

**Firm Brochure
(Parts 2A & 2B of Form ADV)**

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This brochure provides information about our qualifications and business practices.

If you have any questions about the contents of this brochure, please contact us by telephone or email. 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. Registration does not imply a certain level of skill or training.

Additional information is also available on the internet at www.adviserinfo.sec.gov

Our searchable IARD/CRD number is 143817.

**DATE
March 20, 2013**

Item 2: Summary of Material Changes

Amendments to Form ADV were adopted by the SEC on July 28, 2010. Accordingly, this Brochure is materially different in structure and requires certain new information that our previous brochure did not require. Pursuant to the new rules, we will deliver this brochure to all of our clients, in its entirety, by May 30, 2011.

This brochure provides:

- (1) Additional disclosures regarding material conflicts of interest which may exist, and how we manage those conflicts in order to keep your best interests paramount at all times. Specifically, we provide enhanced disclosures regarding our relationships with qualified custodians (i.e., brokerage firms) and certain investment product providers that we may recommend to you. Please refer to Items 5, 11, and 12 of this Brochure.
- (2) A more extensive review of our investment policies and practices, and the risks attendant to those strategies, and the risks of specific asset classes or investment products we may recommend to you. Please refer to Item 8 of this Brochure.
- (3) Further detail on our practices with regard to custody of client assets. We utilize independent qualified custodians, for the safety of your funds. These custodian(s) provide separate monthly or quarterly statements, directly to you, detailing your account holdings. Please refer to Item 15 of this Brochure. We also encourage you to carefully review the account statements received from your custodian, and to compare those statements to the statements we provide.
- (4) The new Form ADV, Part 2B (each individual's "Financial Advisor Biography") for each of our investment advisers who directly provide advice to you, or who may assist in the management of your investment portfolio. Please refer to each Form ADV, Part 2B Financial Advisor Biography, included with this Brochure.

Due to the extensive formatting changes, we suggest that you review this new Firm Brochure with us, during your next conference.

In the future, this Summary of Material Changes will discuss only the material changes since the last annual update of this Brochure.

Whenever you would like to receive a complete copy of our brochure, please contact us by telephone or email.

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Item 4: Advisory Business

We provide financial planning and investment advisory services to individual clients, as well as trusts, endowments, qualified retirement plan sponsors, and business entities. We are a fee-only firm.

Advice is provided through consultation with you and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

We do not have the authority to execute transactions for your account without your consent. We do not act as a custodian of your assets. You always maintain asset control. We place trades for you under a limited power of attorney.

Investment advice is an integral part of financial planning. In addition, we advise you regarding cash flow, college planning, retirement planning, tax planning and estate planning.

We generally recommend institutional-class stock mutual funds with low annual expense ratios, and extremely low internal transaction costs. At times, we may recommend other low-cost investment solutions, such as ETFs, low-cost bond funds, individual fixed income securities, and other products. For more on our investment philosophies, and the risks of our strategies and/or specific investments recommended, please refer to Item 8.

We actively seek to avoid, or at least minimize, conflicts of interest which may exist between our firm and you. We sell no products. We accept no commissions. However, all investment advisory firms will likely possess some unavoidable conflicts of interest. In those instances where conflicts of interest arise, we have adopted policies which seek to keep your best interests paramount at all times. See Items 5, 11, and 12 of this Brochure, and other items, which explore, in further detail, how we act to keep your best interests first, at all times during the course of our relationship with you.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by you on an as-needed basis. Conflicts of interest will be disclosed to you in the event they should occur.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to you.

Our Firm's History

We were founded in 2007.

Our Principal Owners

David L. Williamson is the sole stockholder.

Types of Advisory Services

Asset Management

We provide investment supervisory services, also known as asset management services; we manage investment advisory accounts not involving investment supervisory services; and we furnish investment advice through consultations.

On more than an occasional basis, we furnish advice to you on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. We do not receive any compensation, in any form, from fund companies.

Investments may also include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable annuities, and mutual funds shares), and U. S. government securities.

We do not invest in wrap fee programs nor manage assets for any wrap fee accounts.

We do not invest in Initial Public Offerings (IPOs).

Services

Financial Consulting Service:

The Financial Consulting Service involves initial discussion and gathering of information pertaining to your current financial matters in an effort to determine your needs, goals and objectives, time horizon and risk tolerance and to assess your current circumstances. This assessment includes examining the strengths and weaknesses of your current situation, discussion of your investment experience, and a review of our investment philosophy.

