Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

Life&Wealth Advisors, Inc.,

Registered Investment Advisor

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FORM ADV PART 2
BROCHURE

This brochure provides information about the qualifications and business practices of Life&Wealth Advisors, Inc., a registered investment advisor. If you have any questions about the contents of this brochure, please contact us at 925-937-7800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Life&Wealth Advisors, Inc. is also available on the SEC's website at www.Adviserinfo.sec.gov. The IARD/CRD number for Life&Wealth Advisors, Inc., is 135292.

Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

This represents our initial Part 2 filing. As such, there are no material changes.

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Item 4 Advisory Business

Life&Wealth Advisors, Inc. began operations in 2005. Mr. Gardner has been in the financial services industry since 1975 and is the sole owner of Life&Wealth Advisors, Inc. Life&Wealth Advisors, Inc. ("LWA") provides the following services: Life Event Assessment Process™ ("LEAP"), Financial Planning, and Wealth Management. These services may be provided separately or in combination.

LEAP Services

LEAP is an acronym for Life Event Assessment Process™. LWA helps clients navigate the financial and other ramifications of major life events. Some of these life events can be planned for, such as retirement and children's college educations, while others are less predictable and can only be prepared for, such as the need to care for elderly parents. LWA works collaboratively with clients to prioritize the life events that require attention, determine client goals, assess the resources and obligations surrounding life events, plan actions to help clients attain their goals for the life events, implement the actions, and monitor the success of the plan.

Financial Planning Services

LWA offers tailored financial planning services 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 to develop plans to advance the client's stated objectives and address the client's concerns regarding the formation, preservation, and disposition of wealth. In addition, the plan will incorporate assumptions determined by the Advisor for hypothetical investment rates of return and inflation rates.

The scope of financial planning services is delineated in the Schedule A of the Wealth Management Agreement. The engagement between the client and LWA is limited to those items identified in the Schedule A.

We have a conflict of interest when providing financial planning advice. When you implement the financial plan through us, we receive the customary fees as disclosed in the following section. You are not obligated to implement any recommendations that we make.

Wealth Management Services

LWA provides individuals and families with Wealth Management Services that are based on the development of an Investment Policy Statement ("IPS") tailored to the client's investment objectives, time horizon, risk levels, guidelines and constraints. LWA assists in implementing the IPS through selection of

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Item 5 Fees and Compensation

LEAP and Financial Planning Fee Arrangements

LWA offers financial planning and LEAP services for a negotiated fixed fee based on the complexity of the project. 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. For both fixed fees and hourly charges, a retainer of up to 50% may be due upon the execution of the agreement. The balance of the fee would be due upon completion of the work or in six months; whichever is earlier. Upon completion of the initial work, negotiated ongoing fees will be charged in advance on a quarterly basis.

LWA Wealth Management Fee Arrangements

LWA's fees for Wealth Management Services normally are calculated as a percentage of the assets under management not to exceed 0.5% per quarter billed quarterly in advance 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.

Third-party Manager Fee Arrangements

LWA exercises due diligence in selecting third-party asset managers to provide investment management services to clients. LWA recommends use of specific third-party managers based on the client's IPS. LWA receives compensation pursuant to its agreements with these third-party advisors for introducing clients to them. Under these agreements, LWA offers clients various types of programs sponsored by these advisors. All third-party investment advisors to whom LWA refers clients are licensed as investment advisors by the State of California or registered investment advisors with the Securities and Exchange Commission. The fee paid to LWA is paid by the independent third-party advisor. The fee may not be negotiable. Fees paid by clients to independent third-party advisors are established and payable in accordance with the From ADV Part 2 or other equivalent disclosure brochure provided by each independent third-party advisor.

Fees may be deducted from the investment account or an alternative account or accounts, subject to the client's prior consent.

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. A complete explanation of the expenses charged by the mutual funds is contained in each mutual fund's prospectus. Clients are encouraged to read the fund prospectus.

Termination terms and refund policy: Earned fees for Wealth Management Services will be billed and debited from the client's account based on the date the cancellation notice was received.

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Item 6 *Performance-Based Fees* and Side-By-Side Management

LWA does not charge fees based on a share of capital gains or on capital appreciation of the assets of a client.

Item 7 Types of *Clients*

LWA provides wealth management and investment advice to high net worth individuals, families, corporations, and other business entities. Generally LWA requires that a client maintain $1,000,000 under management. However, it may waive that minimum at its sole discretion. Certain third-party asset managers require a minimum investment to open an account. The specific amounts are detailed in the third-party providers' agreements. Accounts below the stated minimums may be accepted on an individual basis at the discretion of the third-party asset manager.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

LWA utilizes an Investment Policy Statement ("IPS") in working with clients. The IPS endeavors to answer the following four questions for the portfolio:

a. How much to keep in illiquid assets?

b. How much cash?

c. How much in stocks and bonds?

d. And of the stock position, how much is strategic and/or tactical?

