

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: <b>Tradition Wealth Management, LLC</b>				
Address: (Number and Street) <b>6800 France Avenue South, Suite 310</b>	(City) <b>Edina</b>	(State) <b>MN</b>	(Zip Code) <b>55435</b>	Area Code: Telephone Number: <b>( 952) 252-4692</b>

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any government authority.**

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	June 2009	

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**FORM ADV****Part II - Page 2**

Applicant:

**Tradition Wealth Management LLC**

SEC File Number:

**801-62666**

Date:

**6/22/2009**

## Definitions for Part II

Related person - Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services - Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. approx. (See instruction below.)

Applicant:

- |                                     |     |   |     |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services . . . . .  | 85% |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services . . . . .  | %   |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above . . . . .  | 10% |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription . . . . .   | %   |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above . . . . .   | %   |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . . | %   |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .   | 5%  |
| <input type="checkbox"/>            | (8) | Provides a timing service . . . . .   | %   |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above . . . . .   | %   |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does the applicant call any of the services it checked above financial planning or some similar term? . . . . . Yes ☒ No ☐

C. Applicant offers investment advisory services for: (check all that apply):

- |                                     |     |  |                          |     |                   |
|-------------------------------------|-----|--|--------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management      | <input type="checkbox"/> | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges                               | <input type="checkbox"/> | (5) | Commissions       |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) | Other             |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

- |                                     |    |                                  |                                     |    |   |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals                      | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/>            | B. | Banks or thrift institutions     | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/>            | C. | Investment companies             | <input type="checkbox"/>            | G. | Other (describe on Schedule F)                                  |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans |                                     |    |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 3**

Applicant:

**Tradition Wealth Management LLC**

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801- 62666

Date:

**6/22/2009****3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities                   | <input checked="" type="checkbox"/> H. United States government securities     |
| <input checked="" type="checkbox"/> (1) exchange-listed securities         |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> I. Options contracts on:                   |
| <input checked="" type="checkbox"/> (3) foreign issues                     | <input checked="" type="checkbox"/> (1) securities                             |
|  | <input checked="" type="checkbox"/> (2) commodities                            |
| <input type="checkbox"/> B. Warrants                                       |  |
| <input checked="" type="checkbox"/> C. Corporate debt securities           | <input checked="" type="checkbox"/> J. Futures contracts on:                   |
| (other than commercial paper)  | <input checked="" type="checkbox"/> (1) tangibles                              |
|  | <input checked="" type="checkbox"/> (2) intangibles                            |
| <input type="checkbox"/> D. Commercial paper                               |  |
| <input checked="" type="checkbox"/> E. Certificates of deposit             | <input checked="" type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities                | <input checked="" type="checkbox"/> (1) real estate                            |
|  | <input checked="" type="checkbox"/> (2) oil and gas interests                  |
| <input checked="" type="checkbox"/> G. Investment company securities       | <input type="checkbox"/> (3) other (explain on Schedule F)                     |
| <input checked="" type="checkbox"/> (1) variable life insurance            | <input type="checkbox"/> L. Other (explain on Schedule F)                      |
| <input checked="" type="checkbox"/> (2) variable annuities                 |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                 |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.****A.** Applicant's security analysis methods include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Charting    | (4) <input type="checkbox"/> Cyclical                                 |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical   |   |

**B.** The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input type="checkbox"/> Corporate rating services                        | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

**C.** The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input checked="" type="checkbox"/> Short sales  |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 4**

Applicant:

**Tradition Wealth Management LLC**

SEC File Number:

**801-62666**

Date:

**6/22/2009****5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? . . . . .

Yes No  
☐ ☒

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- |                 |  |
|-----------------|--|
| • name          | • formal education after high school               |
| • year of birth | • business background for the preceding five years |

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input checked="" type="checkbox"/> (9) insurance company or agency                |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input checked="" type="checkbox"/> (6) banking or thrift institution  | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? . . . . .

Yes No  
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**FORM ADV****Part II - Page 5**

Applicant:

**Tradition Wealth Management LLC**

SEC File Number:

**801- 62666**

Date:

**6/22/2009****9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? . . . . .

Yes

☐

No

☒

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**Reviews will be attempted to be conducted with clients not less than at least annually or as agreed by client and Advisory Representative. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Clients may be charged an advisory fee for additional reviews. Generally, Advisory Representatives will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which client assets are invested, and market shifts and corrections. Clients are advised that they should notify their Advisory Representative promptly of any changes to the client's financial goals, objectives or financial situation as such changes may require Advisory Representative to review the clients portfolio and make recommendations for changes.**

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

**Clients will be provided with account statements reflecting the transactions occurring in the client's account at least on a quarterly basis. Client will be provided with confirmations for each securities transaction executed in the client's account. Further, depending on the services requested by client, Representative may provided account holding reports reflecting the holdings in client's account and the value of the securities. Such reports will be provided at a frequency as requested by client.**

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**FORM ADV****Part II - Page 6**

Applicant:

**Tradition Wealth Management LLC**

SEC File Number:

**801-62666**

Date:

**6/22/2009****12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold? . . . . .

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ? . . . . .

Yes No

☒ ☐

(3) broker or dealer to be used ? . . . . .

Yes No

☐ ☒

(4) commission rates paid? . . . . .

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients? . . . . .

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? . . . . .

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? . . . . .

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? . . . . .

