

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

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Name of Investment Adviser: Life&Wealth Advisors, Inc.						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:
	1399 Ygnacio Valley Road, Suite 29	Walnut Creek	CA	94598	(925)	937-7800

**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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(Schedule 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.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

Applicant: **Life&Wealth Advisors, Inc.**

SEC File Number:

801- 64230

Date:

3/24/2010

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. (See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|--|----|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services | 40 | % |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services..... | | % |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above... | | % |
| <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... | 60 | % |
| <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 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 checked="" 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)

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"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <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"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <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 type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

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

- | | |
|--|---|
| (1) <input type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the |
| (3) <input type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input type="checkbox"/> Corporate rating services | (7) <input type="checkbox"/> Company press releases |
| | (8) <input checked="" 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 type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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Part II - Page 4

Applicant: Life&Wealth Advisors, Inc.

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801- 64230

Date:
3/24/2010

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, please 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 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
- year of birth
- formal education after high school
- 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 checked="" 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 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)

Applicant: Life&Wealth Advisors, Inc.

SEC File Number:
801-64230

Date:
3/24/2010

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 sell for itself securities it also recommended 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 advisory 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 condition 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 account, 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.

Account reviews are conducted on an irregular basis. No review process is carried out unless requested by a client. In such a case, the review would be conducted by Gary P. Gardner, President. Managed accounts generally receive confirmations and statements from the custodian and position reports at least annually. Financial Planning services will be supported by verbal or written reports for a fee agreed upon by client and Life&Wealth Advisors.

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

Clients receive brokerage statements, investment company statements, and updates regarding investments from issuers and/or clearing agents.

12. Investment or Brokerage Discretion.

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

- | | | |
|--|-------------------------------------|-------------------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 product 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(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

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

Applicant:
Life&Wealth Advisors, Inc.

SEC File Number:
801- 64230

Date:
3/24/2010

(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:

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
	<p>Item I D: Life&Wealth Advisors, Inc. ("LWA") provides financial planning and investment consulting services ("Wealth Advisory Services"). These services may be provided separately or in combination. These services may be provided for individuals and families based on their stated financial objectives with regard to taxes, insurance, investment, retirement and estate planning. These services may include cash flow, net worth, income tax and retirement analyses and forecasts that evaluate and summarize the client's present and future financial condition. These analyses are used in developing strategies for application of financial resources relative to the client's stated objectives and concerns regarding the formation, preservation and disposition of wealth. Alternative financial, investment, tax planning and insurance strategies may be developed to enhance progress toward achievement of the client's objectives.</p> <p>Financial Planning Services LWA offers financial planning services for a negotiated fixed fee based on the complexity of the project from \$2,000 to \$50,000. Additional fees, to be mutually agreed upon in advance, may be charged for specialized services not anticipated in the original fee. Hourly fees, where applicable, are charged at a rate of up to \$600 per hour depending on the complexity of the service provided.</p> <p>For both fixed fees and hourly charges, a retainer of up to 50% may be due upon the execution of the Agreement and the balance, the earlier of six months, or upon completion of the work. Any retainer is refundable in full upon termination of the agreement within five (5) business days for any reason. Fees for services rendered and unpaid, will be billed and are due within 30 days of receipt of a written notice of cancellation. Any unearned retainer will be reimbursed less unbilled hours. Clients may elect the option of paying a flat fee of up to 2% of the client's net worth to be calculated annually and billed quarterly in arrears or in advance, as agreed to by Client and LWA.</p> <p>Investment Consulting Services Wealth Advisory Services are provided to assist clients, including pension plans, with the development, implementation and ongoing supervision of professionally managed investment programs. LWA's fees for Wealth Advisory Services are normally calculated as a percentage of the assets under management not to exceed 0.5% per quarter billed quarterly as negotiated with the client, depending on the size of the portfolio, complexity of the investment issues and the amount of ongoing professional time required to manage the investment process.</p> <p>Fees may be deducted from an alternative account or accounts, subject to the client's prior consent.</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:
Life&Wealth Advisors, Inc.