Usually, a series of meetings is needed to complete the initial evaluation. Following the assessment, we explore a number of financial areas, including cash flow management, prudent debt management, insurance planning, college funding, retirement planning, tax planning and estate planning. An individualized investment policy, including analysis, specific recommendations and asset allocation, follows. We believe investment success is best achieved by reaching financial objectives without assuming undue risk and that proper diversification is the key to minimizing portfolio risk. Thus, we create customized portfolios diversified across asset classes as appropriate for you.

Our Financial Consulting Service focuses on communication. We offer timely, meaningful reports that detail the status of the portfolio and portfolio performance. Periodic meetings, held at least annually, are offered to provide an opportunity to review reports, re-evaluate goals and allocation decisions and rebalance the portfolio. We provide you with a system for organization and strive to help you maintain the necessary discipline to ensure long-term success. You will have a direct and beneficial interest in your securities, rather than an undivided interest in a pool of securities.

We offer implementation of the investment recommendations and provide portfolio services on a nondiscretionary basis. You have the ability to leave standing instructions with us to refrain from investing in particular asset classes, to invest in limited amounts of securities and to rebalance portfolios. We do not and will not have custody of your funds or securities. You will receive broker transaction statements as transactions occur and will receive a monthly or quarterly statement of the account from the custodian or brokerage firm. We will receive a copy of all statements and will review each for accuracy. Additionally, we provide regular portfolio reports.

Our Fees

Fees for the Financial Consulting Service are computed as a percentage of the assets based on the market value of the investment portfolio (annual rate). The minimum quarterly fee is \$1250. Fees are agreed upon at the time of engagement. For complex or unusual circumstances, fees may be negotiated.

Assets Under Management	Annual Fee %
First \$200,000	2.00%
Portion between \$200,000 - \$500,000	1.00%
Portion between \$500,000 - \$1,000,000	0.75%
Portion between \$1,000,000 - \$3,000,000	0.50%
Portion above \$3,000,000	0.25%

Investment management fees are billed quarterly, in arrears, which means that we invoice you after the three-month billing period has ended. Payment in full is expected upon invoice presentation. Fees are usually deducted from an account designated by you to facilitate billing. You must consent in advance to direct debiting of your investment account.

Hourly Consulting Service:

Pathways Advisory Group, Inc. offers an Hourly Consulting Service where financial and investment advice is provided on an hourly basis at \$175 per hour. Fees are due upon delivery of the services. Lower fees for comparable services may be available from other sources. The Hourly Consulting Service is designed to focus on specific areas of the client's financial picture, as defined by the Client, and is not designed to address all of the client's financial needs. We offer this service to Clients not eligible for the Financial Consulting Service.

No written investment plan will be provided for clients operating under an Hourly Consulting Agreement and no ongoing management of portfolio assets is provided. Portfolio reviews

and/or meetings are conducted only upon request by the client. Clients will receive broker transaction statements as transactions occur and will receive a monthly or quarterly statement of the account from the custodian or brokerage firm. Pathways Advisory Group, Inc. will receive a copy of all statements.

Clients may terminate the Hourly Consulting Agreement within 5 business days of signature. Thereafter, the client may terminate the Agreement upon written notice and the client will be invoiced only for the portion of the time incurred by the Advisor prior to termination at the Firm's hourly rate of \$175. Otherwise, the Hourly Consulting Service terminates upon delivery of the advice.

Limited Consulting Service:

The Limited Consulting Service is designed to address specific financial and/or investment areas and is not designed to encompass all of the client's financial needs. The Limited Consulting Service consists of three (3) meetings, as well as the use of staff resources during the duration of the service, for a fee of \$2,700. Should more time be needed to complete pending issues, the Hourly Consulting Service rate may be implemented. Fees are due upon the delivery of services. Lower fees for comparable services may be available from other sources. Great care will be taken to prioritize the needs of the client and to address as many topics as feasible in the time allowed.

No written investment plan will be provided for clients operating under a Limited Consulting Agreement and no ongoing management of portfolio assets is provided.

The client may terminate the Agreement upon written notice and the client will be invoiced only for the portion of the time incurred by the Advisor prior to termination at the Firm's hourly rate of \$175. Otherwise, the Limited Consulting Service terminates upon delivery of the advice.

Retirement Plan Consulting Service:

The Retirement Plan Consulting Service is designed to provide assistance to retirement plan trustees. The service begins by discussing and gathering information on the current plan in an effort to determine the client's needs and assess the client's current circumstances. This assessment includes examining the strengths and weaknesses of the current plan. Following the assessment, we explore a number of areas, including investment diversification, investment options, participant enrollment, participant education and trustee responsibilities. An individualized investment policy, including analysis, specific recommendations and asset allocation, follows.

