



ITEM 1: COVER SHEET

Disclosure Document

Prepared: March 23, 2011

This brochure provides information about the qualifications and business practices of Wilson & Boucher Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

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

Additional information about Wilson & Boucher Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.



ITEM 2 MATERIAL CHANGES

This Part 2 represents our initial filing of this disclosure brochure.

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ITEM 4: ADVISORY BUSINESS

Who we are

Wilson & Boucher Capital Management, LLC (referred to as “we,” “our,” “us,” or “Wilson & Boucher”), has been registered as an investment advisor since February 2005. Our principals are James Boucher and Benjamin Wilson.

Services we offer

For financial planning, the topics reviewed include assets, liabilities, cash flow, estate planning, income, expenses, insurance, retirement planning, life expectancy and taxes.

We offer general investment advice to our clients. This includes asset allocation, stock selection, and ongoing portfolio review. Investment portfolios are designed to meet your specific risk tolerance, time horizon, liquidity needs and investment objectives. Generally, this is done by gathering detail information from each client and carefully monitoring each portfolio's asset allocation.

You may place restrictions on the types of investments that we make in your account.

Assets under management

As of December 31, 2010, we manage assets of \$80,616,332 on a discretionary basis.

ITEM 5: FEES AND COMPENSATION

Investment Management Services

Fees for investment management services are calculated as a percentage of assets under management. These fees are billed quarterly in advance, based on the assets under management as of the last day of the previous calendar quarter. Our standard fee schedule is:

<u>Account Value</u>	<u>Annual Fee</u>
On the first \$500,000	1.20%
On the next \$500,000	1.10%
Assets over \$1,000,000	1.00%

Fees are negotiated based on the size and complexity of the portfolio to be managed.

You may provide authorization for us to deduct our fees directly from your investment account. Important information about the deduction of management fees:

- You provide authorization for us to pull fees when you sign our client contract.
- You will receive a detailed invoice each quarter which outlines our fees and how they are calculated at the same time we request payment from the custodian.

- You will receive a statement from your custodian which shows your holdings.
- You are responsible for reviewing the accuracy of the fees being billed, as the custodian will not do so.

You may elect to pay by check rather than having us deduct payment directly from your account.

If you would like to end our advisory relationship, you may do so by providing 30 days written notice. We will prorate the advisory fees received through the termination date and send you a refund of the prepaid, unearned portion of your fee. We process refund payments at the end of each month and will send you a check or refund your investment account. In either case we will provide a final invoice detailing the calculation of the refund.

Financial Planning

Financial planning services are provided for an hourly fee of \$200. As an alternative, we may negotiate a flat fee. Generally the flat fee will range from \$1,000 - \$2,000. We request that you pay a deposit of 20% of the estimated fee when you engage us to provide services. You will receive a final invoice upon completion of the financial plan that is payable upon receipt. You may pay for financial planning services by check or cash.

The complexity of the plan is used to help negotiate financial planning fees.

You may cancel our financial planning agreement at any time by providing written notice. Upon cancellation, we will present you with an invoice for time spent. We will provide a refund if the deposit is greater than the invoice amount. If additional fees are due from you, payment is due upon receipt of the invoice.

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

Other Costs Involved

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

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

Additional information about brokerage costs and what is provided by brokers can be found in “Item 12: Brokerage Practices.”

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

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

We do not receive performance fees for managing accounts.

ITEM 7: TYPES OF CLIENTS

Generally, we provide advice to individuals, trusts and pension plans.

Generally we require that you maintain \$250,000 under management with us. However, we may waive that minimum at our sole discretion.

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

Clients complete a detailed questionnaire which becomes the basis for constructing an investment portfolio specific to their particular needs. We use independent research to assess investment strategies and investments such as common stock, exchange traded funds, mutual funds, fixed income, etc.

We generally do not engage in active trading strategies. For normal equity investing, the volatility of the market causes the value of equity securities to move higher and lower. Equity investing also involves the possible loss of principal. Fixed income securities are subject to default and interest rate risks. We manage fixed income interest rate risk by developing laddered maturities with individual bond and/or CD holdings.

All investments involve different degrees of risk. You should be aware of your risk tolerance level and financial situations at all times. We cannot guarantee the successful performance of an investment and we are expressly prohibited from guaranteeing accounts against losses arising from market conditions.

