

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:  
**Red Rock Private Wealth Consulting, LLC**

SEC File Number:

801-

Date:

09/18/2007

(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: <b>Red Rock Private Wealth Consulting, LLC</b>		IRS Empl. Ident. No.: <b>20-2667360</b>
Item of Form (identify)	Answer	

Item 1.D	<p>Red Rock Private Wealth Consulting, LLC ("RRPWC") is a financial services firm that provides investment advisory services and financial planning services. The information contained in this document refers to both the investment advisory services and financial planning services. These services are provided by experienced financial advisors, who are registered or licensed, as required, to provide these advisory services.</p> <p><b>FINANCIAL PLANNING SERVICES</b></p> <p>The firm provides financial planning services to the majority of our clients. Depending on the individual client's preference and request, financial planning services may be provided on a modular basis or comprehensive basis. A comprehensive plan involves a more detailed review of the client's overall financial position, objective, and goals; a modular plan focuses on a specific area(s) that the client has requested the advisor provide input and review. In the event that a client selects a modular plan, the firm's services will be expressly limited to the modules identified by the client.</p> <p>Information is obtained through personal interviews with the client, including information regarding each client's goals, objectives, attitudes toward risk, and investment experience. In the event that information contained in documents (such as account statements) are obtained or provided by the client, that information will be reviewed and, to the extent it is pertinent, will be incorporated into the financial plan prepared for the client. The results of the review and analysis by the advisor are put into a written financial plan that is provided to the client.</p> <p>Unless otherwise agreed upon, the fee charged for the consultation and preparation of a financial plan is a fixed annual fee or based on an hourly rate, as determined pursuant to discussions with the client. The fee will be determined by a combination of factors including, but not limited to the client's net worth, the complexity of the client's particular situation, and the involvement on the part of the financial advisor to implement the financial plan. Fees are usually determined by estimating the hourly rate and costs associated with producing a plan. The hourly rate charged by the firm for financial planning services is \$250. Planning fees, either on a per hour or on a flat fee basis range from a minimum quarterly fee of \$250 to as much as \$5,000 depending on the complexity of the plan and services requested. Fees for individual plans generally cost approximately \$1,500 - \$3,000.</p> <p>Typically 50% of financial planning fees are due upon entering into a service agreement with RRPWC, and the balance due upon final plan presentation. In some cases, financial planning fees may be discounted for clients who retain RRPWC's investment advisory services in addition to financial planning services. Either party may terminate the agreement with 5 days written notice. The firm bills the client for any work completed up through the effective date of termination of the agreement.</p>
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**20-2667360**Item of Form  
(identify)

Answer

Item 1.D  
(continued)**INVESTMENT ADVISORY SERVICES**

The firm also provides investment guidance and management to the majority of our clients. In that regard the firm's financial advisors provide non-discretionary and discretionary portfolio advice as to the client's investment accounts. The financial advisor meets with the client to obtain information regarding the client's investment experience, investment objectives and risk profile. With that information a written investment policy is prepared to serve as the basis for directing the client's investment accounts. The financial advisor uses investment research and portfolio allocation software to evaluate alternative portfolio designs and assist the client in selecting the investment strategies consistent with the investment policy.

In connection with developing a prospective portfolio, the client's existing investments are evaluated to determine whether the allocation and type of such assets meet the objectives set forth in the investment policy statement. If the client so chooses, the financial advisor works with the client to develop a transition plan in order to reallocate assets. Accounts for which investment advisory services are provided by firm personnel are reviewed on a periodic basis, not less than annually.

RRPWC may also recommend fixed income securities to investment advisory clients. RRPWC may request discretionary authority from investment advisory clients to manage fixed income assets. Discretionary authority may be necessary to enable the purchase of assets in a timely manner when they are available at favorable, quoted prices.