Once the investment plan is in place, Pathways Advisory Group, Inc. will provide ongoing management of the portfolio assets, conducting internal portfolio reviews on a monthly basis. In addition, Pathways Advisory Group, Inc. will coordinate and oversee participant education and enrollment at least annually.

Clients will receive broker transaction statements as transactions occur and will receive a monthly or quarterly statement of the account from the custodian or brokerage firm. Pathways Advisory Group, Inc. will receive a copy of all statements and will review each for accuracy.

Our Fees

Fees for the Retirement Plan Consulting Service are computed as a percentage of the assets based on the market value of the investment portfolio (annual rate). The minimum quarterly fee is \$1250. Fees are agreed upon at the time of engagement. For complex or unusual circumstances, fees may be negotiated.

Assets Under Management	Annual Fee %
First \$1,000,000	1.00%
Portion between \$1,000,000 - \$3,000,000	0.50%
Portion over \$3,000,000	0.25%

Investment management fees are billed quarterly, in arrears, which means that we invoice you after the three-month billing period has ended.

Pro Bono Financial Consulting Service:

Pathways Advisory Group, Inc. may offer a Pro Bono Financial Consulting Service to clients not eligible for the Financial Consulting Service. The Pro Bono Financial Consulting Service focuses on investment education and selection and is not designed to encompass all of the client's financial needs.

No written investment plan will be provided for clients operating under a Pro Bono Financial Consulting Agreement and no ongoing management of portfolio assets is provided.

There is no fee for the Pro Bono Financial Consulting Service.

Management of Conflicts of Interest between Clients

Our relationship with you is non-exclusive; in other words, we provide investment advisory services and financial planning services to multiple clients. We seek to avoid situations in which one client's interest may conflict with the interest of another of our clients. More information about this policy is found in your Client Agreement.

How Fees are Calculated

Billing amounts are based upon the value (market value or fair market value in the absence of market value) of the client's account(s) (including both securities and cash) at the end of the previous quarter. Valuations are derived from recognized and independent pricing sources, such as Charles Schwab & Co. Institutional.

Other Fees or Expenses Paid in Connection with Our Services

All fees paid to us for investment advisory and financial planning services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. Mutual fund expenses are generally described in each fund's prospectus. These expenses will generally include a management fee, other fund expenses, and possibly a distribution fee. In addition, mutual funds incur transaction costs and opportunity costs, which are disclosed in the fund's prospectus or Statement of Additional Information, but which may be estimated.

You will incur transaction fees or commissions in connection with trading of mutual funds, ETFs, individual stocks and bonds (and/or principal mark-ups and mark-downs for principal trades), which are charged by the custodian (brokerage firm holding your assets for safekeeping). Mutual fund transaction fees charged by our recommended custodian, Charles Schwab & Co., generally vary from \$0 to \$49 for each purchase and sale transaction. The transaction costs for stock and bond trades vary. Accordingly, you should review both the fees charged by the funds (including transaction and opportunity costs within funds which are not included in a fund's annual expense ratio), the transaction fees charged by the custodian, as well as the fees charged by us, to fully understand the total amount of fees and costs paid by you, in connection with any recommended transaction. For a discussion of our practice in recommending brokers (custodians) to you and negotiating brokerage fees on your behalf, please see Item 12.

You may also incur "account termination fees" upon the transfer of an account from one brokerage firm (custodian) to another. The range for these account termination fees is believed to range generally from \$0 to \$200 at present, but at times may be much higher. You should contact your custodians (brokerage firms, bank or trust company, etc.) to determine the amount of account termination fees which may be charged and deducted from your accounts for any existing accounts which may be transferred.

Comparable Services

We believe that the charges and fees offered are competitive with alternative programs available through other firms offering a similar range of services; however, lower fees for comparable services may be available from other sources.

Management of Conflicts of Interest Relating to the Fees We Receive, and Receipt of Percentage-Based Compensation.

The vast majority of our clients pay us fees based upon a percentage of the assets we advise upon. This is a very common form of compensation for registered investment advisory firms and avoids the multiple inherent conflicts of interest associated with commission-based compensation (we do not accept commission-based compensation of any nature, nor do we accept 12b-1 fees). Percentage-based compensation can still, at times, lead to conflicts of interest between our firm and you as to the advice we provide. For example, conflicts of interest may arise relating to the following financial decisions in life: incur or pay down debt; gift funds to charities or to individuals; purchases of a (larger) home or cars or other non-investment assets; the purchase of a lifetime immediate annuity; personal expenditures;

investment in private equity investments, and the amount of funds to place in non-managed cash reserve accounts. We have adopted internal policies to properly manage these and other potential conflicts of interest. Our goal is that our advice to you remains at all times in your best interest, disregarding any impact of the decision upon our firm.