Yes No

☐ ☒

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

(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: <b>Tradition Wealth Management LLC</b>	IRS Empl. Ident. No.: <b>42-1577774</b>
---	--

Item of Form (identify)	Answer
Item 1 D	<p>Tradition Wealth Management, LLC referred to herein as “Applicant” or “Tradition Wealth.” Associated persons of Tradition Wealth are referred to herein as “Advisory Representatives.”</p> <p><b>I. Tradition Wealth Asset Management Program</b></p> <p>Clients wanting to engage Tradition Wealth to manage client’s account will need to establish an account (“Account”) with Charles Schwab &amp; Company (“Schwab”) or Pershing, LLC (“Pershing”). Tradition Wealth will not maintain custody of client’s funds or securities, with the exception of deduction of Tradition Wealth’s advisory fee from clients’ accounts. Custodial services for the managed Account will be provided through Schwab and Pershing.</p> <p>Tradition Wealth generally offers asset management services on a discretionary basis whereby Tradition Wealth will determine the securities to be purchased and sold and execute transactions without contacting the client prior to execution. Advisory Representatives will gather information on a client’s financial history, goals, objectives, and financial concerns and assist client in developing an asset allocation strategy. All information gathered from client is confidential. Client will establish an Account and deposit cash, cash equivalents and securities and engage an Advisory Representative to manage the Account. Based on client’s investment objectives, risk tolerance, and financial situation, the client’s Advisory Representative will manage the Account on a continuous basis.</p> <p>Tradition Wealth has designed various model portfolios to assist Tradition Wealth in managing clients’ portfolios. Clients’ assets will generally be invested in accordance with one or more of the model portfolios. However, clients’ portfolios are reviewed on an account by account basis to determine if rebalancing, reallocation or customization is needed. The model portfolios designed by Tradition Wealth are used as a guideline to assist in managing clients’ accounts. The investment committee (see Item 6 for background information on the members) meets at least once a month to discuss changes to the model portfolios. Each client’s advisory representative will determine whether changes to the model portfolios are applicable to the client.</p> <p>If the account is opened with securities previously purchased through Advisory Representatives in their capacity as a registered representative, Advisory Representatives may have already received commissions on the purchase. Clients are advised that transactions in the account, account reallocations and rebalancing may trigger a taxable event for the client, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.</p> <p>Tradition Wealth will offer to meet with clients at least annually or at client’s request to discuss the client’s investment portfolio and to update the client’s financial information should any changes have occurred. Client is advised that it is necessary to inform Tradition Wealth promptly with respect to any changes in the client’s financial situation and investment goals and objectives. Failure to notify Tradition Wealth of any such</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

(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: <b>Tradition Wealth Management LLC</b>	IRS Empl. Ident. No.: <b>42-1577774</b>
Item of Form (identify)	Answer
Item 1 D (continued)	<p>changes could result in investment advice not meeting the needs of the client.</p> <p>Tradition Wealth may aggregate (“bunch”) transactions in the same security on behalf of more than one client in an effort to strive for best execution and to possibly reduce the price per share and/or other costs to clients. However, aggregated or bunched orders will not reduce the transaction costs to participating clients. Tradition Wealth conducts aggregated transactions in a manner designed to ensure that no participating client is favored over another client. Participating clients will obtain the average share price per share for the security executed that day. To the extent the aggregated order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated pro-rate to the participating client accounts in proportion to the size of the orders placed for each account. Under certain circumstances, the amount of securities maybe increased or decreased to avoid holding odd-lot or a small number of shares for particular clients.</p> <p><u>Fee Schedule</u></p> <p>Clients may pay an initial set up (disclosed below) plus a quarterly fee. Clients will have the option of paying Tradition Wealth an advisory fee in advance or in arrears on a calendar quarterly basis, depending on the preference of the client and the Advisory Representative. Whether clients are paying advisory fees in advance or in arrears of the calendar quarter, the advisory fee will be based on the Account value on the last business day of the just completed calendar quarter.</p> <p>Clients paying fees in advance of the calendar quarter will pay an initial advisory fee based upon the Account opening value. Clients paying fees in arrears of the calendar quarter will pay a prorated portion of the fee for the quarter the account was established. In the event the Account is opened on a day other than the first day of a calendar quarter or closed on a day other than the last day of a calendar quarter, fees will be prorated for the quarter. Fees are negotiable and are not based on a share of capital gains or capital appreciation of the funds or any portion of the funds. Further, advisory fees will vary by Advisory Representative. A client’s advisory fee will be based on an aggregate of all of a client’s accounts under management with Tradition Wealth. Advisory fees are in accordance with the fee schedule below.</p> <p>Clients may make additions to the Account or withdrawals from the Account. Generally, there will be no adjustments of advisory fees for additional deposits or partial withdrawals. However, fee adjustments may be made on those accounts where fees are paid in advance subject to Tradition Wealth’s determination. Such determination will be made based on the size of the account and amount of deposit or withdrawal or request of the client. Additional fees are negotiable. No fee adjustments will be made for Account appreciation or depreciation.</p> <p>If the client has provided Tradition Wealth with written authorization, the fee will be deducted directly from the client’s Account. Clients may be provided with a fee invoice that identifies the advisory fee, the value of the Account and how the fee was calculated. Additionally, clients will be provided with an account statement reflecting the deduction of</p>
Item 1 D	

