item 6 – Performance-Based Fees and Side-By-Side Management

WEGI does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

WEGI provides portfolio management services to high net worth individuals, business owners, trustees, profit-sharing plans, and celebrities.

The minimum portfolio size is \$300,000. However, under certain circumstances, minimums may be negotiable.

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

WEGI primarily uses fundamental analysis to manage your portfolio.

We attempt to abide by Modern Portfolio Theory (“MPT”). MPT is an investment that attempts to maximize the expected return of a portfolio within a given range of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various Asset Classes. MPT was developed in the 1950s through the early 1970s and was considered an important advance in the mathematical modeling of finance. MPT is widely used in practice throughout the financial industry and its creator won a Nobel memorial prize for the theory.

MPT is a mathematical formulation of the concept of Diversification in investing, with the aim of selecting a collection of investment Asset Classes that, as a group, have collectively lower risk than any individual Asset Class. That this is possible can be seen intuitively because different types of assets often change in value in opposite ways. For example, as prices in the stock market tend to move independently from prices in the bond market, a collection of both types of Asset Classes can therefore have lower overall risk than either individually. When two asset classes move in opposite directions simultaneously, it can be said that they are “negatively correlated”; when two asset classes move in the same direction simultaneously, it can be said that they are “positively correlated”. Diversification can lower risk even if Asset Classes' returns are not negatively correlated—indeed, even if they are positively correlated.

More technically, MPT models the return of an Asset Class as a normally distributed function (or more generally as an elliptically distributed random variable), defines risk as the standard deviation of return, and models a portfolio as a weighted combination of different Asset Classes so that the return of a portfolio is the weighted average of the total Asset Classes' returns. By combining different Asset Classes whose returns are not perfectly positively correlated, MPT seeks to reduce the total variance of the portfolio return. MPT also assumes that investors are rational and markets are efficient.

The fundamental concept behind MPT is that the Asset Classes in an investment portfolio should not be selected individually, each on their own merits. Rather, it is important to

consider how each Asset Class changes in price relative to how every other Asset Class in the portfolio changes in price.

Investing is a tradeoff between risk and expected return. In general, Asset Classes with higher expected returns are riskier. For a given amount of risk, MPT describes how to select a portfolio with the highest possible expected return. Or, for a given expected return, MPT explains how to select a portfolio with the lowest possible risk (the targeted expected return cannot be more than the highest-returning available security, of course, unless negative holdings of assets are possible.)

MPT is therefore a form of Diversification (having your eggs in many different baskets)! Under certain assumptions and for specific quantitative definitions of risk and return, MPT explains how to find the best possible Diversification strategy (allotment of baskets).

WEGI uses MPT to help place you in the best possible Diversification strategy that fits in line with your goals, objectives, risk tolerance, and time frame. We Diversify your account in multiple different asset classes to accomplish this goal.

Once an allocation has been agreed upon, we use Morningstar, a highly respected independent investment research firm, and a wide variety of other research materials to screen for the top performing funds within each Asset Class. While we look at multiple criteria during this screening, we give the most weighting to how well they are doing within their respective category (Asset Class) as opposed to looking only at absolute return.

We monitor your account by making sure that the actual Asset allocation does not vary significantly from the model Asset allocation. Additionally, we keep close watch on the underlying funds (again with the assistance of Morningstar) to be sure that the mutual funds that we have chosen for each Asset Class stay in the upper quartiles, as compared to their peers.

If your Asset Class allocation significantly varies from its model on a percentage basis, we will contact you and develop a strategy to rebalance your portfolio. Also, if our research determines that one of the funds within an Asset Class needs to be replaced or removed, we will contact you with our intentions of potentially replacing this fund with an alternative fund. You are made aware of any potential changes and provided with the Morningstar performance sheets for the funds that we are recommending to purchase or liquidate.

We continuously remind our clients that even with thorough Diversification and using the top-performing funds and regardless of how aggressive or conservative they may perceive their portfolios, "Investing in securities involves risk of loss that clients should be prepared to bear."

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of WEGI or the integrity of WEGI's management. WEGI has NO information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

WEGI and its representatives are also actively engaged in business other than giving investment advice. Additionally, WEGI and its representatives sell products or services other than investment advice to clients.

Michael S. Ross (the principal of WEGI) and Steven F. Petcovic (an Investment Advisor of WEGI), are also registered representatives of The Leaders Group, Inc., a registered broker/dealer and FINRA member. In addition, they are licensed to sell insurance products. In each of these roles, they are entitled to receive commissions or other compensation.

Additionally, due to their insurance and retail investment sales production and affiliations with insurance and investment organizations (disclosed above), WEGI representatives may occasionally be awarded sales incentives (trips, etc) by these various organizations.