Each time such a potential conflict may arise, we will give you notice of the conflict in that given situation if our advice regarding the proposed transaction would impact our compensation.

Assets Under Management

As of February 29, 2012, we manage approximately \$102,000,000 in assets for approximately 130 clients on a non-discretionary basis.

Our Services are Tailored to Meet Your Needs and Investment Restrictions.

In general, our advisory services are tailored to meet your needs. While model portfolios may be utilized for some clients, for most clients each investment portfolio is individually designed. Additionally, financial planning, estate planning, tax planning, and risk management planning services are generally delivered upon your engaging us for such services. As appropriate you will have a conference with your advisor, at least annually, to review any changes to your financial situation, your investment portfolio, and planning issues.

After consultation with us, you may impose restrictions on investing in certain securities or types of securities. This most often occurs when you request that certain social investing needs are addressed, such as through the use of mutual funds which avoid investments in certain companies. Other restrictions may be imposed by you with respect to the (average or longest) maturity or credit quality of fixed income investments.

Our Agreement with you may not be assigned without your consent.

Item 5: Fees and Compensation

Please refer to the discussion about our fees under Item 4.

Cancellation and Termination of Agreements

Upon termination of our agreement, the quarterly fee will be pro-rated through the date of termination. Termination of an agreement will not affect: (a) the validity of any action previously taken by us under the agreement; liabilities or obligations of the parties from transactions initiated before termination of the agreement; or your obligation to pay advisor fees (prorated through the date of termination). Upon the termination of the agreement, we will have no obligation to recommend or take any action with regard to the securities, cash, or other investments in your account.

Item 6: Performance-Based Fees and Side-by-Side Management

Our fees are not based on a share of the capital gains or capital appreciation of managed securities.

We do not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to you.

Item 7: Types of Clients

We provide investment advice primarily to individuals and their families, including high net worth individuals, and trusts.

We also may provide investment advice to pension and profit sharing plans and plan participants, as well as foundations, business entities, and other institutions.

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

Methods of Analysis

General

We evaluate your investments to determine whether they are in harmony with financial objectives, time horizon, risk tolerance level, tax situation and income needs. You are interviewed and the information gathered is used to determine which type of investment program best suits your needs. Then, a customized investment portfolio, diversified across many asset classes, is constructed. Investment analysis is based on academic research and focuses on a mutual fund manager's adherence to investing within a distinct asset class and a review of the investment's internal fees.

We study historical asset class performance and apply modern portfolio asset allocation techniques to customize client portfolios. Asset allocation is "diversification by design." Specific asset classes are selected, such as Large US Stocks, Small US Stocks, Short-Term Bonds and International Stocks. Each asset class has its own risk and return characteristics. Allocating investments among several asset classes can lower the overall volatility of a portfolio and enhance returns.

The asset classes selected and the percentage weighting given each class profoundly affect the overall volatility and expected return of a portfolio. Our goal is to determine efficient weightings for your portfolio in order to minimize short-term risk. We believe that the asset allocation decision is one of the most important decisions investors must make.

Our investment approach is based on the belief that markets are efficient. The market of buyers and sellers tends to price an asset quickly and fairly, based on the currently known information. Investor portfolios should be determined principally by asset allocation decisions

and not by market timing or stock picking. We do not forecast business cycles or interest rates. There are no strategies for automatically shifting allocations among stocks, bonds or cash. The passive strategy for each position is designed to capture the return behavior of an entire asset class. Generally, investment selections involve passively managed portfolios such as index funds. We believe that index funds are most likely to deliver asset class returns and have the added benefit of very low internal costs. Occasionally, we may include mutual funds managed on a non-passive basis, as well as individual stocks.

Methods of Analysis; Sources of Information

Our security analysis is based upon a number of factors including those derived from commercially available software technology, securities rating services, general economic, market, and financial information, due diligence reviews, and specific investment analyses that clients may request. The main sources of information include commercially available investment information and evaluation services, financial newspapers and journals, academic white papers and periodicals. Prospectuses, statements of additional information, other issuer-prepared information, and data aggregation services are also utilized.

Types of Investments

You typically receive an investment portfolio which consists mainly of no-load stock and bond mutual funds. The passively managed stock mutual funds offered by Dimensional Funds Advisors (DFA) are generally recommended. DFA mutual funds offer broad diversification and most are structured for low turnover, so as to substantially decrease the often substantial transaction costs incurred by mutual funds and ETFs as they trade securities within the fund. Consequently, the DFA stock mutual funds' total fees and costs are believed to be generally lower than the total fees and expenses incurred by most other stock mutual funds (including many ETFs and index funds) when comparing funds in the same asset class(es).