ITEM 9: DISCIPLINARY INFORMATION

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

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We may refer you to members of our advisory board. These members are not involved in the day-to-day running of Wilson & Boucher, and we receive no additional compensation for the referral. These advisory board members currently include Robb Sals, who sells annuity and life insurance, and Jeff Wolk, who is a CPA. Clients are under no obligation to retain Mr. Sals or Mr. Wolk to provide services.

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

Code of Ethics

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

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

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

Personal Trading for Associated Persons

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

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

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

ITEM 12: BROKERAGE PRACTICES

The Custodian and Brokers We Use

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see “Item 15: Custody”). Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (“Schwab”), a registered broker/dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “*Products and Services Available to Us From Schwab*”)

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “*How We Select Brokers/Custodians*”).

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage— trading, custody, reporting, and related services—many of which are not

typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You.

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

We use a variety of services from Schwab including security research sources, trading fee processing, educational conferences and client servicing.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. We have approximately \$80 million in client assets under management, and we do not believe that recommending that our clients collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Aggregation of Orders

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

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

ITEM 13: REVIEW OF ACCOUNTS

Investment Management

Jim Boucher, Portfolio Manager and Ben Wilson, Portfolio Manager continuously review investment portfolios. Asset allocations are reviewed and adjusted, as needed, for each account.

We provide written quarterly reports to you. These reports contain the following information:

- Cover letter about current issues
- Portfolio Appraisal
- Portfolio Performance Summary
- Client Billing Statement

On an annual basis we also provide our privacy policy and either this Part 2 or a statement of the material changes since the last filing of the Part 2.

Financial Planning

Financial plans are reviewed at client request. We recommend that you have a review done at least annually. Reviews are performed by Jim Boucher, Portfolio Manager and Ben Wilson, Portfolio Manager.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see “Item 12: Brokerage Practices”). The availability to us of Schwab’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

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

ITEM 15: CUSTODY

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

ITEM 16: INVESTMENT DISCRETION

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

You grant us discretionary authority by completing the following items:

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

You may place restrictions on the types of securities we trade for your account. Restrictions could include:

- instructions to hold specific securities. This might occur when the client has a large unrealized capital gain position or restrictions placed on company stock;;
- instructions to avoid trading in securities that might fall into industries (i.e., tobacco stocks); or
- any other instructions or limitations that are consistent with our investment universe.

ITEM 17: VOTING CLIENT SECURITIES

As a matter of policy and as a fiduciary to our clients, we have responsibility for voting proxies for your portfolio securities consistent with your best economic interests. We maintain written policies and procedures as to the handling, research, voting and reporting of proxy voting and make appropriate disclosures about our proxy policies and practices. Our policy and practice includes the responsibility to monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records. You may provide direction regarding any particular proxy solicitation.

You may elect to retain the authority to vote the proxies yourself. In this case you will receive proxies and other related paperwork directly from your custodian. We will provide guidance about how to vote a particular proxy solicitation only upon request.

ITEM 18: FINANCIAL INFORMATION

As a registered investment advisor, we are required to provide you with certain financial information or disclosures about our financial condition. Wilson & Boucher 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 ITEM 1: COVER SHEET

Benjamin D. Wilson

Wilson & Boucher Capital Management, LLC

230 School Street
Fairfax, CA 94930
(800) 381-8610

ben@wilsonboucher.com

March 23, 2011

This Brochure Supplement provides information about Benjamin D. Wilson that supplements the Wilson & Boucher Capital Management, LLC Brochure. You should have received a copy of that Brochure. Please contact James B. Boucher, Managing Member at (800) 381-8610 or jim@wilsonboucher.com if you did not receive Wilson & Boucher Capital Management, LLC's Brochure or if you have any questions about the content of this supplement.

Additional information about Benjamin D. Wilson is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Benjamin D. Wilson was born in 1970. He received a Masters in Resource Economics from Colorado State University in 1996, and went on to obtain an undergraduate degree in Economics from the University of California, Davis in 1992.

Employment Background

Employment Dates:	1/2005 - Present
Firm Name:	Wilson & Boucher Capital Management, LLC
Type of Business:	Investment Advisor
Job Title & Duties:	Managing Member. Duties include portfolio management, financial planning, investment research, business development and general business administrative functions.

Employment Background (continued)

Employment Dates: 10/2000 – 3/2005
Firm Name: SDR Capital Management, Inc.
Type of Business: Investment Advisor
Job Title & Duties: Senior Portfolio Manager. Portfolio management, financial planning, investment research, and business development.

