

Uniform Application for Investment Adviser Registration

OMB APPROVAL	
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Name of Investment Adviser: Mayoue Wealth Management, LLC					
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number
3276 Craggy Point	Atlanta	GA	30339	(770)	366-5705

**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 governmental authority.**

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(Schedules 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.

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 | <u>90</u> | % |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | _____ | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>5</u> | % |
| <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 | <u>5</u> | % |
| <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 |
| | | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 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)

- | | |
|---|--|
| <p>A. Equity securities</p> <p><input checked="" type="checkbox"/> (1) exchange-listed securities</p> <p><input checked="" type="checkbox"/> (2) securities traded over-the-counter</p> <p><input checked="" type="checkbox"/> (3) foreign issuers</p> <p><input type="checkbox"/> B. Warrants</p> <p><input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper)</p> <p><input type="checkbox"/> D. Commercial paper</p> <p><input checked="" type="checkbox"/> E. Certificates of deposit</p> <p><input checked="" type="checkbox"/> F. Municipal securities</p> <p>G. Investment company securities:</p> <p><input type="checkbox"/> (1) variable life insurance</p> <p><input type="checkbox"/> (2) variable annuities</p> <p><input checked="" type="checkbox"/> (3) mutual fund shares</p> | <p><input checked="" type="checkbox"/> H. United States government securities</p> <p>I. Options contracts on:</p> <p><input type="checkbox"/> (1) securities</p> <p><input type="checkbox"/> (2) commodities</p> <p>J. Futures contracts on:</p> <p><input type="checkbox"/> (1) tangibles</p> <p><input type="checkbox"/> (2) intangibles</p> <p>K. Interests in partnerships investing in:</p> <p><input type="checkbox"/> (1) real estate</p> <p><input type="checkbox"/> (2) oil and gas interests</p> <p><input type="checkbox"/> (3) other (explain on Schedule F)</p> <p><input checked="" type="checkbox"/> L. Other (explain on Schedule F)</p> |
|---|--|

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 checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input 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 checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input 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 checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" 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 type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

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, 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 given to 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 | ● formal education after high school |
| ● year of birth | ● 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 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 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.)

Applicant:

Mayoue Wealth Management, LLC

SEC File Number:

801-

Date:

07/08/2008

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 sells for itself securities that it also recommends 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 supervisory 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 conditions 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 accounts, 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.

Please See Schedule F, Item 11.A.

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

Please See Schedule F, Item 11.B.

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

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

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

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
1.D.	<u>INTRODUCTION</u> This brochure provides information about the qualifications and business practices of Mayoue Wealth Management, LLC ("MWM"). Please contact Marcia Mayoue, Managing Member and Chief Compliance Officer of MWM, if you have any questions about the contents of this brochure. 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 MWM is available on the Internet at www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_OrgSearch.aspx . You can search this site by a unique identifying number, known as a CRD number. The CRD number for MWM is 145251 .	
	<u>INVESTMENT SERVICES</u> MWM offers a combination of the following advisory services, where appropriate, to individuals, pensions and profit sharing plans, trusts, estates or charitable organizations and corporations or other business entities. <u>PORTFOLIO MANAGEMENT:</u> MWM provides continuous advice to a client regarding investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, MWM develops a client's personal investment policy and creates and manages a portfolio based on that policy. MWM will manage advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income). MWM will create a portfolio consisting of one or all of the following: individual equities, bonds, other investment products, and no-load or load-waived mutual funds. MWM will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. The mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances.	

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

Applicant:
Mayoue Wealth Management, LLC

SEC File Number:
801-

Date:
07/08/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Mayoue Wealth Management, LLC

IRS Empl. Ident. No.:

26-1383961

Item of Form (identify)	Answer										
	<p>Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.</p> <p>Fee Schedule: The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:</p> <table><thead><tr><th><u>Assets Under Management</u></th><th><u>Annual Fee (%)</u></th></tr></thead><tbody><tr><td>0 to \$1,000,000</td><td>0.60%</td></tr><tr><td>\$1,000,001 to \$3,000,000</td><td>0.55%</td></tr><tr><td>\$3,000,0001 to \$10,000,000</td><td>0.50%</td></tr><tr><td>Over \$10 million</td><td>Negotiable</td></tr></tbody></table> <p>A minimum of \$1,000,000 of assets under management is required for this service. This account size may be negotiable under certain circumstances. MWM may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.</p> <p>Clients will be invoiced or have their account directly debited in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter. MWM will not directly debit any client account without receiving written authorization from the client.</p> <p>FINANCIAL PLANNING:</p> <p>MWM also provides advice in the form of a Financial Plan. Clients purchasing this service will receive a written report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives.</p> <p>In general, the financial plan will address any or all of the following areas of concern:</p> <ul style="list-style-type: none">• Personal: Family records, budgeting, personal liability, estate information and financial goals.• Education: Education IRAs, financial aid, state savings plans grants and general assistance in preparing to meet dependent's continuing educational needs through development of an education plan.	<u>Assets Under Management</u>	<u>Annual Fee (%)</u>	0 to \$1,000,000	0.60%	\$1,000,001 to \$3,000,000	0.55%	\$3,000,0001 to \$10,000,000	0.50%	Over \$10 million	Negotiable
<u>Assets Under Management</u>	<u>Annual Fee (%)</u>										
0 to \$1,000,000	0.60%										
\$1,000,001 to \$3,000,000	0.55%										
\$3,000,0001 to \$10,000,000	0.50%										
Over \$10 million	Negotiable										