Because these dual roles may present a conflict of interest, WEGI has instituted these policies to address the conflict,

- WEGI will not charge a portfolio management fee on any assets on which it or its advisors have previously received a commission.
- You are under no obligation to purchase other investment or insurance products from WEGI.
- WEGI personnel have never and will never let commissions or award incentives influence them to steer you into a product or products that are not in your best interests.

Item 11 – Code of Ethics

WEGI has adopted a Code of Ethics for its supervised persons describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions related to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at WEGI must acknowledge the terms of the Code of Ethics annually, or as amended.

WEGI anticipates instances where we may recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which WEGI its affiliates and/or clients, directly or indirectly, have an ownership interest. Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of WEGI will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not interfere with the best interest of WEGI's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between WEGI and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with our obligation of best execution. In such circumstances, the affiliated and client accounts will share trading costs equally and trades will be priced at the average price of all trades in that security on that day. WEGI will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

WEGI's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Steven F. Petcovic at (770)777-1845 or spetcovic@twegtinc.com.

It is WEGI's policy that the firm will not affect any principal or agency cross securities transactions for client accounts.

Item 12 – Brokerage Practices

Investment or Brokerage Discretion

WEGI participates in the Institutional Brokerage Group ("IBG") program of Fidelity Brokerage Services, Inc. ("Fidelity"), a FINRA member and registered broker/dealer. IBG is a services program offered to independent investment advisors by Fidelity. We generally recommend Fidelity as your custodian. As part of the IBG program, WEGI may receive some benefits, as described below.

IBG Benefits

Through its participation in IBG, WEGI does receive some economic benefits, although there is no direct link between the investment advice given and the participation in the IBG program.

These benefits include, but may not be limited to: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk servicing IBG participants exclusively, access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to clients accounts; ability to have investment advisory fees deducted directly from clients accounts; access to an electronic communications network for client order entry and account information; receipts of compliance publications; access to client approved market timely articles; and access to mutual funds which generally require significantly higher minimum initial investments or are generally only available to institutional investors.

The benefits received through participation in the IBG program do not necessarily depend upon the proportion of transactions directed to Fidelity.

When given discretion to do so, WEGI will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The determination of reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research and other services which help WEGI in providing investment advisory services to the client. WEGI may therefore recommend (or use) a broker/dealer who provides useful research and securities transaction services even though a lower commission may be charged by a different broker/dealer who offers no research services or minimal securities transaction assistance. Research services may be useful in servicing all of WEGI's clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Item 13 – Review of Accounts

Michael S. Ross, President of WEGI and Steven F. Petcovic, Investment Advisor Representative of WEGI, review all client accounts.

Accounts are reviewed in full detail at least annually, and each portfolio's asset allocation is reviewed quarterly. In addition, the portfolio of recommended funds is reviewed, in aggregate, on a daily basis. Any perceived need for change is then considered for each client portfolio on an individual basis.

Also, interim reviews are triggered by a number of factors. These factors may include but are not limited to the following: change in general circumstances, change in expense levels due to marriage, etc., retirement, or economic, political, or market conditions.

Portfolios utilizing the services of third party managers will be reviewed by WEGI quarterly.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the position (and current pricing) in each account, as well as transactions in each account, including fees paid for an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms.

Additionally, WEGI prepares detailed quarterly reports for distribution to clients.

Item 14 – Client Referrals and Other Compensation

WEGI may utilize the services of various persons who act in the capacity of a solicitor and may receive compensation from WEGI for referring a client to WEGI.

These persons act as consultants and independent contractors, and not as employees of WEGI. They will use their best efforts to solicit and refer as clients to WEGI those individuals or entities which they believe are suitable and appropriate for the investment advisory services provided by WEGI. The Solicitors represent that they are familiar with the investment advisory services and programs offered by WEGI.

When a Solicitor is involved, you will be made aware of this relationship and will sign a disclosure form acknowledging the same.

The Solicitors will perform their responsibilities in accordance with the WEGI's policies and applicable federal and state law.

Item 15 – Custody

As mentioned previously, you will receive quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains your investment assets.

WEGI urges you to carefully review such statements and compare such official custodial records to the account statements that WEGI may provide. WEGI's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

WEGI usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, WEGI will adhere to the investment policies, limitations and restrictions of its clients.

Investment guidelines and restrictions must be provided to WEGI in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, WEGI does not have any authority to and does not vote proxies on your behalf. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. You may contact WEGI for advice regarding your voting of proxies.

Item 18 – Financial Information

WEGI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has NOT been the subject of a bankruptcy proceeding.

Brochure Supplement

The Wealth Enhancement Group, Inc.

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03/21/2013

This Brochure Supplement provides information about Michael S. Ross and Steven F. Petcovic that supplements WEGI's Brochure. You should have received a copy of that Brochure. Please contact Steven F. Petcovic, Chief Compliance Office at (770)777-1845 or via e-mail at spetcovic@tweginc.com if you did not receive WEGI's Brochure or if you have any questions about the contents of this supplement.