Employment Dates: 6/1997 – 9/2000
Firm Name: Adventure Associates, Inc.
Type of Business: Worldwide Corporate Training and Team Building
Job Title & Duties: Chief Financial Officer. Financial management, corporate training and program development.

Professional Designations

Certified Financial Planner (CFP) - 2009

The CFP designation is issued by the Certified Financial Planner Board of Standards, Inc. In order to receive a CFP designation, the candidate must have a bachelor's degree or higher from an accredited college or university and have 3 years of full-time personal financial planning experience. In addition, the candidate must complete a CFP board-registered program or hold one of the following: CPA, ChFC, Chartered Life Underwriter(CLU), CFA, Ph.D. in business or economics, Doctor of Business Administration or attorney's license. Once the designation is earned, the CFP must complete 30 hours of continuing education every 2 years.

ITEM 3: DISCIPLINARY INFORMATION

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

ITEM 4: OTHER BUSINESS ACTIVITIES

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

ITEM 5: ADDITIONAL COMPENSATION

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

ITEM 6: SUPERVISION

James B. Boucher, Managing Member, is responsible for the supervision of Mr. Wilson. His telephone number is (800) 381-8610.



BROCHURE SUPPLEMENT ITEM 1: COVER SHEET

James B. Boucher

Wilson & Boucher Capital Management, LLC
533 Moraga Road, Suite 120
Moraga, CA 94556
(800) 381-8610
jim@wilsonboucher.com

March 23, 2011

This Brochure Supplement provides information about James B. Boucher that supplements the Wilson & Boucher Capital Management, LLC Brochure. You should have received a copy of that Brochure. Please contact Ben Wilson, Managing Member at (800) 381-8610 or ben@wilsonboucher.com if you did not receive Wilson & Boucher Capital Management, LLC's Brochure or if you have any questions about the content of this supplement.

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

ITEM 2: EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

James B. Boucher was born in 1961.

Educational Background

<u>School Name</u>	<u>Degree</u>	<u>Year</u>	<u>Major(s)</u>
University of California, Berkeley	BA	1984	Rhetoric
California State University, Hayward	MBA	1986	Finance Option
California State University, Hayward	MPA	1987	Public Administration

Employment Background

Employment Dates: 1/2005 - Present
Firm Name: Wilson & Boucher Capital Management, LLC
Type of Business: Investment Advisor
Job Title & Duties: Managing Member. Duties include portfolio management, financial planning, investment research, compliance supervision, business development and general business administrative functions.

Employment Dates: 12/2006 – 5/2010
Firm Name: Life Force Technologies, LLC
Type of Business: Privately-held Pharmaceutical Company
Job Title & Duties: Chief Financial Officer. Budgeting, business plan development and consulting.

Employment Dates: 11/1998 – 3/2005
Firm Name: SDR Capital Management, Inc.
Type of Business: Investment Advisor
Job Title & Duties: Senior Portfolio Manager. Portfolio management, financial planning, investment research, business development and general business administrative functions.

Employment Dates: 6/1996 – 11/1998
Firm Name: The Pacific Bank, N.A.
Type of Business: Bank
Job Title & Duties: Marketing Manager and Investment Sales Division Administrative Manager. Managing the marketing functions for a niche private and mid-business bank. Also developed compliance procedures for the bank's investment sales division.

Employment Dates: 5/1987 – 6/1996
Firm Name: Wells Fargo Bank
Type of Business: Bank
Job Title & Duties: Vice President and Finance Manager. Budgeting, forecasting, and strategic planning.

Professional Designations

Certified Financial Planner (CFP) - 2006

The CFP designation is issued by the Certified Financial Planner Board of Standards, Inc. In order to receive a CFP designation, the candidate must have a bachelor's degree or higher from an accredited college or university and have 3 years of full-time personal financial planning experience. In addition, the candidate must complete a CFP board-registered program or hold one of the following: CPA, ChFC, Chartered Life Underwriter(CLU), CFA, Ph.D. in business or economics, Doctor of Business Administration or attorney's license. Once the designation is earned, the CFP must complete 30 hours of continuing education every 2 years.

ITEM 3: DISCIPLINARY INFORMATION

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

ITEM 4: OTHER BUSINESS ACTIVITIES

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

ITEM 5: ADDITIONAL COMPENSATION

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

ITEM 6: SUPERVISION

Ben Wilson, Managing Member, is responsible for the supervision of Mr. Boucher. His telephone number is (800) 381-8610.