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

PAGE 2

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
	<ul style="list-style-type: none"> • Tax & Cash Flow: Income tax and spending analysis and planning for past, current and future years. MWM will illustrate the impact of various investments on a client's current income tax and future tax liability. • Death & Disability: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis. • Retirement: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals. • Investments: Analysis of investment alternatives and their effect on a client's portfolio. <p>MWM gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are carefully reviewed, including a questionnaire completed by the client, and a written report is prepared. Should a client choose to implement the recommendations contained in the plan, MWM suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.</p> <p>Subsequent to the provision of the financial planning services detailed above, MWM provides, where appropriate, ongoing financial planning services that include the review and update of the client's financial plan. These reviews may occur annually or as contracted for with the client.</p> <p>Financial Planning recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. All recommendations are of a generic nature.</p> <p>Fee Schedule: Financial planning fees will be charged in one of two ways:</p> <ul style="list-style-type: none"> • as a fixed fee, typically ranging from \$300 to \$10,000; or • on an hourly basis, ranging from \$150 to \$250 per hour. <p>Where appropriate, an estimate for total hours will be determined at the start of the advisory relationship. A retainer may be requested upon completion of MWM's fact-finding session with the client, however, advance payment will never exceed \$500 for work that will not be completed within six months. The balance will be due upon completion of the plan.</p>	

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
	<p>MWM's financial planning fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances. The length of time it will take to provide a financial plan will depend on each client's personal situation. All fees are agreed upon prior to entering into a contract with any client.</p> <p>CONSULTING:</p> <p>Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic. MWM also provides specific consultation and administrative services regarding investment and financial concerns of the client.</p> <p>Additionally, MWM provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice.</p> <p>Consulting recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. All recommendations are of a generic nature.</p> <p>Fee Schedule: Consulting fees will be charged in one of two ways:</p> <ul style="list-style-type: none">• as a fixed fee, typically ranging from \$300 to \$10,000; or• on an hourly basis, ranging from \$150 to \$250 per hour. <p>Where appropriate, an estimate for total hours will be determined at the start of the advisory relationship. A retainer may be requested upon completion of MWM's fact-finding session with the client, however, advance payment will never exceed \$500 for work that will not be completed within six months. The balance will be due upon completion of the consulting services.</p> <p>MWM's consulting fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.</p>	

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
	<p>GENERAL INFORMATION:</p> <p>Negotiability of Fees: In certain circumstances, all fees and account minimums may be negotiable. In addition, certain family members and personal acquaintances of MWM's affiliated persons may receive advisory services at a discounted rate which is not available to advisory clients generally.</p> <p>Fee Calculation: The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).</p> <p>Termination: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.</p> <p>Other Fees and Expenses: All fees paid to MWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of MWM. In that case, the client would not receive the services provided by MWM which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by MWM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p>In addition to MWM's advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers. Such fees may include, but are not limited to, any transaction charges, fees for duplicate statements and transaction confirmations, and fees for electronic data feeds and reports.</p>	

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
3.L.	<p>Class Actions, Bankruptcies and other Legal Proceedings: MWM will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct MWM to transmit copies of class action notices to the client or a third party. Upon such direction, MWM will make commercially reasonable efforts to forward such notices in a timely manner.</p> <p>Proxy Disclosure: As a matter of firm policy and practice, MWM does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. However, MWM may provide advice to clients regarding the clients' voting of proxies.</p> <p><u>TYPES OF INVESTMENTS</u></p> <p>MWM may recommend to advisory clients investments in private placement offerings and/or limited investment partnerships, such as, hedge funds and other pooled investment partnerships. Additional information about the fees related to such investments is included in the offering documents provided to prospective investors. Because these types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.</p> <p>Investment advice may also be offered on any investments held by a client at the start of the advisory relationship. Recommendations for new investments will typically be limited to those items checked under Item 3 of Form ADV, Part II. However, MWM may recommend any other investment product which MWM deems appropriate based on the individual needs, goals, and objectives of the client.</p>	
5.	<p><u>EDUCATION AND BUSINESS STANDARDS</u></p> <p>Advisory persons associated with MWM must possess, minimally, a college degree and/or appropriate business experience and all required licenses.</p>	