Once the client can answer these questions, an allocation is developed based on their direction, assets available, risk profile and goals.

The management of the portfolio is primarily conducted through third-party asset managers. However, LWA may directly manage some assets. The risks associated with the investment strategies of the third-party asset managers are disclosed within their brochures.

All investments involve different degrees of risk. The client should be aware of their risk tolerance level in financial situations at all times. LWA cannot guarantee the successful performance of an investment and is expressly prohibited from guaranteeing accounts against losses arising from market conditions.

Item 9 Disciplinary Information

Neither LWA nor an investment advisor representative has been or is currently involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which LWA or the Investment advisor representative:

1. has been convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;

2. has been the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;

3. has been found to have been involved in a violation of an investment-related statute or regulation;

4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

Neither LWA or an Investment advisor representative have been involved in an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which LWA or an Investment advisor representative:

1. was found to have caused an investment-related business to lose its authorization to do business;

2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority

(a) denying, suspending, or revoking the authorization of LWA or a Investment advisor representative to act in an investment-related business;

(b) barring or suspending LWA or a Investment advisor representative's association with an investment-related business;

(c) otherwise significantly limiting LWA or an Investment advisor representative's investment-related activities; or

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Item 10 Other Financial Industry Activities and Affiliations

Gary Gardner is a securities Registered Representatives with CHAUNER SECURITIES, INC. As such, he is able to sell securities products to investment advisory clients.

Gary Gardner is a California licensed Life and Disability insurance agent. With this license he can sell insurance products. Rarely does he sell insurance products. An inherent conflict of interest exists as the investment advisory representative may receive insurance commissions in addition to advisory fees. Clients are under no obligation to purchase insurance products through LWA or through its investment advisory representative. As a rule this is an extremely rare event.

Gary Gardner is a Certified Financial Planner® and prepares financial planning analyses for clients. As a financial planner he may make investment recommendations that may be implemented in his role as an investment advisory representative. This may be considered a conflict of interest.

Gary Gardner owns Gary P. Gardner & Company, a sole proprietorship. The business is still active, however it is a smart part of his overall business activity.

Life&Wealth Advisors works with third-party managers and receives fees for clients they introduce. Because LWA and its investment advisory representative receive compensation from the third-party advisors for referring clients and because such compensation may differ depending upon the individual agreement with each third-party advisor, LWA and/or its representative may have an incentive to recommend one of these third-party advisors over other third-party advisors with which it has less favorable or no compensation arrangements. It should be noted that whether LWA manages money directly or the client utilizes a third-party manager, the compensation in most cases is identical or nearly identical.

All activities are disclosed in writing to the LWA Compliance Department. Investment advisory representative may receive compensation from these activities. Clients are not obligated to obtain these services through the LWA investment advisory representative.

Item 11 Code of Ethics, Participation or Interest in *Client* Transactions and Personal Trading

LWA maintains a Code of Ethics that describes firm policies and procedures and how LWA conducts business with its clients. LWA clients depend on the firm to be trustworthy, honest and loyal to their interests as provided in LWA's agreements with them and disclosures in the LWA Form ADV. Clients expect LWA to protect the confidentiality of their personal and financial information and to provide timely and professional advice in accordance with LWA agreements. Each investment advisory representative will receive a copy of the Code and must acknowledge in writing that he or she has received and read it.

Each investment advisory representative is expected to strive to act at all time in accordance with fundamental principles of openness, integrity, and honesty. This is in addition to the legal obligations that LWA and its investment advisory representative all have to adhere to applicable federal securities laws including the rules and regulations adopted under the Investment Advisors Act.

LWA does not generally recommend to clients, or buy or sell for client accounts, securities in which LWA or a related person has a material financial interest, including acting as a general partner in a partnership in which LWA solicits client investments, or LWA or a related person acting as an investment advisor to an investment company that LWA recommend to clients.

From time to time, LWA may recommend that clients buy a security in which LWA or an associated person has an ownership position. Additionally, 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 to trade in a manner that takes advantage of price movements caused by clients' transactions.

LWA, its officers and investment advisory representative may purchase the same securities that are recommended to clients. LWA will put its client's needs first and will follow all related securities regulations in executing the securities trades.

Item 12 Brokerage Practices

Clients may specify which broker-dealer to use or the investment advisory representative may make recommendations. Generally, these recommendations are based on the investment advisory representative's perception of the breadth of services offered and quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from other broker-dealers for similar services.

Research and Other Soft Dollar Benefits

LWA does not engage in soft dollar benefits. LWA does not use client brokerage commissions (or markups or markdowns) to obtain research or other products or services.

Directed Brokerage

LWA does not routinely recommend, request or require that a client direct LWA to execute transactions through a specified broker-dealer.