The fees for the above services are generally as shown in the table below, but are subject to change. The standard fee schedule is:

	Total Account Value	Annual Advisory Fee
The First	\$500,000	1.10%
The Next	\$500,000	0.90%
The Next	\$2,000,000	0.70%
The Next	\$2,000,000	0.50%

In some circumstances fees may be adjusted based on a client's specific service requests, potential for increased assets to be managed, and/or the addition of financial planning services paid for separately.

Fees are billed and paid quarterly in advance. Each client is typically charged a single fee based on the total value of the assets in the client's account at the end of the preceding quarter. In general, a minimum annual fee of \$5,000 is imposed per household client.

For the purpose of determining the fee, RRPWC may aggregate investment advisory accounts by persons related to or affiliated with the client (household accounts). At the commencement of the investment advisory relationship, clients may terminate

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Item 1.D (continued)	<p>their contracts with RRPWC upon five days written notice without the imposition of any penalty. Subsequently, clients may terminate the agreement upon 30 days prior written notice. Accounts closed during a calendar quarter will have the advisory fee pro-rated for the period during which the account was open. As fees are billed and paid on a quarterly basis in advance, RRPWC will make a refund on a pro-rated basis of all unearned, pre-paid fees to the client. RRPWC also has the ability to terminate the advisory contract, provided prior written notice is delivered to the client.</p> <p>Unless other fee payment arrangements are made in advance, the client must provide written authorization to the custodian permitting the debiting of an advisory fee from their account. The first month of every quarter, RRPWC will make available to the client a statement of invoice and account balance through the firm website and a reminder notice that this information is available. The firm seeks to act in a manner so as not to be deemed to have custody over client funds.</p> <p>RRPWC may contract with other firms for the provision of services under the advisory agreement. Such services may include trade processing, collection of management fees, record maintenance and report preparation. Any fee for such services is agreed to between RRPWC and the service provider and does not result in additional charges to the client.</p> <p><b>MISCELLANEOUS</b></p> <p>In performing its services, RRPWC shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. The client retains absolute discretion over all investment implementation decisions and is free to accept or reject any recommendations made by RRPWC. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify RRPWC if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/ revising RRPWC's previous recommendations and/or services.</p> <p>All fees paid to RRPWC for investment advisory services are separate and distinct from the fees and expenses charged to the client in connection with any transaction to purchase or sell any investment, or any expense directly associated with management of the portfolio.</p> <p>RRPWC is not compensated on the basis of a share of capital gains on or capital appreciation of the funds or any portion of the funds of the client. RRPWC does not receive commissions or trails from mutual funds or brokerage firms - this applies to, but is not limited to, loads and 12b1 fees.</p> <p>Prior to engaging RRPWC to provide advisory services, the client will be required to enter into a formal Wealth Advisory Services Agreement setting forth the engagement in specific terms.</p>
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Items 4.A.5, 4.B.8	<p><b>SECURITY ANALYSIS AND SOURCES OF INFORMATION</b></p> <p>In conducting the analysis of securities, the firm uses a number of tools, including commercially available software technology, securities rating services, general market and financial information, due diligence reviews and specific investment analysis requested by the client. The principal sources of information include financial newspapers, various reports of mutual fund performance, prospectuses, and various financial and business magazines, periodicals and issuer-prepared information, including filings with the Securities and Exchange Commission and financial statements. RRPWC may also use outside consultants in certain circumstances to provide expertise as to particular areas of information or analysis.</p> <p>RRPWC's investment strategy used to implement its investment advice includes the purchase or sale of specific securities and non-securities products and/or, in certain circumstances, the recommendation as to the retention by the client of a separate account manager.</p> <p>RRPWC's advice is primarily based upon long-term investment strategies that incorporate the principles of modern portfolio theory. RRPWC's investment approach is firmly rooted in the belief that markets are "efficient", and that investors' returns are determined principally by asset allocation decisions, not market timing or stock picking. RRPWC develops diversified portfolios, primarily through the use of less actively managed, asset class mutual funds that are available generally to institutional investors and clients of a network of carefully selected advisors and separate account managers who follow a disciplined asset class investment approach.</p>
Item 5	<p><b>EDUCATION AND BUSINESS STANDARDS</b></p> <p>The firm's financial advisors must have a satisfactory personal and regulatory background (which is verified by the firm), secure appropriate examination or professional designations, and become registered or licensed as appropriate in the states where they have a place of business. The professional designations held by the firm's financial advisors include, but are not limited to the Series 6 or 7, 63, 65 or 66 examinations and the CFP designation. In addition financial advisors also must have a minimum of three years of financial services experience to work directly with clients or supervise financial advisor assistants.</p>
Item 6	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p>The following individual(s) comprise officers responsible for the financial planning services, investment advisory services, and the investment committee of RRPWC:</p> <p>Greg Phelps, President &amp; Financial Advisor.</p> <p>The firm's Investment Committee reviews the financial products and services offered to the firm's investment advisory clients on a regular basis. The Investment Committee does not provide advice whether the securities or investments are</p>