Your investment portfolio may also include individual fixed income investments (bonds, C.D.'s, etc.) and/or bond funds (primarily from DFA and Vanguard). For clients with a substantial fixed income allocation, we generally recommend a combination of bond funds and individual fixed income investments, with recommended actual investments dependent upon our view of the risk/return relationship for various forms of fixed income investments or bond funds. We will typically request discretionary authority from you to manage individual fixed income assets, as such may be necessary to enable us to purchase or sell such assets in a timely manner at quoted prices.

Publicly traded real estate investment trusts (REITS) and commodities index or passive mutual funds or ETFs may be recommended to you if you desire to include real estate or commodities in your asset allocation strategy.

Insurance products such as annuities and various life insurance products may also be evaluated. Recommendations may be made for you to invest in low-cost, no-load (no commission) variable or fixed, deferred or immediate annuities, when appropriate to your circumstances and tax situation.

Your existing investments are evaluated in light of the desired investment policy objectives. We work with you to develop a plan to transition from your existing portfolio to the desired portfolio. Investment advice may be offered on any investments held by you at the start of the advisory relationship. Your portfolio holdings and strategic asset allocation are then monitored periodically, taking into account your cash flow needs. Review meetings with you are held regarding your investment assets under management and other personal financial planning issues.

Risk of Loss, Generally

Investing in securities involves a risk of loss that you should be prepared to bear. The investment recommendations seek to limit risk through broad global diversification in equities (through broadly diversified stock mutual funds) and investment in high quality fixed income securities or diversified bond funds.

However, the investment methodology will still subject you to declines in the value of your portfolios which can, at times, be dramatic. We believe there exists a high probability in most market environments of a long-term (15-years or greater) outperformance of small cap and value stocks, relative to large cap and growth stocks, and hence the stock (equity) portion of your portfolio may be "tilted" toward small cap and value stocks. Accordingly, the normally greater expected returns of the equity portion of the portfolio will in turn often permit the overall allocation to equities (stocks, stock mutual funds) to be reduced, and the allocation to fixed income investments increased. We believe this is the best manner to temper the shorter-term volatility of the stock market, especially for clients who derive cash flow from their portfolios (such as clients who are in retirement).

Given the long-term nature of the expected equity premium (i.e., the additional expected return for investing in the overall stock market, relative to less "risky" U.S. Treasury bills), and the long-term nature of the expected value and small cap effects, our investment philosophy is best suited for investors who desire a buy and hold strategy for a substantial portion of their funds. Even then, investing is inherently uncertain as to future returns. While both macroeconomic and microeconomic risks are evaluated, for purposes of weighing risks and returns and for the computation of the expected returns of various asset classes (for use in financial planning decision-making), we do not generally engage in market-timing activities. We believe the equity, value, and small cap effects are highly likely to occur in the future, over long periods of time. However, there can be no assurance that these effects will occur over any given time period. While we seek to reduce non-compensated risks to which you may be exposed, other risks (including, but not limited to, the risk of a general stock market decline) may be assumed in order to seek to attain your longer-term financial goals and objectives; however, we cannot provide any guarantee that your goals and objectives will be achieved.

Risk of Loss, Certain Higher-Risk Securities

Certain securities recommended, such as U.S. small cap value and mid cap value stock mutual funds, U.S. small cap and micro-cap mutual funds, emerging markets, and similar pooled investment vehicles inside variable annuities, possess higher levels of volatility (as individual asset classes within a portfolio). We may employ these securities as part of an overall

strategic asset allocation for you, since we believe that the risk-return relationship for these securities will likely be beneficial to you over the long term.

Cash Balances in Client Accounts

Cash in your investment accounts are typically swept into the bank or money market mutual fund accounts of the institutions (Charles Schwab). We discuss with you, during the time of review conferences and at other times, upcoming cash flow needs and seek to plan accordingly to meet those needs. While it is not our practice to encourage you to maintain a large amount of cash in your accounts, such may be undertaken at your request, to facilitate our billing of periodic fees, or for other reasons. Upon your request, cash balances will be maintained for temporary or short-term purposes.

Should you desire a "cash reserve account," we will help you establish a separate, non-managed cash reserve account, which is not monitored thereafter by us, typically either with Vanguard (using one of its money market funds) or with an online bank (offering FDIC-insured money market funds, up to certain limits). We then seek to review with you, during periodic conferences, whether any funds are needed to restore cash reserves. We exclude separate accounts established for cash reserve purposes from our fee calculations.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events of their firm or certain management personnel which would be material to your evaluation of us or our integrity in management of your investment portfolio.