**Complete amended pages in full, circle amended items and file with execution page (page 1).**



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

(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: <b>Tradition Wealth Management LLC</b>		IRS Empl. Ident. No.: <b>42-1577774</b>								
Item of Form (identify)	Answer									
(continued)	<p>the advisory fee. If the Account does not contain sufficient funds to pay advisory fees, Tradition Wealth has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Clients who have not authorized the deduction of advisory fees from client's Account will be requested to submit a check in the amount of the fees due immediately upon receipt of Tradition Wealth's invoice.</p> <p style="text-align: center;">Initial Set-Up Fee <span style="float: right;">Up to \$500</span></p> <p>The initial set-up fee will be due upon execution of the advisory agreement and is negotiable. The set-up fee may differ from client to client depending on the size of the account, complexity of establishing the account, and whether the client participated in financial planning.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Account Size</u></th> <th style="text-align: right;"><u>Maximum Annual Fee</u></th> </tr> </thead> <tbody> <tr> <td>\$100,000 to \$250,000</td> <td style="text-align: right;">2.00%</td> </tr> <tr> <td>\$250,001 to \$500,000</td> <td style="text-align: right;">1.75%</td> </tr> <tr> <td>\$500,001 and above</td> <td style="text-align: right;">1.50%</td> </tr> </tbody> </table> <p>The Tradition Wealth Asset Management Program may be offered as a wrap or non-wrap program. A wrap program is a program whereby the investment adviser wraps all fees for asset management and execution services into a single fee charged to the client. A non-wrap account program is a program where the client will pay a fee to the investment adviser for asset management and will pay any transaction fees for securities transactions executed separately.</p> <p>Wrap programs may be more expensive to clients where there is less trading or where a buy and hold strategy is applied. Typically wrap program fees are higher since the investment adviser needs to charge a fee to cover its management as well as transaction costs. Additionally, if an investment adviser utilizes non-transactional securities in the management of the account the investment adviser will benefit since the investment adviser will not need to pay transaction fees out of the fee received from the client. Wrap programs may appear more beneficial upon initiation of the account management when there may be more trading or when the account is rebalance or re-allocated since the client will not need to pay transaction fees.</p> <p>Alternatively, non-wrap programs (i.e. programs where the client pays a fee for asset management and pays transaction fees for transactions occurring in the account) may be more expensive if there are many transactions occurring in the account, if the investment adviser utilizes securities that have a transaction fee, if there is steady rebalancing and frequent reallocation of the account. Alternatively, a non-wrap program will be more beneficial to a client where a buy and hold strategy is applied, where no transaction fee funds are used or there is infrequent transactions. Clients will typically pay a lower fee since the investment adviser will not need to pay for transaction fee costs out of the fee.</p> <p><b>Item 1 D (continued)</b></p> <p>The option for a wrap or non-wrap program is subject to negotiation with the client.</p> <p>In addition to the advisory fees above, client may pay fees for custodial services, account</p>		<u>Account Size</u>	<u>Maximum Annual Fee</u>	\$100,000 to \$250,000	2.00%	\$250,001 to \$500,000	1.75%	\$500,001 and above	1.50%
<u>Account Size</u>	<u>Maximum Annual Fee</u>									
\$100,000 to \$250,000	2.00%									
\$250,001 to \$500,000	1.75%									
\$500,001 and above	1.50%									

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

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(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: <b>Tradition Wealth Management LLC</b>	IRS Empl. Ident. No.: <b>42-1577774</b>
Item of Form (identify)	Answer
Item 1 D (continued)	<p>maintenance fees, transaction fees, and other fees associated with maintaining the Account. Tradition Wealth does not share in any portion of such fees. Additionally, client may pay their proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such fees are not shared with Tradition Wealth and are compensation to the fund-manager. Clients should read the mutual fund prospectus prior to investing.</p> <p>Clients may terminate investment advisory services obtained from Tradition Wealth, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Tradition Wealth. Client will be responsible for any fees and charges incurred by client from third parties as a result of maintaining the Account such as transaction fees for any securities transactions executed and Account maintenance or custodial fees. Thereafter, client may terminate investment advisory services at any time upon Tradition Wealth's receipt of client's written notice to terminate. Should client terminate investment advisory services during a quarter:</p> <ul style="list-style-type: none"> <li>• Clients who have paid advisory fees in advance will be issued a prorated refund of fees from the date of termination to the end of the calendar quarter.</li> <li>• Clients who pay advisory fees in arrears will be charged a pro-rata portion of the advisory fee for the quarter up to the date of termination.</li> </ul> <p><b>II. Financial Planning and Consulting Services</b></p> <p>Tradition Wealth offers various financial planning and consulting services including:</p> <ul style="list-style-type: none"> <li>- Financial Planning</li> <li>- Tax Planning</li> <li>- Retirement Planning</li> <li>- Estate Planning</li> <li>- Asset Allocation Advice</li> <li>- College Planning</li> </ul> <p>Additionally, Tradition Wealth may offer clients the service of reviewing their qualified plan allocations and options. Tradition Wealth will assist the client with recommendations for allocating their qualified plan accounts. Clients will typically retain all authority for implementation. However, qualified plans retained at Charles Schwab &amp; Company may authorize Tradition Wealth to implement recommendations and monitor the account on an ongoing basis. Generally, clients will be charged an annual fixed fee in accordance with the fixed fee schedule below.</p> <p>Tradition Wealth will gather financial information and history from client including, but not limited to, retirement and financial goals, investment objectives, investment horizon, financial needs, cash flow analysis, cost of living needs, education needs, savings tendencies, and other applicable financial information required by Tradition Wealth in order to provide the investment advisory services requested. Based upon client's needs, Tradition Wealth will prepare a written financial plan addressing client's needs.</p> <p>Financial plans are based on the client's financial situation at the time and are based on financial information disclosed by the client to Tradition Wealth. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no</p>
Complete amended pages in full, circle amended items and file with execution page (page 1).	