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Item 6 (continued)	<p>appropriate for a particular client. The appropriateness of a security for a particular client is determined by the investment advisor.</p> <p>For each individual, the year of birth, education after high school and the employment history for the last five years is provided:</p> <p>Greg Phelps YOB: 1973</p> <p>Education Background:</p> <p>BA, Business Administration, 1994 California State University, San Bernardino, San Bernardino, CA; CERTIFIED FINANCIAL PLANNER(TM) (CFP(R)) &amp; Accredited Asset Management Specialist (AAMS) - coursework and designations attained through the College for Financial Planning, Denver, CO; Chartered Life Underwriter (CLU) - coursework and designation attained through The American College, Bryn Mawr, Pennsylvania.</p> <p>Business Background:</p> <p>Red Rock Private Wealth Consulting, LLC - 04/05 to present, President, Chief Compliance Officer &amp; Financial Advisor, Member, Manager, RSM McGladrey Inc., 02/02 to 04/05, Regional Manager &amp; Financial Advisor; Not employed 11/01 to 02/02; Goldman Sachs &amp; Co - 10/00 to 11/01 Morgan Stanley – 03/95 to 10/00</p>
Item 9.E	<p><b>PARTICIPATING OR INTEREST IN CLIENT TRANSACTIONS:</b></p> <p>Because of the types of services offered and the securities typically recommended (mutual funds, Exchange Traded Funds or ETF's, or fixed income securities) it is unlikely that any security holding by the firm or any associated person would have an impact on the market and would not likely have any influence on any recommendation.</p> <p>General policies and procedures:</p> <p>It is the expressed policy of RRPWC that no person employed by the firm may benefit, either directly or indirectly from recommendations made to or transactions placed by or on behalf of advisory accounts.</p> <p>Employees of the firm are generally precluded from buying or selling securities for their personal portfolio(s) if their decision is substantially derived, from information obtained through his or her employment unless the information relating to the investment decision is also available to the investing public on reasonable inquiry.</p>