We have had no legal or disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Activities

We are not involved in any other financial industry activities.

Affiliations

We have no arrangements that are material to our advisory business or you with any other entity.

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

We seek to avoid material conflicts of interest. Accordingly, neither we nor our investment adviser representatives nor our staff receives any third party direct monetary compensation (i.e., commissions, 12b-1 fees, or other fees) from brokerage firms (custodians) or mutual fund companies.

Although we believe that our business methodologies, ethics rules, and adopted policies are appropriate to eliminate, or at least minimize, potential material conflicts of interest, and to manage appropriately any material conflicts of interest that may remain, you should be aware that no set of rules can possibly anticipate or relieve all potential material conflicts of interest. Please refer to the additional discussion under Item 12 Brokerage Practices.

Our Code of Ethics

We have adopted a Code of Ethics, to which all investment advisor representatives and employees are bound to adhere. The key component of our Code of Ethics states:

We and our investment advisor representatives and employees shall always:

- Act in the best interests of each and every client;
- Act with integrity and dignity when dealing with clients, prospective clients, staff, and others;
- Strive to maintain and continually enhance our high degree of professional education regarding Modern Portfolio Theory, strategic asset allocation, and financial, tax, estate, and risk management planning; and
- Seek at all times to preserve our firm's independence and to maintain our complete objectivity with respect to our advisory services and each recommendation made to our clients.

We further adopted a detailed Code of Ethics expressing our commitment to ethical conduct, which is adopted by reference by us, and which is utilized to guide the personal conduct of our various staff members. This detailed Code of Ethics describes our fiduciary duties and responsibilities to you and sets forth our practice of supervising the personal securities transactions of employees with prior or concurrent access to client trade information.

A copy of the Code of Ethics is available to you and prospective clients upon request.

Participation or Interest in Client Transactions and Personal Trading

Our Code of Ethics provides that individuals associated with our firm may buy or sell securities for their personal accounts identical or different from those recommended to you. However, it is the express policy of our firm that no person employed by the firm shall prefer his or her own interest to yours, nor make personal investment decisions based on your investment decisions.

To supervise compliance with the Code of Ethics, we require that anyone associated with this advisory practice who possesses access to advisory recommendations (before or at the time they are entered into) ("access persons") provide annual securities holding reports and quarterly transaction reports to our Chief Compliance Officer or his or her designee. We also require access persons to receive advance approval from our Chief Compliance Officer or his designee prior to investing in any initial public offerings, private placements, or certain individual securities.

The Code of Ethics further includes our policy prohibiting the use of material non-public information and protecting the confidentiality of client information. We require that all

individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Item 12: Brokerage Practices

Use of Brokerage Firms (Custodians), Generally

We utilize the services of Charles Schwab Institutional as custodian. They provide our staff with access to institutional trading and custody services, which services are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis and at no charge to them. However, not all independent investment advisors recommend that their clients utilize particular custodians.

Discussion of Benefits to Adviser, Concerning Custodians

The benefits provided by Charles Schwab include assistance with practice management and assistance with the management of client accounts, including but not limited to: (a) receipt of duplicate client confirmations; (b) receipt of electronic duplicate statements; (c) access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data; (d) access to the investment advisor portion of their web site which includes practice management articles, compliance updates, and other financial planning related information and research materials (including, for example, rating reports on individual companies from Standard and Poor's or other sources); (e) access to other vendors (such as insurance or compliance providers, or providers of research or other materials) on a discounted fee basis through discounts arranged by the custodians; (f) permitting us to access an electronic communication network for client order entry and to access clients' account information and which may otherwise assist us with its back-office functions, including recordkeeping and client reporting; and (g) conferences at which advisors and employees of our firms may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology.

Generally, many of these services may be utilized to service all or a substantial number of our clients' accounts. Educational, research, or other services provided by custodians (i.e., Charles Schwab) or mutual fund companies may benefit all of our clients, or may benefit only some clients.

Our Recommendations of Brokerage Firms

You are permitted to direct us to utilize your desired brokers. However, if such brokers are utilized, we may not possess access to certain mutual funds and other investments that are generally available only to institutional investors or which would require a significantly higher minimum initial investment, and commission rates paid or transaction fees paid may be higher than the fees negotiated by us.