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

(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: <b>Tradition Wealth Management LLC</b>	IRS Empl. Ident. No.: <b>42-1577774</b>
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	<p>way an indication of future performance. Tradition Wealth cannot offer any guarantees or promises that client's financial goals and objectives will be met. Further, client must continue to review any plan and update the plan based upon changes in the client's financial situation, goals or objectives, or changes in the economy. Should client's financial situation or investment goals or objectives change, clients must notify Tradition Wealth promptly of the changes. Clients are advised that neither Tradition Wealth nor its Advisory Representatives offer any advice or guidance on a client's property, casualty, or liability insurance needs.</p> <p>Client is advised that fees for financial planning are strictly for financial planning services. Therefore, client may pay fees and/or commissions for additional services obtained such as asset management or products purchased such as securities or insurance.</p> <p><u>Fee Schedule</u></p> <p>Tradition Wealth offers advisory services on a hourly fee basis and a fixed fee basis depending on the preference of the client. Generally, defined planning services are provided to client based on a fixed fee quote provided to the client prior to the client entering into an advisory agreement. Undefined services or consulting services are generally offered to clients on an hourly fee basis. To the extent possible, clients will be provided an estimate of the anticipated time required to provide the services requested by the client. Fees are negotiable.</p> <ul style="list-style-type: none"><li>➤ Hourly Fees - \$150 per hour. One half (1/2) of the estimated fee is due upon execution of the advisory agreement. The balance of the fee or any accumulated hourly fees in excess of the estimated fee is due upon completion of the advisory services.</li><li>➤ Fixed Fee – ranging from \$1,000 to \$5,000 depending on various factors including but not limited to the complexity of the client's situation, services requested by the client, amount of research required, staff time required, travel costs and number of anticipated meetings with the client. One half (1/2) of the estimated fee is due upon execution of the advisory agreement. The balance of the fee is due upon completion of the advisory services.</li></ul> <p>Client may terminate hourly advisory services within five (5) business days after entering into the advisory agreement without penalty. After five (5) business days of entering into the advisory agreement, client may terminate upon Tradition Wealth's receipt of client's written notice to terminate. Client will be responsible for any time spent by Tradition Wealth in providing the client advisory services or analyzing the client's situation based on the hourly rate of \$150 per hour and for any travel costs incurred by Tradition Wealth.</p> <p><b>III. Third Party Managed/Asset Allocation Programs</b></p> <p>Applicant may use the services of third party asset managers to offer asset allocation and ongoing management of a client's account. Such programs are designed to assist the client in determining their risk profile and investment objectives and provide a relevant asset allocation policy. Further, such programs will provide ongoing re-balancing of the client's</p>
Item 1 D	

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**Schedule F of  
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	<p>assets in the account and provide performance reports. Tradition Wealth will assist client in evaluating their financial situation to aid client in determining the suitability of a third party manager's service. Applicant's Advisory Representatives will be available to answer questions the client may have regarding their account and act as the communication conduit between the client and the manager.</p> <p>Tradition Wealth has entered into an arrangement to refer clients who may be suitable for the management program offered by Stonebridge Capital Advisors, LLC and Tealwood Asset Management, Inc (together referred to as "third party managers"). All execution of securities in the account and the management decisions affecting the account will be conducted by third party managers. Tradition Wealth will have no trading or direct management responsibility over the account. Tradition Wealth will monitor the services of the third party managers and periodically meet with the client to review the client's account.</p> <p>A portion of the advisory fee client pays to Stonebridge Capital Advisors or Tealwood Asset Management, LLC will be paid to Tradition Wealth. Clients will enter into an agreement directly with Stonebridge Capital Advisors and/or Tealwood Asset Management, LLC. Clients will not be charged an additional fee by Tradition Wealth for the review, monitoring or supervision of any account placed with Stonebridge Capital Advisors or Tealwood Asset Management, LLC. Tradition Wealth's compensation with respect to accounts with Stonebridge Capital Advisors or Tealwood Asset Management, LLC will be a portion of the fee the client pays for participating in a third party managed program. Generally, a portion of the fee will be retained by the third party manager and a portion of the fee will be retained by Tradition Wealth.</p> <p><u>Tealwood Asset Management, LLC</u> – In addition to the fee charged by Tealwood Asset Management the client will be charged an additional fee of up to 1%. Tradition Wealth will deduct a total fee from the client's account on a calendar quarterly basis in arrears that will consist of Tealwood Asset Management's fee plus Tradition Wealth's fee. Fees will be prorated for partial calendar quarters.</p> <p>Clients are advised Tradition Wealth may be deemed to have a conflict of interest to recommend the services of Stonebridge Capital Advisors over other advisory programs that may be equally as suitable and may cost more or less as a result of Stonebridge Capital Advisors sharing a portion of its fee with Tradition Wealth.</p> <p>Tradition Wealth has entered into an arrangement with Schwab to offer the <i>Managed Account Marketplace</i>® ("Marketplace"), <i>Managed Account Connection</i>® ("Connection"), <i>Managed Account Select</i>® ("Select") and <i>Managed Account Access</i>™ ("Access"). Clients participating in the <i>Marketplace</i> or <i>Connection</i> programs will pay a fee to the money manager(s), to Tradition Wealth and to Schwab to cover execution services and access to the program. Clients participating in the <i>Select</i> program will pay one fee to cover costs of Schwab, third party managers and Callan Associates, Inc. a consulting firm providing third party manager analysis, and a fee to Tradition Wealth. Additional disclosure about the programs is provided in the Disclosure Brochure for the programs. Tradition Wealth has</p>	
Item 1 D		

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**Schedule F of  
Form ADV**

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Tradition Wealth Management LLC	801-62666	6/22/2009