SEC File Number:
801- 64230

Date:
3/24/2010

(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:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>LWA may provide certain components of the Wealth Advisory Service on a customized basis. Compensation for these services is predetermined on a flat fee or hourly basis based on the earned fees for Wealth Advisory Services will be billed and debited from the client's account as of the date the cancellation notice was received.</p> <p>Fees for Wealth Advisory Services rendered by a third party manager will be debited or reimbursed based on the agreement between the client and the third party manager. Advisory clients may be referred to third party asset managers who charge advisory fees on client accounts in accordance with the fee schedule set forth in their respective ADV Part II. LWA may charge a separate advisory fee on certain of these accounts or may receive a portion of the third party asset manager's fee. In either case, the client agreement and/or third party manager's fee schedule will fully disclose these compensation arrangements. Under no circumstances will aggregate asset management fees charged to advisory clients in connection with third party asset management exceed 2.5% of assets under management on an annualized basis. Fee arrangements are negotiated on a client by client basis depending on the scope of the work to be performed.</p> <p>LWA may introduce clients to Gemmer Asset Management LLC investment management services. If a client enters into an agreement with Gemmer Asset Management LLC, LWA will receive a referral fee not to exceed 2.5% including Gemmer's asset management fees.</p> <p>LWA may introduce clients to Niemann Capital Management investment management services. If a client enters into an agreement with Niemann Capital Management, LWA will receive a referral fee not to exceed 2.5% including Niemann's asset management fees.</p> <p>LWA may introduce clients to ThinkEquity LLC investment management services. If a client enters into an agreement with ThinkEquity LLC, LWA will receive a referral fee not to exceed 2.5% including ThinkEquity's asset management fees.</p> <p>LWA may introduce clients to KCM Investment Advisors. KCM charges .25% for its management services. LWA will bill fees to the account for its Wealth Management Services not to exceed 2%.</p> <p>In the future, LWA may introduce clients to other third party investment managers that are not currently identified and LWA may receive referral fees from these investment managers. The client will sign paperwork that discloses the relationship between the investment manager, LWA, and the client.</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:
Life&Wealth Advisors, Inc.

SEC File Number:
801- 64230

Date:
3/24/2010

(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:

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
	<p>LWA frequently uses the services of SEI Trust Company. SEI Trust Company may debit the investor's account on a quarterly basis for the above mentioned fees and charges. The charges to the account will be on an arrears basis and will be remitted quarterly net of any applicable account and performance reporting charges, if any, not charged to the customer. The client will receive monthly statements from the SEI Trust Company indicating holdings. Annually, the client will receive a tax report for the account from SEI for their taxable accounts.</p> <p>All fees paid to LWA for advisory services are separate from the fees and expenses charged to shareholders of mutual funds by the mutual funds, or by the investment advisor managing the portfolios and a complete explanation of these expenses charged by the mutual funds is contained in each mutual fund's prospectus. Clients are encouraged to read the fund prospectus.</p> <p>LWA believes its fees are competitive; however, lower fees for comparable services may be available from other sources. Higher fees for comparable services may also be available from other sources.</p> <p>Proxy Voting LWA does not vote proxies for any client accounts. The client retains the right and responsibility to vote proxies.</p> <p>Item 3: On occasion, person(s) associated with LWA may give advice with regard to certain private placements and other illiquid investments.</p> <p>LWA's services include the evaluation of mutual funds and/or professional investment managers that manage portfolios of individual securities. Where given, advice offered on individual securities by LWA, is limited in scope to general observations regarding the appropriateness of the particular security from an overall portfolio context. Person(s) associated with LWA may recommend deferred annuities, REITS, and other liquid investments. See Item 7 for details.</p> <p>Item 4: LWA does not engage in securities analysis, but occasionally reviews the individual securities in the context of the client's objectives and overall portfolio. In its Wealth Advisory Services, LWA works with third party registered investment advisors and other service providers in assisting clients in their investment decision making processes.</p> <p>Item 5: Educational background needs to include a bachelor's degree and preferably a degree of industry credential, e.g., MBA, CPA, CFP or CFA. In addition, each associated person of LWA must meet all examination or experience requirements of the states in which the person provides advisory services.</p>

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

**Schedule F of
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Applicant:
Life&Wealth Advisors, Inc.

SEC File Number:
801- 64230

Date:
3/24/2010

(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:

IRS Empl. Ident. No.:

