

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Power Asset Management, LLC

SEC File Number:

801-62399

Date:

07/20/2007

(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:

Power Asset Management, LLC

IRS Empl. Ident. No.:

02-0704936Item of Form
(identify)

Answer

Item 1.D.**ADVISORY SERVICES AND FEES****General**

Power Asset Management LLC provides investment advice to clients relating to the purchase and sale of various fixed-income securities and, from time to time, issues analyses and reports to clients in the above-described activities. Power Asset Management LLC does not maintain possession or custody of the funds or securities of any client. The client funds are typically deposited in either a brokerage firm or bank custodian account. With client consent, Power Asset Management LLC causes fees to be paid out of individually-managed accounts by the client's custodian. When it does so, Power Asset Management LLC directs the Custodian to send the client at least quarterly a statement indicating: (i) the amount of funds and of each security, asset or other property in the client's account as of the end of the calendar quarter; (ii) each transaction in the client's account during such calendar quarter; and (iii) all amounts disbursed from the client's account during such quarter, including the amount of the fees paid to Power Asset Management LLC. In addition, Power Asset Management LLC sends to each client an invoice showing the amount of its fees, the value of the assets on which the fees are based and the computation concurrently with billing the custodian for such fees.

In addition, Power Asset Management LLC, from time to time, recommends the selection of other advisers to clients.

Fees

Power Asset Management LLC charges annual fees based on a percentage of assets under management pursuant to the following schedule:

Assets Under Management (\$)	Annual Fee (% of Assets Under Management)
\$0 - \$1,000,000	0.70%
\$1,000,000 - \$5,000,000	0.60%
\$5,000,001 - \$10,000,000	0.50%
over \$10,000,000	0.45%

Compensation Details (when payable and refund information)

There is an annual minimum fee of \$3,000.00. In certain circumstances, fees may be negotiated. Negotiated fees may be higher or lower than those set forth above. Power Asset Management LLC's form Investment Advisory Agreement notes that similar services may be available from other advisers at lower cost.

Generally, fees are payable on a quarterly basis, in advance, based upon the fair market value of the client's assets determined as follows: securities traded on a national securities exchange are valued at the last sale price on the Composite Tape, or if there has been no sale that day, at the last known bid price; securities traded Over-The-Counter are valued at the last known sale price; securities for which market quotations are not readily available are valued at the known current bid price believed by Power Asset Management LLC most nearly to represent current market value; and other securities and all other assets will be valued at sale value as determined in good faith by Power Asset Management LLC.

All contracts may be terminated by either party within seven (7) days written notice. If a contract is terminated after fees are collected for a given period, a pro-rated refund of such fees will be paid to the client for that period. Unpaid fees will be immediately due and payable.

Clients maintaining free credit balances in money market accounts are also paying management fees to the money market fund adviser. Any such fees are separate from and in addition to Power Asset Management

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

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	LLC's management fees based on the client's account assets. Power Asset Management LLC does not share in any management fees assessed by a money market fund.
Item 5.	<p><u>MINIMUM PROFESSIONAL REQUIREMENTS</u></p> <p>Advisory persons associated with Power Asset Management LLC must, at a minimum, possess a bachelor's degree from an accredited university and a minimum of two (2) years prior experience in portfolio management. In addition, advisory persons must possess any required licenses and examinations.</p>
Item 6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>Name: Michael R. Power</p> <p>Date of Birth: March 3, 1967</p> <p>Education: Boston College, B.S. Marketing, 1989</p> <p>Business Background: Power Asset Management LLC, Managing Member and Chief Compliance Officer 9/2003 to Present</p> <p>Howard Capital Management, Director of Fixed Income, 6/2000 – 9/2003</p> <p>RNC Capital, Portfolio Manager, Fixed Income, 3/1998 – 6/2000</p> <p>UBS PaineWebber, Fixed Income Trading, 9/1994 – 3/1998</p> <p>Merrill Lynch, Financial Consultant–Fixed Income Securities, 12/1990 – 12/1991</p>
Item 8C(3)	<p><u>RELATED INVESTMENT ADVISER</u></p> <p>Power Asset Management LLC shares office space with IWP Wealth Management LLC. The relationship between the two firms is further described in the next section of Schedule F.</p>
Items 8.C.(12) & 8D	<p><u>RELATED PERSON HAS SHARE OF PRIVATE FUND</u></p> <p>Charles Willhoit, the Managing Partner of IWP Wealth Management LLC, the minority owner of Power Asset Management LLC, has an ownership interest in Rhino Capital Partners, LLC (RCP), an investment and consulting firm based in El Segundo, CA. RCP structures real estate and private equity investments and solicits capital from individuals, corporations, and pension funds. RCP is not currently an affiliate or related entity to Power Asset Management LLC.</p>

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Item 9E

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

As discussed below, Power Asset Management LLC has implemented an investment policy relative to personal securities transactions. This investment policy is part of Power Asset Management LLC's overall Code of Ethics which serves to establish a standard of business conduct for all of Power Asset Management LLC's Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

Investment Policy

None of Power Asset Management LLC's advisory representatives may effect for himself or herself or for his or her immediate family (i.e. spouse, minor children) (collectively "Covered Persons") any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Power Asset Management LLC's clients, unless in accordance with the following Firm Procedures.