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Item of Form (identify)	Answer			
	<p>an incentive to recommend advisory programs through which Tradition Wealth will receive compensation.</p> <ul style="list-style-type: none"> <li>➤ <i>Marketplace</i> - Offers clients access to many third party managers. *Clients will pay a fee to the third party manager(s) based on the third party manager's fee schedule.</li> <li>➤ <i>Connection</i> - Is a subset of <i>Marketplace</i>. *Fees to the managers in the Connection program begin at 0.80% for equity accounts and 0.50% for fixed income accounts. Account minimums are \$500,000 or more.</li> <li>➤ <i>Select</i> - Clients may select up to seven money managers to manage the client's account. Account minimums are typically \$100,000 for equity accounts and \$250,000 for fixed income accounts. *Clients will pay a fee to cover third party manager(s) and consulting services and Schwab (fees starting at 1.00% for equity accounts and 0.70% for fixed income accounts) and a fee to Tradition Wealth. Clients with several accounts utilizing the Select Program may be aggregated to reduce fees.</li> <li>➤ <i>Access</i> - *Fees will begin at 1% for equity accounts and 0.70% for fixed income accounts in addition to Tradition Wealth's advisory fee disclosed below. Minimum account size is \$100,000 for equity managers and \$250,000 for fixed income managers. Clients will have access to more than 1,500 managers and 5,000 managed account products. Through the program, Tradition Wealth will have the ability to conduct searches for managers and managed products for a client based on a pre-designed set of criteria established by the client and Tradition Wealth.</li> </ul> <p>*In addition to the Program fees, clients will pay a fee to Tradition Wealth. Additionally, clients participating in the <i>Marketplace</i> and <i>Connection</i> program will pay a fee to Schwab for custodial and execution services.</p> <p>Third party programs may have minimum account size requirements that may range from \$100,000 and above. Minimum account size requirements will vary from third party manager to third party manager. Tradition Wealth's fee for servicing and consulting with clients participating in a third party manager program are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. Quarterly advisory fees are charged either in advance or in arrears on a calendar quarterly basis and based on the value of the account on the last business day of the calendar quarter in accordance with the following fee schedule. Accounts established on a day other than the first business day of the calendar quarter or closed on a day other than the last business day of the calendar quarter will be charged a prorated portion of the fee. No fee adjustments will generally be made for additional deposits and partial withdrawals. Fees are negotiable.</p> <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><u>Market Value</u></td> <td style="text-align: center;"><u>Maximum Annual Fee</u></td> </tr> </table>		<u>Market Value</u>	<u>Maximum Annual Fee</u>
<u>Market Value</u>	<u>Maximum Annual Fee</u>			

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**Schedule F of  
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**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

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

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Item of Form (identify)	Answer									
	<table> <tr> <td>\$100,000 to \$500,000</td> <td>1.75%</td> </tr> <tr> <td>\$500,001 to \$1,000,000</td> <td>1.25%</td> </tr> <tr> <td>\$1,000,001 to \$2,000,000</td> <td>1.10%</td> </tr> <tr> <td>\$2,000,001 and above</td> <td>1.00%</td> </tr> </table>		\$100,000 to \$500,000	1.75%	\$500,001 to \$1,000,000	1.25%	\$1,000,001 to \$2,000,000	1.10%	\$2,000,001 and above	1.00%
\$100,000 to \$500,000	1.75%									
\$500,001 to \$1,000,000	1.25%									
\$1,000,001 to \$2,000,000	1.10%									
\$2,000,001 and above	1.00%									
	<p><b>GENERAL DISCLOSURES</b></p> <p>Advice offered by Advisory Representatives may involve investment in mutual funds. Mutual funds may carry loads (i.e. sales charges) that may be up-front or on a contingent deferred basis or be no-loads with no initial or contingent deferred sales charges. Clients are advised that Advisory Representatives are registered representatives of ProEquities, Inc. ("ProEquities"), a registered broker/dealer, member of the Financial Industry Regulatory Authority ("FINRA") and SIPC. Therefore, Advisory Representatives have a conflict of interest in recommending mutual funds that may carry a load since such mutual funds may pay Advisory Representatives a commission should the purchase be made through Advisory Representatives.</p> <p>A conflict of interest may exist between the interests of Tradition Wealth and/or its Advisory Representatives and the interests of the client in that Tradition Wealth and Advisory Representatives offer financial planning and investment advisory services for a fee and also offer various securities products for which they may be paid a commission. The securities products available through Tradition Wealth may be limited to certain products that have been reviewed and made available for offering through the broker/dealer with which Advisory Representatives may be registered representatives.</p> <p>Lower fees for comparable services may be available from other sources. Material conflicts of interest have been disclosed to the client in writing via the Form ADV, Part II that could cause the Tradition Wealth or Advisory Representatives to not render unbiased and objective advice. Tradition Wealth does not maintain custody of client funds or securities, with the exception of deduction of Tradition Wealth's advisory fee from those accounts authorized by the client.</p> <p>Client is advised that the investment recommendations and advice offered by Tradition Wealth are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or other professional. Client is advised that it is necessary to inform Tradition Wealth promptly with respect to any changes in the client's financial situation and investment goals and objectives. Failure to notify Tradition Wealth of any such changes could result in investment recommendations not meeting the needs of the client.</p> <p><b>WARRANTEES/REPRESENTATIONS</b></p> <p>Tradition Wealth does not represent, warrant or imply that the services or methods of analysis used by Tradition Wealth can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to major market corrections or crashes.</p>									