While as a fiduciary, we endeavor to act in your best interests, our desire that you maintain much of your assets in accounts at Charles Schwab may be based in part on the benefit to our

firm of the availability of some products and services (previously described) at no cost to us, or at reduced costs, and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, and this may create a potential conflict of interest. You may, therefore, pay higher transaction fees, commissions (for individual stock and ETF trades), and principal mark-ups and mark-downs (relating to purchases and sales on a principal, as opposed to an agency, basis), than those charged by other discount brokers. However, we have negotiated fees with the custodians we recommend, and we have selected these custodians for their generally low fees relative to another large custodian. Also, please note that we prefer to recommend custodians that possess significant size and financial resources, for purposes of enhanced safety of your funds. For all of these reasons, the lowest cost custodian for you may not be recommended to you by us.

Best Execution

On an ongoing basis, we compare the trading costs at various custodians. We review the execution of trades at each custodian annually. Trading fees charged by the custodians are also reviewed on an annual basis. We do not receive any portion of the trading fees.

Soft Dollars

We do not receive any soft dollar benefits from broker/dealers acting as custodian for your accounts.

Order Aggregation

We have chosen to not aggregate (combine) the trades of our clients. This is because all trade decisions are reviewed for near-term and long-term tax efficiency, which requires individual analysis of most trading decisions.

As a result, our clients do not receive the benefits of reduced transaction fees such aggregation of trades could provide to our clients, generally. Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Item 13: Review of Accounts

Portfolio Reviews and Rebalancing of your portfolio, for the assets held under management with us will be undertaken: (1) periodically; (2) upon request, and (3) upon a substantial asset class decline, under the following adopted policies and procedures.

Periodic Portfolio Reviews are undertaken by us to ascertain if the values in any asset class have strayed beyond their target minimums or maximums, and for purposes of meeting your cash flow needs. Even if one or more asset classes fall outside their target minimums or maximums, we may determine not to rebalance the asset class for various reasons, such as avoidance of short-term capital gains, deferring long-term capital gains realization, or minimization of transaction costs.

Additional Portfolio Reviews are undertaken upon your request, such as when special cash needs arise or when additional cash or securities are added to the investment portfolio. We will respond to such requests within a reasonable period of time.

We may also undertake sales and purchases during this time to effect tax loss harvesting, in addition to rebalancing actions.

In undertaking rebalancing actions, we will seek to rebalance one or more asset classes closer to the targets. We may decline to rebalance a specific asset class, due to tax concerns, high transaction costs relative to the trade amount, or other reasons.

Regular Reports

Each quarter, we send you a consolidated inventory of the investments upon which advice is provided to you. We may also include a performance report of your portfolio. In addition, each year in January or February, we provide a realized gains and loss report for any taxable accounts which are under management to aid your CPA in income tax preparation.

We may also offer periodic data for other investment accounts upon which we provide advice, not held at the foregoing custodians, if such information can be obtained from our account aggregation services, and provided your consent is obtained to furnish such account aggregation service with any account passwords required to access account information.

While we are hopeful that the information supplied by custodians and data aggregation services is reliable, we cannot guarantee its accuracy.

Clients may also directly access account information at the custodians with which the accounts are held online (specifically Charles Schwab & Co.), each and every business day, via the secure web sites of these institutions.

Monthly or quarterly statements from Account Custodians are sent to you directly from the corresponding brokers, banks, mutual funds, partnership sponsors, and/or insurance companies which hold your investments. These statements reflect the assets in the custodian's custody, together with confirmations of each transaction executed in the account(s) if desired by you. For some custodians, you may elect to receive these statements by e-mail rather than U.S. mail.

You are strongly encouraged to review the monthly or quarterly statements you receive from custodians. Despite the best efforts of any firm to safeguard client's assets, fraud could still occur. While we hope that you trust our firm and advisors, and we have never had an instance of theft of client funds, we believe it is nevertheless important for you to verify your investment holdings.

Item 14: Payment for Client Referrals

Incoming Referrals

We have been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

We do not accept referral fees or any form of remuneration from other professionals when we refer a client to them.

Item 15: Custody

It is our policy to not accept custody of your securities. In other words, we are not granted access to your accounts which would enable us to withdraw or transfer or otherwise move funds or cash from any of your account(s) to our accounts or the account of any third party (other than for purposes of fee deductions).

However, with your consent, we may be granted the authority to seek deduction of our fees from your accounts; this process generally is more efficient for both you and us, and there may be tax benefits for you to this method when fees can be paid from certain tax-deferred accounts.

Item 16: Investment Discretion

We do not have discretion over your accounts. We consult with you prior to each trade to obtain concurrence.

Once an asset allocation is agreed upon for the portfolio, a Model Portfolio is developed which identifies specific target percentages for each asset. We use this allocation to guide sales or purchases when rebalancing, investing deposits, or selling to create cash for withdrawals.