Additional information about Michael S. Ross and Steven F. Petcovic is available on the SEC's website at www.adviserinfo.sec.gov.

Michael Ross

Date of Birth:

12/16/1966

Education:

Bachelor of Science, Business Marketing, Florida State University, 1988

Designations:

Certified Fund Specialist (CFS), 1998

A Certified Fund Specialist is a designation sponsored by the Institute of Business & Finance.

Examinations/Associations:

NASD Series 6 (1996)

NASD Series 63, (1996)

NASD Series 65 (1996)

Accident, Life, Variable Life, Health Insurance, and Variable Annuity Licensed, State of GA

Business Background:

President, The Wealth Enhancement Group, Inc., 8/97-Present

Registered Representative, The Leaders Group, Inc., 10/97-Present

Registered Representative, Cigna Financial Advisors, 1/96-10/97

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is NO applicable information to disclose about Michael S. Ross for this item.

Item 4- Other Business Activities

Michael S. Ross is also:

- A Registered Representatives of The Leaders Group, Inc., a broker/dealer and FINRA member headquartered in Littleton, CO., who may from time to time sell retail investment products on behalf of various investment companies and receive commissions on such sales.

- A licensed insurance agent who may from time to time sell insurance products on behalf of various insurance carriers and receive commissions on such sales.

Accordingly, clients should consider that there is a potential conflict of interest between their interest and the receipt of sales commissions by Michael S. Ross. However, Michael has never and will never let commissions influence him to steer his clients into a product or products that he does not feel are in the best interests of his clients.

Item 5- Additional Compensation

Due to Michael's insurance and retail investment sales production and affiliations with insurance and investment organizations (disclosed above), he may occasionally be awarded sales incentives (trips, etc) by these various organizations.

Accordingly, clients should consider that there is a potential conflict of interest between their interest and the receipt of award incentives by Michael S. Ross. However, Michael has never and will never let outside incentives influence him to steer his clients into a product or products he does not feel are in the best interests of his clients.

Item 6 - Supervision

As President of WEGI, Michael S. Ross does not have any immediate supervisor to whom he reports.

However, he is closely observed on a day to day basis by Steven F. Petcovic, Chief Compliance Officer of the firm. They work together to be sure that there is a system of checks and balances in place for WEGI.

Additionally, Michael is regulated by his broker/dealer (The Leaders Group, Inc.) and various other organizations, such as the SEC.

Steven Petcovic

Date of Birth:

6/15/1979

Education:

Bachelor of Science, Financial Management, Grove City College (2001)

Examinations/Associations:

NASD Series 7 (2001)

NASD Series 66 (2001)

Accident, Life, Variable Life, Health Insurance, and Variable Annuity Licensed, State of GA

Business Background:

Investment Advisor Representative, The Wealth Enhancement Group, Inc., 3/03-Present

Chief Compliance Officer, The Wealth Enhancement Group, Inc., 01/06-Present

Registered Representative, The Leaders Group, Inc., 03/03-Present

Investment Advisor Representative, Securian Financial Group, 07/01-02/03

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is NO applicable information to disclose about Steven F. Petcovic for this item.

Item 4- Other Business Activities

Steven F. Petcovic is also:

- A Registered Representatives of The Leaders Group, Inc., a broker/dealer and FINRA member headquartered in Littleton, CO., who may from time to time sell retail investment products on behalf of various investment companies and receive commissions on such sales.
- A licensed insurance agent who may from time to time sell insurance products on behalf of various insurance carriers and receive commissions on such sales.

Accordingly, clients should consider that there is a potential conflict of interest between their interest and the receipt of sales commissions by Steven F. Petcovic. However, Steven

has never and will never let commissions influence him to steer his clients into a product or products that he does not feel are in the best interests of his clients.

Item 5- Additional Compensation

Due to Steven's insurance and retail investment sales production and affiliations with insurance and investment organizations (disclosed above), he may occasionally be awarded sales incentives (trips, etc) by these various organizations.

Accordingly, clients should consider that there is a potential conflict of interest between their interest and the receipt of award incentives by Steven F. Petcovic. However, Steven has never and will never let outside incentives influence him to steer his clients into a product or products that he does not feel are in the best interests of his clients.

Item 6 - Supervision

Steven reports directly to Michael S. Ross, the President of WEGI.

Additionally, he is closely observed on a day to day basis by Michael. With Steven's role as Chief Compliance Officer, they work together to be sure that there is a system of checks and balances in place for WEGI.

Additionally, Steven is regulated by his broker/dealer (The Leaders Group, Inc.) and various other organizations, such as the SEC.