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Tradition Wealth Management LLC</b>	IRS Empl. Ident. No.: <b>42-1577774</b>
Item of Form (identify)	Answer
	<p><b>PRIVACY NOTICE</b></p> <p>Tradition Wealth gathers various nonpublic information from clients in order to provide advisory products and services. Tradition Wealth does not share nonpublic information with nonaffiliated third parties except as permitted by law. Clients will be provided with a copy of Tradition Wealth's privacy policy upon establishment of a client relationship with Tradition Wealth and annually thereafter as long as client remains an active client.</p> <p><b>PROXY VOTING</b></p> <p>Clients are advised that Tradition Wealth does not vote proxies on clients' behalf or take responsibility in any way to ensure client's securities are voted. Clients retain the responsibility for voting their own proxies.</p>
Item 4 A (5)	<p><b><u>Methods of Analysis, Sources of Information, and Investment Strategies</u></b></p> <p>Tradition Wealth may recommend to clients to utilize the management programs and services of third party managers. Additionally, Tradition Wealth may utilize the information and analysis provided by Schwab and Callan &amp; Associates, Inc., a consulting firm providing analysis and research on third party managers, to assist Tradition Wealth with recommending third party managers.</p>
Item 6	<p><b><u>Education and Business Standards</u></b></p> <p>The following individuals are the directors, members and advisory representatives of Tradition Wealth. Additionally, the following individuals participate in investment committee meetings.</p> <p><b>John Greenagel</b> Date of Birth: 10/1967</p> <p>Education:</p> <ul style="list-style-type: none"> <li>• Texas Christian University, Fort Worth, TX – attended from 1986 to 1987</li> <li>• University of Minnesota, Minneapolis, MN – attended from 1987 to 1990 - graduated in 1990 with a BA in Political Science</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>• ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>• Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 04/2003 to Present</li> <li>• Cambridge Investment Research, a broker/dealer – position: Registered Representative – 02/2003 to 07/2004</li> <li>• Wealth Enhancement Group, a financial services firm – position: Financial Advisor - 12/2001 to 02/2003</li> <li>• SII Investments, a broker/dealer – position: Registered Representative – 12/2001 to 02/2003</li> <li>• FSC Securities Corporation, a broker/dealer – position: Registered Representative – 01/2001 to 12/2001</li> <li>• IDS Life Insurance, a financial services firm – position: Representative – 02/1998 to 01/2001</li> </ul>

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Item of Form (identify)	Answer
	<ul style="list-style-type: none"> <li>American Express Financial Advisor, a broker/dealer – position: Registered Representative – 02/1998 to 01/2001</li> </ul> <p><b>Chadwick Schumacher</b> Date of Birth: 08/1969</p> <p>Education:</p> <ul style="list-style-type: none"> <li>University of Minnesota, Mankato, MN – attended from 1987 to 1992 - graduated in 1992 with a BS in Marketing</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 04/2003 to Present</li> <li>Cambridge Investment Research, a broker/dealer – position: Registered Representative – 03/2003 to 07/2004</li> <li>Wells Fargo Private Client Services, a financial services firm – position: Private Client Manager – 02/2000 to 03/2003</li> <li>US Bancorp Piper Jaffray, a financial services firm – position: Financial Consultant – 07/1995 to 02/2000</li> </ul> <p><b>Jeffrey Erpelding</b> Date of Birth: 08/1971</p> <p>Education:</p> <ul style="list-style-type: none"> <li>Iowa State University, Ames, IA – attended from 1990 to 1991</li> <li>Drake University, Des Moines, IA – attended from 1991 to 1994 – graduated in 1994 with a BS in Accounting and Finance</li> <li>University of Minnesota, Minneapolis, MN – attended from 1998 to 1999 - graduated in 1999 with a MBA in Finance</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 10/2003 to Present</li> <li>Cambridge Investment Research, a broker/dealer – position: Registered Representative – 02/2003 to 07/2004</li> <li>Wealth Enhancement Group, a financial services firm – position: Financial Advisor – 01/2001 to 02/2003</li> <li>SII Investments, a broker/dealer – position: Registered Representative – 12/2001 to 02/2003</li> <li>FSC Securities Corporation, a broker/dealer – position: Registered Representative – 01/2001 to 12/2001</li> <li>Baune Dosen &amp; Co., an accounting firm – position: Business Valuation Analyst – 02/1999 to 01/2001</li> <li>Full Time Student - 06/1998 to 02/1999</li> </ul>

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**Schedule F of  
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	<p><b>John Hause</b> Date of Birth: 08/1970</p> <p>Education:</p> <ul style="list-style-type: none"> <li>Bemidji State University, Bemidji, MN – attended from 1989 to 1994 – graduated in 1994 with a BS in Business</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 10/2003 to Present</li> <li>Cambridge Investment Research, a broker/dealer – position: Registered Representative – 03/2003 to 07/2004</li> <li>Wells Fargo Investments, a financial services firm – position: Financial Consultant – 08/2002 to 03/2003</li> <li>Wells Fargo Brokerage Services, a broker/dealer – position: Financial Consultant – 02/2000 to 08/2002</li> <li>US Bancorp Piper Jaffray, a broker/dealer – position: Registered Representative – 01/1997 to 02/2000</li> </ul> <p><b>Timothy Gunderson</b> Date of Birth: 01/1972</p> <p>Education:</p> <ul style="list-style-type: none"> <li>Gustavus Adolphus College, St. Peter, MN – attended from 1990 to 1994 – graduated in 1994 with a BA in Biology and Chemistry</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 04/2004 to Present</li> <li>Cambridge Investment Research, a broker/dealer – position: Registered Representative – 03/2004 to 07/2004</li> <li>State Farm Insurance, a financial services and insurance firm – position: Financial Consultant – 07/1998 to 03/2004</li> </ul> <p><b>Bradley Johnson</b> Date of Birth: 11/1968</p> <p>Education:</p> <ul style="list-style-type: none"> <li>University of Colorado, Boulder, CO – attended from 1987 to 1991 – graduated in 1991 with a BS in Business Administration</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Advisory Representative – 07/2005 to Present</li> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2005 to Present</li> <li>AXA Advisors, LLC, a broker/dealer – position: Registered Representative –</li> </ul>