Item of Form (identify)	Answer												
	<p>Item 6: Gary P. Gardner: Year of Birth: 1950 Education: BA in History from University of California, Santa Barbara. Mr. Gardner has been in the securities industry since 1975.</p> <p>Business Background</p> <table border="0"> <tr> <td>2008 - present</td> <td>Life&Wealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President</td> </tr> <tr> <td>2005 - 2007</td> <td>LifeWealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President</td> </tr> <tr> <td>2000 - 2005</td> <td>Legacy Wealth Advisors, LLC, Walnut Creek, CA Investment Advisor, Member</td> </tr> <tr> <td>2002 - Present</td> <td>Chauner Securities, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative</td> </tr> <tr> <td>1998 - 2002</td> <td>Unison Capital Group, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative</td> </tr> <tr> <td>1975 - Present</td> <td>Gary P. Gardner & Company, Walnut Creek, CA Financial Services Industry, Self-Employed</td> </tr> </table> <p>Professional Qualifications and Designations: General Securities Registered Representative (Series 7) 1976; Uniform Securities Agent State Law Exam (Series 63) FINRA, 1982; Certified Financial Planner, College for Financial Planning, 1981; and Life & Disability Insurance California Dept. of Insurance, 1975.</p> <p>Items 7 & 8: Gary Gardner is a registered representative of Chauner Securities, Inc. ("CSI"), which is a broker/dealer unaffiliated with LWA. In this capacity he sells mutual funds and private placements. If clients of LWA execute securities purchases Mr. Gardner will receive the normal commission. Therefore a conflict exists between the interest of LWA and those of its advisory clients. Clients of LWA are under no obligation to purchase products recommended by Mr. Gardner as a representative of CSI, or to purchase products either through Mr. Gardner or CSI. Mr. Gardner expects to spend approximately 20% of his time on these activities.</p> <p>Mr. Gardner is an insurance agent registered with numerous insurance agencies. LWA may recommend insurance products to clients and Mr. Gardner may receive commissions for such sales if a client elects to purchase such products through him. The insurance products sold are transacted</p>	2008 - present	Life&Wealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President	2005 - 2007	LifeWealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President	2000 - 2005	Legacy Wealth Advisors, LLC, Walnut Creek, CA Investment Advisor, Member	2002 - Present	Chauner Securities, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative	1998 - 2002	Unison Capital Group, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative	1975 - Present	Gary P. Gardner & Company, Walnut Creek, CA Financial Services Industry, Self-Employed
2008 - present	Life&Wealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President												
2005 - 2007	LifeWealth Advisors, Inc., Walnut Creek, CA Investment Advisor, President												
2000 - 2005	Legacy Wealth Advisors, LLC, Walnut Creek, CA Investment Advisor, Member												
2002 - Present	Chauner Securities, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative												
1998 - 2002	Unison Capital Group, Inc., Walnut Creek, CA Broker/Dealer, Registered Representative												
1975 - Present	Gary P. Gardner & Company, Walnut Creek, CA Financial Services Industry, Self-Employed												

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

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

Applicant:
Life&Wealth Advisors, Inc.

SEC File Number:
801- 64230

Date:
3/24/2010

(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:

IRS Empl. Ident. No.:

Item of Form (identify)	Answer
	<p>with a variety of insurance companies on a commission basis. Therefore a conflict exists between the interest of LWA and those of its advisory clients. Clients are under no obligation to purchase or apply for any insurance, or to use Mr. Gardner as the agent for insurance products purchased. If clients decide to purchase or apply for insurance, or use Mr. Gardner as the broker for insurance products, a conflict may exist between the interests of LWA and the interests of the client. Mr. Gardner estimates that he will spend approximately 1% of his time on these activities.</p> <p>Item 9B: Mr. Gardner is also a registered representative of CSI and as such is compensated on the normal commission schedule for any client transactions. These commissions are always disclosed to the client. From time to time, LWA may cause clients to buy a security in which LWA or an associated person has an ownership position, or LWA or an associated person of LWA may purchase a security of the same class as securities held in a client's account. It is LWA's policy not to permit associated persons (or certain of their relatives) to trade in a manner that takes advantage of price movements caused by clients' transactions.</p> <p>Items 9D and 9E: From time to time, trading by LWA and its associated persons (and certain of their relatives) in particular securities may be restricted in recognition of impending investment decisions on behalf of clients. If transaction orders for a client and LWA (and/or its associated persons and relatives) are not aggregated (see discussion under Item 12), then transaction orders for LWA and its associated persons will be the last orders filled. LWA's members, officers, and employees will be required to report all personal securities transactions to LWA quarterly.</p> <p>LWA and its associated persons may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.</p> <p>Item 10: Advisor requires a minimum account size of \$1,000,000. However, the minimum may be waived depending on the client's circumstances.</p> <p>Item 12A(1)(2): Advisor may utilize a limited power of attorney in certain managed accounts. The limited power of attorney authorizes the Advisor to buy or sell securities on behalf of clients without contacting the client immediately prior each purchase or sale. LWA will have the authority to direct the third party managers to change investment products based on changes in the client's financial position and needs.</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:

**Life & Wealth Advisors,
Inc.**

SEC File Number:

801-

Date:

3/24/2010

(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: Life & Wealth Advisors, Inc.		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Item 13A:</p> <p>In his capacity as a registered representative of Chauner, Mr. Gardner could receive 12b-1 fees as a result of placing clients with mutual funds. Full disclosure will be made prior to any such sale.</p> <p>Life & Wealth Advisors, Inc. maintains a Business Continuity Plan that describes what steps will be taken to ensure the continuity of our business operation in the event of an unanticipated disaster. The plan has been designed with procedures to ensure that client documentation will be accessible and that contact between Life & Wealth Advisors, Inc. and its clients will be sustained.</p> <p>Additionally, Life & Wealth Advisors, Inc. maintains a Code of Ethics that describes our policies and procedures and how we conduct business with our clients. If you would like to receive a copy of the Life & Wealth Advisors, Inc. Continuity Plan and/or the Life & Wealth Advisors, Inc. Code of Ethics, please contact our office.</p>	

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