Firm Procedures

In order to implement Power Asset Management LLC's Investment Policy, the following procedures have been put into place with respect to Power Asset Management LLC and it's Covered Persons:

(1) If Power Asset Management LLC is purchasing or considering for purchase any security on behalf of Power Asset Management LLC's client, no Covered Persons may transact in that security prior to the client purchase having been completed by Power Asset Management LLC, or until a decision has been made not to purchase the security on behalf of the client; and

(2) If Power Asset Management LLC is selling or considering the sale of any security on behalf of Power Asset Management LLC's client, no Covered Persons may transact in that security prior to the sale on behalf of the client having been completed by Power Asset Management LLC, or until a decision has been made not to sell the security on behalf of the client.

Exceptions

(1) This investment policy has been established recognizing that some securities being considered for purchase and sale on behalf of Power Asset Management LLC's client's trade in sufficiently broad markets to permit transactions to be completed without any appreciable impact on the markets of the securities. Under certain circumstances exceptions may be made to the policies stated above. Records of these trades, including the reasons for the exceptions, will be maintained with Power Asset Management LLC's records.

(2) Open-end mutual funds and/or the investment subdivisions, which may comprise a variable insurance product, are purchased or redeemed at a fixed net asset value price per share specific to the date of purchase or redemption. As such, transactions in mutual funds and/or variable insurance products by Covered Persons are not likely to have an impact on the prices of the fund shares in which clients invest, and are therefore not prohibited by Power Asset Management LLC's Investment Policy and Procedures.

In accordance with Section 204A of the Investment Advisers Act of 1940, Power Asset Management LLC also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Power Asset Management LLC or any person associated with Power Asset Management LLC.

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Item 10.	<p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>Power Asset Management LLC generally manages investment advisory accounts with a minimum size of \$250,000. However, Power Asset Management LLC may, in its discretion, based upon its total client relationship and other circumstances, accept smaller accounts from time to time.</p>
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Items 12 and 13.

INVESTMENT OR BROKERAGE DISCRETION

Selection of Broker and/or Dealers

Each client authorizes Power Asset Management LLC to select the brokers or dealers through whom all transactions are executed for its account. Clients acknowledge and agree that: (a) in selecting brokers and/or dealers to execute transactions for its account, Power Asset Management LLC will allocate such transactions to such brokers and/or dealers for execution on such markets, at such prices and at such commission rates (which may be in excess of prices or commission rates which might have been charged for execution on other markets or by other brokers or dealers) as, in the good faith judgment of Power Asset Management LLC, are appropriate; and (b) Power Asset Management LLC may cause the client's account to pay a broker or dealer an amount of commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting that transaction if Power Asset Management LLC determines in good faith that such amount of commission is reasonable in relation to the value of the brokerage and research services provided by such broker or dealer, viewed in terms of either the particular transaction or Power Asset Management LLC's overall responsibilities with respect to the accounts as to which it exercises investment discretion. In choosing brokers and dealers, Power Asset Management LLC is not required to consider any particular criteria. For the most part, Power Asset Management LLC seeks the best combination of brokerage expenses and execution quality but each client acknowledges and agrees that Power Asset Management LLC shall not be required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. In evaluating "execution quality," historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions are a principal factor, but other factors are also relevant, including, without limitation: the execution, clearance, and settlement and error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

Under Section 28(e), an investment adviser's use of a client commission dollars to acquire "research" and "brokerage" products and services is not a breach of an investment adviser's fiduciary duty to clients – even if the brokerage commissions are higher than the lowest available as long as the investment adviser determines, among other requirements, that the commissions are reasonable compensation for both the brokerage services and the research acquired.

In addition to execution quality, Power Asset Management LLC considers the value of various services or products, beyond execution, that a broker-dealer provides to Power Asset Management LLC. Selecting a broker-dealer in recognition of such other services and products is known as paying for those services or products with "soft dollars." Because many of those services could benefit Power Asset Management LLC, the firm may have a conflict of interest in allocating its client's brokerage business. Under Section 28(e), Power Asset Management LLC's use of its client's commission dollars to acquire "research" products and services is not a breach of Power Asset Management LLC's fiduciary duty to its clients – even if the brokerage commissions (as the term "commissions" may be interpreted from time to time by the Securities and Exchange Commission and its staff) paid are higher than the lowest available so long as (among certain other requirements) Power Asset Management LLC determines that such commissions are reasonable compensation for both the brokerage services and the "research" acquired. For these purposes, "research" means services or products used to provide lawful or appropriate assistance to Power Asset Management LLC in making investment decisions for its clients. The types of "research" Power Asset Management LLC may acquire include, without limitation: reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news, pricing and order-entry services; quotation equipment and other computer hardware for use in running software used in investment decision making; and other products or services that may enhance Power Asset Management LLC's investment decision making. The Section 28(e) "safe harbor" applies to the use of client "soft dollars" even when the research acquired is used in making investment decisions for any of Power Asset Management LLC's clients, regardless of whether the "soft dollars" are a result of transactions for a particular client.

**Items 12 and 13.
(continued)**

Aggregation of Orders

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	<p>Client Referrals</p> <p>Power Asset Management LLC may pay other parties for client referrals. In such cases, solicitor agreements will exist, in compliance with the Investment Advisors Act of 1940, as amended. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between Power Asset Management LLC and the solicitor.</p> <p>Power Asset Management LLC currently has a referral relationship with Carolyn Kling. Carolyn is compensated by Power Asset Management based on an agreed upon percentage of fees generated from clients that she directly refers to Power Asset Management LLC.</p>
Proxy Voting Policy	Each client retains the sole right to vote securities held in such client's account. Power Asset Management LLC does not have authority to vote client proxies.