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Item 9E (continued)	<p>RRPWC expressly prohibits any employee from placing his or her interests ahead of its advisory clients.</p> <p>RRPWC monitors personal trading activity and this activity is reviewed quarterly to ensure compliance with the firm's policies and procedures.</p> <p>RRPWC emphasizes the unrestricted right of the client to decline to implement any advice rendered.</p> <p>RRPWC emphasizes the unrestricted right of the client to select and choose any broker or dealer and/or insurance company they wish. RRPWC directs its employees that they must abide by and act in accordance with all applicable Federal and State regulations. Individuals who fail to comply with the firm's policies and procedures may be subject to sanctions and disciplinary action, including termination of employment.</p>
Item 10	<p><b>CONDITIONS FOR PROVIDING ADVISORY SERVICES:</b></p> <p>RRPWC does not typically place limits on the size of accounts for which it provides advisory Services. Please see item 1.D with respect to the \$1,250 minimum quarterly fee that RRPWC generally imposes on accounts for both investment advisory and financial planning services. Such minimum may be adjusted at the discretion of RRPWC.</p> <p>Client fees and the method of calculation vary depending on the anticipated complexity of and time expected to complete the planning and advisory work. Some clients are charged a tiered fee schedule. Flat fees may be charged in lieu of the tiered fee schedule. Flat fees range from \$1,250 minimum quarterly fee to \$50,000 yearly fee. Anticipated quarterly fees and the method of calculation will be discussed with the client in detail prior to acceptance of the Wealth Advisory Services Agreement.</p>
Item 11.A	<p><b>REVIEW AND REVIEWERS OF ACCOUNT:</b></p> <p>Financial planning services: Financial plans are reviewed by the financial advisor that prepared the plan. RRPWC recommends that financial planning clients have between two and four meetings per year, depending on the complexity of the client's situation, to address new issues as they arise and to review the existing plan.</p> <p>Non-discretionary and discretionary investment advisory services: Accounts for which investment advisory services are provided by firm personnel are reviewed on a periodic basis, not less than annually. The review is conducted by the investment professional responsible for the account, in association with the client. There is no minimum number of accounts assigned to the reviewer. The review process consists of each of the following elements: a comparison of the portfolio to the client's goals and objectives as outlined in the client's investment policy statement; an evaluation of the investment strategy in light of any change in client circumstances; a review of</p>

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Item 11.A (continued)	the assets in the portfolio; and discussion with the client as to rebalancing the portfolio, if and as necessary. Clients may request that their accounts be reviewed more often than on a semi-annual basis. Any additional review may be subject to additional charges.
Item 12.A and B	<p><b>RECOMMENDATION OF A BROKER:</b></p> <p>Clients will establish an account at a broker for execution of securities transactions and custodial services. RRPWC may in various circumstances decide to utilize or recommend the use of Charles Schwab and TD Ameritrade, national discount brokerage firms, as broker and custodian.</p> <p>RRPWC participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member NASD/SIPC ("TD AMERITRADE "), an unaffiliated SEC-registered broker-dealer and NASD member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. RRPWC receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 13.A. below.)</p> <p>RRPWC participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab &amp; Company, Inc., a NASD registered broker-dealer. Clients in need of brokerage and custodial services may have Charles Schwab &amp; Company recommended to them. As part of the SI program, RRPWC receives benefits that it would not receive if it did not offer investment advice. (Please see the disclosure under Item 13.A. below.)</p> <p>Charles Schwab and TD Ameritrade have access to no load mutual funds as well as individual securities at discounted transaction costs. This arrangement allows the client to have access to mutual funds at a generally lower cost and permits the client's investments to be maintained in one location (minimizing administrative burdens for the client and the Advisor). We believe Charles Schwab's and TD Ameritrade's transaction costs are very competitive, however, the client may pay more or less with other brokerage firms. In light of the services available through Charles Schwab and TD Ameritrade, RRPWC might in certain circumstances be deemed to be receiving a benefit in the form of research, market information, and/or administrative services. When appropriate, research obtained from Charles Schwab and TD Ameritrade may be used to service all of RRPWC's clients. The client is free to select the broker or other service provider of his or her choosing. While the firm believes the service providers used by the firm provide benefits to the client, each client is expressly advised to evaluate any recommended broker or other service provider to ensure that the broker or service provider meets the clients' needs and to evaluate the rates or charges so that they are acceptable to the client. RRPWC does not receive commissions or trails from mutual funds or brokerage firms - This applies to, but not limited to, loads and 12b1 fees. In addition, as the customer is</p>