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	<p>07/1992 to 07/2005</p> <p><b>Christine Sorensen</b> Date of Birth: 12/1972</p> <p>Education:</p> <ul style="list-style-type: none"> <li>University of North Dakota, Grand Forks, ND – attended from 1991 to 1995, graduated in 1995 with a BA in Education</li> </ul> <p>Business Background:</p> <ul style="list-style-type: none"> <li>Tradition Wealth Management, LLC, an investment advisory firm – position: Member, Director of Operations - 02/2003 to Present</li> <li>ProEquities, Inc., a broker/dealer – position: Registered Representative – 07/2004 to Present</li> <li>Cambridge Investment Research, Inc., a broker/dealer position: Registered Representative – 02/2003 to 07/2004</li> <li>SII Investments, Inc., a broker/dealer position: Registered Representative – 12/2001 to 02/2003</li> <li>Wealth Enhancement, a financial services firm – position: Sr. Client Service Manager – 01/2001 to 01/2003</li> </ul>	
Item 7 C	<p><b><u>Other Business Activities</u></b></p> <p>The Directors, Members, and Advisory Representatives of Tradition Wealth are licensed insurance agents and offer various insurance products for which they will be paid a commission. They spend approximately 10% of their time in the capacity as insurance agents offering insurance products for a commission. Clients are under no obligation to purchase insurance products through the individuals.</p> <p>The Directors, Members, and Advisory Representatives are registered representatives of ProEquities, Inc., a registered broker/dealer, member FINRA and SIPC. They spend approximately 30% of their time in the capacity as registered representatives and offer securities products on a commission basis. Clients are under no obligation to purchase or sell securities through the individuals. However, if a client chooses to implement the plan, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at ProEquities than at other broker/dealers.</p> <p>Associated persons are registered representatives with ProEquities and must execute securities transactions through ProEquities, unless they obtain authorization to execute securities transactions through another broker/dealer. Therefore, should clients elect to implement investment advice through associated persons, associated persons may be limited to certain broker/dealers.</p>	
Item 8 C (6) and (9)	<p><b><u>Other Financial Industry Activities or Affiliations</u></b></p> <p>Tradition Wealth has an arrangement with Tradition Capital Bank. Additionally, certain Members of Tradition Wealth have a minority share of ownership in Tradition Capital Bank. The share of ownership among all Members of Tradition Wealth does not exceed 10%. Tradition Wealth has entered into an agreement with Tradition Capital Bank to</p>	

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	<p>maintain an office in the bank, meet with clients and provide advisory services. As a result of maintaining the office in the bank and for various administrative services the bank provides to the branch office of Tradition Wealth, Tradition Wealth pays Tradition Capital Bank 20% of any advisory fees collected from clients referred by the branch office in the bank. Clients will not pay higher or lower fees than other clients serviced outside the bank location and there will be no difference in the type of service.</p> <p><b>FINANCIAL INSTITUTION DISCLOSURES</b> The products and advice offered by Tradition Wealth:</p> <ul style="list-style-type: none"> <li>○ are nondeposit investment products;</li> <li>○ are not federally insured;</li> <li>○ are not guaranteed by the financial institution or any affiliated entity;</li> <li>○ are not deposits or other obligation of the Financial Institution or the FDIC; and</li> <li>○ are subject to investment risks, including the possible loss of the principal invested.</li> </ul> <p>Advisory Representatives may offer insurance products and services through Tradition Wealth Management Insurance Agency, LLC, a sister company to Tradition Wealth Management LLC. Clients are under no obligation to participate in insurance products and services through Tradition Wealth Management Insurance Agency. Clients are advised there is a conflict of interest in having clients participate in insurance products and services through them in that commissions may be received which are in addition to any advisory fees paid. Insurance products and services may be limited to those products for which Tradition Wealth Management Insurance Agency, LLC has entered into an agreement with various insurance companies.</p>	
Item 9 B, D, E	<p><b><u>Participation or Interest in Client Transactions</u></b> Advisory Representatives may buy or sell securities identical to those securities recommended to clients. Therefore, Advisory Representatives may have an interest or position in certain securities that are also recommended and bought or sold to clients. Advisory Representatives will not put their interests before a client's interest. They may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. Tradition Wealth is required to maintain a list of all securities holdings for its associated persons. Further, Tradition Wealth and Advisory Representatives are prohibited from trading on non-public information or sharing such information. Clients have the right to decline any investment recommendation. Tradition Wealth and Advisory Representatives are required to conduct their securities and investment advisory business in accordance with all applicable securities regulations.</p> <p><b>CODE OF ETHICS</b> Tradition Wealth has a fiduciary duty to clients to act in the best interest of the client and always place the client's interests first and foremost. Tradition Wealth takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Tradition Wealth's policies and procedures. Further, Tradition</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Tradition Wealth Management LLC	801-62666	6/22/2009