You approve the custodian to be used and the commission rates paid to the custodian. We do not receive any portion of the transaction fees or commissions paid by you to the custodian for any trades.

Item 17: Voting Client Securities

Unless you designate otherwise, we vote proxies for securities held in your Charles Schwab accounts, consistent with our proxy voting policy. A copy of our proxy voting policy is available upon request.

Item 18: Financial Information

We do not require the prepayment of any fees. All fees are paid in arrears.

We accept limited forms of discretion over your accounts, as described in Item 16 of this Brochure. Due to this acceptance, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. We currently possess no such financial condition. We have never been the subject of a bankruptcy proceeding.

Business Continuity Plan

General

We have a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural and manmade disasters. Electronic files are backed up daily and archived offsite.

Alternate Offices

An alternate office has been identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact you within five days of a disaster that dictates moving our office to an alternate location.

Information Security Program

We maintain an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

We are committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us. The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, and information about transactions between you and third parties. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by Federal and state securities laws. After that time, the information will be destroyed.

We will notify you in advance if our Privacy Policy is expected to change. We are required by law to deliver our Privacy Policy to you annually, in writing.

Brochure Supplement (Part 2 B of Form ADV)

Education and Business Standards

Our advisors must be CERTIFIED FINANCIAL PLANNERS™ (CFP®) in good standing or begin enrollment in a course of study leading to the CFP® designation within one year of hire.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

David L. Williamson, CFP®

Educational Background:

* Year of birth: 1949

International Board for Certified Financial Planners: CERTIFIED FINANCIAL PLANNER™
(1987)

California State University at Fresno, CA; M.A.; 1980

Pennsylvania State University, State College, PA; B.A.; 1971

Business Experience:

Pathways Advisory Group, Inc., Fresno, CA; Registered Investment Advisor; President,
Advisory Representative; 2007-present

Portfolio Advisors, Fresno, CA; Registered Investment Advisor; General Partner, Advisory
Representative; 1990-2007

Other Business Activities: None

Additional Compensation: None

Supervision:

Mr. Williamson is the President and Chief Compliance Officer. As such, he is responsible for all
advice provided to clients.

Dustin J. Smith, CFP®

Educational Background:

* Year of birth: 1979

International Board for Certified Financial Planners: CERTIFIED FINANCIAL PLANNER™
(2005)

California State University at Fresno, CA; B.S. Business Administration - Finance, 2003

Business Experience:

Pathways Advisory Group, Inc., Fresno, CA; Advisory Representative; 2007-present

Portfolio Advisors, Fresno, CA; Advisory Representative; 2004-2007

Other Business Activities: None

Additional Compensation: None

Supervision:

Mr. Smith is supervised by David L. Williamson, President. He reviews Mr. Smith's work through frequent office interactions as well as remote interactions. He also reviews Mr. Smith's activities through our client relationship management system.

SUPERVISOR'S contact information:

PHONE: 559-431-4700

Michelle L. Carter, CFP®

Educational Background:

* Year of birth: 1979

International Board for Certified Financial Planners: CERTIFIED FINANCIAL PLANNER™
(2008)

College for Financial Planning; Certificate CFP® Certification Professional Education Program;
2008

California State University at Long Beach, CA; B.A. Psychology; 2004

Fresno City College, Fresno, CA; A.A. Liberal Arts; 2002

Business Experience:

Pathways Advisory Group, Inc., Fresno, CA; Advisory Representative; 2007-present

Portfolio Advisors, Fresno, CA; Para-planner; 2006-2007

Portfolio Advisors, Fresno, CA; Operations Manager; 2004-2006

Other Business Activities: None

Additional Compensation: None

Supervision:

Ms. Carter is supervised by David L. Williamson, President. He reviews Ms. Carter's work through frequent office interactions as well as remote interactions. He also reviews Ms. Carter's activities through our client relationship management system.

SUPERVISOR'S contact information:

PHONE: 559-431-4700

Jeffrey Karst, CFP®

Educational Background:

* Year of birth: 1978

California State University at Fresno; Certificate Program in Financial Planning; 2010

California State University at Fresno, CA; B.S. Business Administration - Finance; 2010

Business Experience:

Pathways Advisory Group, Inc., Fresno, CA; Advisory Representative; 2010-present

Other Business Activities: None

Additional Compensation: None

Supervision:

Mr. Karst is supervised by David L. Williamson, President. He reviews Mr. Karst's work through frequent office interactions as well as remote interactions. He also reviews Mr. Karst's activities through our client relationship management system.

SUPERVISOR'S contact information:

PHONE: 559-431-4700