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Item 12.A and B (continued)	<p>responsible for selecting the broker for any and all securities transactions, the firm does not typically negotiate the commission for or on behalf of the client. Moreover, and in light of the clients' selection of the broker, any obligation as to obtaining best execution for transactions is that of the client.</p> <p>In certain instances, RRPWC may request that it be provided with written authority to utilize particular brokers in the selection of individual fixed income securities to fulfill needs for such securities identified in connection with the formulation of an investment plan or portfolio for the client. In such circumstances, RRPWC will negotiate transaction costs on behalf of client and arrange for the execution of securities transactions by the broker RRPWC reasonably believes will provide best execution.</p> <p>Transactions for each client account generally will be effected independently, unless RRPWC decides to purchase or sell the same securities for several clients at approximately the same time. RRPWC may, but is not obligated to, combine or "batch" such orders to obtain "best execution", to negotiate more favorable commission rates or to allocate equitable among RRPWC's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among RRPWC's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that RRPWC determines to aggregate client orders for the purchase or sale of securities, including securities in which RRPWC's principals and/or associated persons may invest, RRPWC shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc. RRPWC shall not receive any additional compensation or remuneration as a result of the aggregation.</p> <p>In the even that the transactions for a client's accounts are effected through a broker-dealer that refers investment management clients to RRPWC, there exists the potential for conflict of interest; for example, if the accounts incur higher commission or transaction costs than the accounts would otherwise have incurred had the client determined to effect account transactions through alternative clearing arrangements that may have been available through RRPWC.</p>
Item 13.A	<p>As disclosed under Item 12.B. above, RRPWC participates in TD Ameritrade's institutional customer program and RRPWC may [require clients to maintain accounts with TD Ameritrade/recommend TD Ameritrade to clients] for custody and brokerage services. There is no direct link between RRPWC's participation in the program and the investment advice it gives to its clients, although RRPWC receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client [statements and] confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then</p>

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Item 13.A (continued)	<p>allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to RRPWC by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by RRPWC's related persons and may also pay or reimburse expenses including travel, lodging, meals and entertainment expenses) for RRPWC's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's advisor custody and brokerage services generally. Some of the products and services made available by TD Ameritrade through the program may benefit RRPWC but may not benefit its client accounts. These products or services may assist RRPWC in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help RRPWC manage and further develop its business enterprise. The benefits received by RRPWC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by RRPWC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence RRPWC's choice/recommendation of TD Ameritrade for custody and brokerage services.</p> <p>RRPWC participates in Charles Schwab &amp; Co.'s, Schwab Institutional (SI) service program. While there is no direct linkage between the investment advice given and participation in the SI program, economic benefits are received which would not be received if RRPWC did not give bundled duplicate statements, access to a trading desk service SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly high minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the SI program do not depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab &amp; Co., Inc.</p> <p>RRPWC may recommend that clients establish accounts with Charles Schwab &amp; Co., Inc. ("Schwab") or other previously described firms to maintain custody of clients' assets to effect trades for their accounts. Schwab provides RRPWC with access to their institutional trading and custody services, which are typically not available to Schwab retail investors. These services are generally available to independent investment advisors on an unsolicited basis, at no charge to them so long as the total of at least \$5 to \$10 million of RRPWC's clients' assets is maintained in accounts at Schwab. Schwab's services include brokerage custody, research and access to mutual funds and other investments that are otherwise generally available only to</p>
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Item 13.A  
(continued)

institutional investors or would require a significantly higher minimum initial investment.

For RRPWC's Clients' accounts maintained in their custody, Schwab does not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees or securities trades that are executed through Schwab or that settle into Schwab accounts. In certain circumstances, RRPWC may advise clients to use Schwab's Asset-Based Pricing in lieu of the above stated method.

Schwab also makes available to RRPWC other products and services that may benefit RRPWC but which may not benefit its clients. These types of services will help RRPWC in managing and administering client accounts. These include software and other technology that provide access to client account data (i.e. trade confirmations and account statements); facilitate trade executions; provide research, pricing information, and other market data; facilitate in the payment of RRPWC's fees from its clients' accounts; and assist with back-office functions, record keeping, and client reporting. Many of these services may be used to service all or a substantial number of RRPWC's accounts. RRPWC does not maintain custody of client assets.