(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: <b>Tradition Wealth Management LLC</b>		IRS Empl. Ident. No.: <b>42-1577774</b>
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	<p>Wealth strives to handle clients' non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides clients with Tradition Wealth's Privacy Policy. As such, Tradition Wealth maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about client transactions. Further, Tradition Wealth's Code of Ethics establishes Tradition Wealth's expectation for business conduct. A copy of our Code of Ethics will be provided to any client or prospective client upon request.</p>	
Item 12 A	<p><b><u>Investment or Brokerage Discretion</u></b></p> <p>Clients may grant Tradition Wealth authorization to manage client's account on a discretionary basis. Discretionary authorization provides Tradition Wealth the ability to determine the securities to be purchased and sold and when such securities are purchased and sold. Client will grant such authority to Tradition Wealth by execution of the client agreement. Client may terminate discretionary authorization at any time upon receipt of written notice by Tradition Wealth. Additionally, client is advised that:</p> <ol style="list-style-type: none"> <li>1) Client may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;</li> <li>2) Advisory Representative must obtain written client consent to establish any mutual fund, variable annuity, or brokerage account;</li> <li>3) Tradition Wealth requires the use of Advisory Representative's broker/dealer for sales in commissionable mutual funds or variable annuities.</li> <li>4) With the exception of deduction of Tradition Wealth's advisory fees from the account, if client has authorized automatic deductions, Tradition Wealth will not have the ability to withdraw client's funds or securities from the account.</li> </ol>	
Item 12 B	<p>Advisory Representatives are registered representatives of ProEquities and are subject to FINRA Conduct Rule 3040, which may restrict such registered individuals from conducting securities transactions away from ProEquities, unless ProEquities provides Advisory Representatives with written authorization. Therefore, clients are advised that Advisory Representatives may be limited to conducting securities transactions through ProEquities and certain approved broker/dealers. Commissions may be higher or lower at ProEquities than at other broker/dealers. Clients are advised that account maintenance fees and transaction charges may be higher or lower at ProEquities than at other broker/dealers offering similar services. Clients retain the choice of the broker/dealer and account custodian. However, Advisory Representatives may be limited to certain services.</p> <p>Generally, Tradition Wealth may direct transactions in fixed income securities through Northland. Tradition Wealth utilizes Northland as a result of its ability to locate and offer various fixed income securities including but not limited to municipal and corporate bonds and government securities.</p> <p>Tradition Wealth has arrangements with Charles Schwab &amp; Co. ("Schwab") and Pershing,</p>	
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LLC to enable clients to establish accounts at the broker/dealers and enable Tradition Wealth to manage the accounts. Schwab and Pershing provide Tradition Wealth with trading platforms that more easily enable Tradition Wealth to trade on behalf of clients whose accounts are custodied at Schwab or Pershing.

Tradition Wealth may recommend clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker/dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Tradition Wealth is independently owned and operated and not affiliated with Schwab. Schwab provides Tradition Wealth with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge so long as a total of at least \$10 million of Tradition Wealth's clients' assets is maintained in accounts at Schwab Institutional. Further there is no other contingent upon Tradition Wealth committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Tradition Wealth's clients' accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Item 13 A

**Additional Compensation**

Advisory Representatives acting in the capacity as a Registered Representatives may receive trail commissions (i.e. 12b-1 fees) for a period of time. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. 12b-1 fees may be initially paid to ProEquities. And a portion passed Advisory Representatives. The receipt of such fees could represent an incentive for Advisory Representatives to recommend funds with 12b-1 fees over funds that have no fees or lower fees. As a result, there is a potential conflict of interest.

Schwab makes available to Tradition Wealth other products and services that benefit Tradition Wealth but may not benefit its clients' accounts. Some of these other products and services assist Tradition Wealth in managing and administering clients' accounts. These include software and other technology that provide access to client account data, such as trade confirmation and account statements; facilitate trade execution and allocation of aggregated trade orders for multiple client accounts; provide research, pricing information and other marked data; facilitate payment of Tradition Wealth's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Tradition Wealth's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Tradition Wealth other services intended to help Tradition Wealth manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management,

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	<p>information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to Tradition Wealth by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to Tradition Wealth. While as a fiduciary, Tradition Wealth endeavors to act in its clients' best interests, and Tradition Wealth's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Tradition Wealth of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab which may create a potential conflict of interest.</p>	
Item 13 B	<p><b><u>Solicitor Arrangements</u></b></p> <p>Tradition Wealth may enter into arrangements with individuals ("Solicitor") whereby the Solicitor will refer clients who may be a candidate for investment advisory services offered by Tradition Wealth. In return, Tradition Wealth will agree to compensate the Solicitor for the referral. Compensation to the Solicitor is dependent on the client entering into an advisory agreement with Tradition Wealth for advisory services. Compensation to Solicitor will be an agreed upon percentage of Tradition Wealth's advisory fee. Tradition Wealth's referral program is in compliance with the federal regulations as set out in 17 CFR section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement retained by both Tradition Wealth and the Solicitor. The Solicitor will be required to provide the client with a copy of Tradition Wealth's Form ADV Part II and a Solicitor Disclosure brochure prior to or at the time of entering into any investment advisory contract with Tradition Wealth. Solicitor is not permitted to offer clients any investment advice on behalf of Tradition Wealth. Clients' advisory fee will not be increased as a result of compensation being shared with Solicitor.</p> <p>Additionally, Tradition Wealth maintains a branch office in Tradition Capital Bank. As compensation for the office space, administrative services and marketing of Tradition Wealth's services, Tradition Wealth pays Tradition Capital Bank 20% of any advisory fee collected from clients referred from the bank location. Additional disclosure about the relationship between Tradition Wealth and Tradition Capital Bank can be found under Item 8.C. above.</p> <p>Clients are advised their Advisory Representative have an invested interest in the advisory fee paid by the client to Tradition Wealth in that a portion of the advisory fee collected by Tradition Wealth will be paid to the Advisory Representative as compensation for services. Further, Advisory Representative's compensation paid by Tradition Wealth may be based on the amount of assets the Advisory Representative has under management and/or the overall production of the Advisory Representative (i.e. revenue generated from commissionable products such as insurance and securities products on a commission basis and advisory fees collected by Tradition Wealth).</p>	

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