LWA's investment advisory representative does not generally aggregate orders as large blocks of securities aren't typically purchased or sold.

Item 13 Review of Accounts

LWA may prepare individualized reports of accounts. The nature and frequency of the reports are determined by client need and the services offered. At a minimum, LWA will provide the client with an annual position report.

The client's IPS will be reviewed on an as needed basis to determine whether rebalancing and/or portfolio changes are needed.

Item 14 *Client* Referrals and Other Compensation

LWA does not engage in any activity with non-clients to gain economic benefits including sales awards or other prizes. We receive compensation from unaffiliated third-party managers when we refer clients.

LWA does not directly or indirectly compensate any person for client referrals.

Item 15 *Custody*

LWA does not maintain custody of client funds and securities. However, the Wealth Management Agreement allows for the debiting of client accounts for payment of advisory fees due LWA.

Item 16 Investment Discretion

LWA may maintain limited discretion and limited power of attorney in certain client accounts held at the custodial broker dealers or mutual fund companies where client accounts are held.

Item 17 Voting *Client* Securities

LWA does not have nor will it accept authority to vote client securities.

LWA requests that clients engage another party to determine how proxies should be voted. LWA does not provide proxy-voting services to its clients.

Item 18 Financial Information

In accordance with California Department of Corporation regulations, LWA maintains the required net capital and submits unaudited financial statements to them annually.

LWA Principal Executive Officers

Gary Gardner received a BA in History from University of California, Santa Barbara. Mr. Gardner has been in the financial services industry since 1975.

Business Background

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

Professional 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.

LWA and its Managers have not been involved in the following:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of $2,500, involving any of the following:

   (a) an investment or an investment-related business or activity;

   (b) fraud, false statement(s), or omissions;

   (c) theft, embezzlement, or other wrongful taking of property;

   (d) bribery, forgery, counterfeiting, or extortion; or

   (e) dishonest, unfair, or unethical practices.

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Wealth Management Services (continued)

investment custodians and managers. LWA monitors and provides reports of portfolio balances. LWA meets at least annually with clients to review portfolio balances and determine whether any changes to the IPS are needed. Periodically, usually annually, investment advisory representative may solicit from client's information as to the continued appropriateness of the investments for the client.

As of January 1, 2011, LWA manages a total of $36,850,537 on a non-discretionary basis and $14,970,465 on a discretionary basis.

Third-party Manager Fee Arrangements (continued)

In implementing recommendations, the client normally is given an option to implement investments through the investment advisor representative in his capacity as a registered representative with the broker/dealer, CHAUNER SECURITIES, INC., ("CHAUNER SECURITIES, INC."), and/or insurance contracts placed by the investment advisor representative in his capacity as a licensed insurance broker. The investment advisor representative will be compensated in these cases, separate from the Agreement, with the usual and customary commissions. Because the investment advisor representative as a registered representative of CHAUNER SECURITIES, INC. sells securities on a commission basis, a potential conflict of interest exists. There will be no restrictions involving a client participating in both aspects of Advisors' business. Clients are under no obligation to purchase investment products that the investment advisor representative recommends. Clients have the option to purchase investment products though other brokers or agents that are not affiliated with the investment advisor representative.

Some mutual funds have what is called 12b-1 fees to pay for marketing and distribution expenses, such as brokers' commissions. The fees are categorized as annual operating expenses. Rule 12b-1 fees are disclosed in a mutual fund's prospectus and typically are less than 1 percent. Such fees may create a conflict of interest as the investment advisor representative may receive a 12b-1 fee in addition to the investment advisory fee. Fees will be fully disclosed to clients and clients are under no obligation to purchase these securities through the investment advisory representative or LWA. LWA does not use load funds for portfolios; therefore 12b-1 fees are rarely, if ever received by the investment advisory representative.

LWA does not reduce fees with any commissions that Gary Gardner receives from commissionable products the client chooses to purchase.

Disciplinary Information (continued)

(d) imposing a civil money penalty of more than $2,500 on LWA or a Investment advisor representative.

Neither LWA or an investment advisor representative have been involved in a self-regulatory organization (SRO) proceeding in which LWA or an investment advisor representative:

1. was found to have caused an investment-related business to lose its authorization to do business;

2. was found to have been involved in a violation of the SRO's rules and was:

(i) barred or suspended from membership or from association with other members, or was expelled from membership;

(ii) otherwise significantly limited from investment-related activities; or

(iii) fined more than $2,500.

Requirements for State-Registered Advisers (continued)

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

(a) an investment or an investment-related business or activity;

(b) fraud, false statement(s), or omissions;

(c) theft, embezzlement, or other wrongful taking of property;

(d) bribery, forgery, counterfeiting, or extortion; or

(e) dishonest, unfair, or unethical practices.