(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: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
Item of Form (identify)	Answer	
6.	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>MARCIA M. MAYOUE</p> <p>Born: 1966</p> <p>Education:</p> <ul style="list-style-type: none">• The University Of Michigan (Ann Arbor), Master of Business Administration, 1992• Miami University (Ohio), Bachelor of Science in Finance and Accounting, 1988 <p>Business Background:</p> <ul style="list-style-type: none">• Mayoue Wealth Management, LLC, Managing Member and Chief Compliance Officer, 10/2007 to Present• Children's Healthcare of Atlanta, Investment Committee Member 07/2007 to Present• Agnes Scott College, Investment Committee Member, 11/2007 to Present• Atlanta Women's Foundation, Board Member, 06/2007 to Present; Finance Committee Member, 06/2006 to Present; Investment Committee Member, 06/2003 to Present• Homrich & Berg, Inc., Director, 02/2006 to 09/2007• Wilmington Trust FSB, Senior Private Client Advisor, 01/2005 to 02/2006• Balentine & Company, Private Client Advisor, 08/1998 to 01/2005; Controller, 04/1993 to 08/1998; Sales Assistant, 11/1992 to 04/1993 <p>Professional Designations:</p> <ul style="list-style-type: none">• Certified Financial Planner (CFP), granted by the CFP Board of Standards, 2006• Chartered Financial Analyst (CFA), granted by the Association for Investment Management and Research, 2001• Certified Public Accountant (CPA), granted by Georgia State Board of Accountancy, 1998	

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9.E.	<p><u>CODE OF ETHICS</u></p> <p>MWM or individuals associated with MWM may buy or sell securities identical to or different from those recommended to clients for their personal accounts. As these situations present a conflict of interest, MWM has adopted a Code of Ethics which sets forth ethical standards of business conduct that MWM requires of its employees, including compliance with applicable federal and state securities laws. MWM's Code of Ethics stresses that no person employed by MWM shall prefer his/her own interests to those of advisory clients and prohibits the use of material non-public information. MWM requires that anyone associated with this advisory practice with access to advisory recommendations, client holdings or other specified information provide annual securities holdings reports and quarterly transaction reports of all reportable transactions to the firm's designated officer. These reports are made available to an appropriate regulatory agency upon request. At such time as MWM has more than a single officer/employee, these reports will be reviewed on a regular basis by Marcia Mayoue, Managing Member and Chief Compliance Officer of MWM, to supervise compliance with the firm's Code of Ethics.</p> <p>MWM's Code of Ethics provides for sanctions when appropriate. Clients and prospective clients may obtain a copy of the firm's Code of Ethics upon request by contacting Ms. Mayoue, at MWM's principal office address.</p>	
10.	<p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>PORTFOLIO MANAGEMENT:</p> <p>MWM requires a minimum account of \$1,000,000 for Portfolio Management clients. This account size may be negotiable under certain circumstances. MWM may group certain related client accounts for the purposes of achieving the minimum account size. Please refer to Item 1.D. of this Schedule F narrative for complete detail.</p> <p>FINANCIAL PLANNING/CONSULTING:</p> <p>There are no account or fee minimums for Financial Planning or Consulting clients. Please refer to Item 1.D. of this Schedule F narrative for complete detail.</p>	

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11.A. & 11.B.	<p><u>ACCOUNT REVIEWS AND REPORTS</u></p> <p>PORTFOLIO MANAGEMENT SERVICES:</p> <p>Reviews: While the underlying securities within Portfolio Management Services accounts are continuously monitored, these accounts are reviewed at least quarterly by Marcia Mayoue, Managing Member of MWM. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p>Reports: In addition to the monthly statements and confirmations of transactions that Portfolio Management Services clients receive from their broker dealer, MWM will provide quarterly reports summarizing account performance, balances and holdings.</p> <p>FINANCIAL PLANNING/CONSULTING:</p> <p>Reviews: These client accounts will be reviewed as contracted for at the inception of the advisory relationship.</p> <p>Reports: Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for. Consulting clients will receive reports as contracted for at the inception of the advisory relationship.</p>	
12.A.(1) & 12.A.(2)	<p><u>INVESTMENT DISCRETION</u></p> <p>For clients granting MWM discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for the client's account(s), MWM requests that such authority be granted in writing.</p> <p>Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments shall be submitted in writing.</p>	

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12.B.	<p>Advisory clients who elect not to grant such discretionary authority to MWM are advised that trades in their accounts will typically be executed subsequent to trades effected in discretionary accounts due to the time involved in obtaining the requisite client approval. Consequently, these clients may not participate in blocked trades and there may a difference in the price paid per share of a given security and the commission rates paid by these clients as compared to other clients.</p> <p><u>BROKERAGE RECOMMENDATION - DIRECTED BROKERAGE</u></p> <p><u>PORTFOLIO MANAGEMENT:</u></p> <p>As MWM does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct MWM as to the broker dealer to be used. MWM requests that clients direct MWM to place trades through Charles Schwab & Co., Inc. ("Schwab"), a FINRA member broker dealer. MWM has evaluated Schwab and believes that it will provide MWM clients with a blend of execution services, commission costs and professionalism that will assist MWM in meeting its fiduciary obligations to clients. Clients should note that MWM participates in the Schwab Institutional ("SI") services program offered to independent investment advisers by Schwab. As part of the SI program, Schwab receives certain benefits that it would not receive if it did not offer investment advice to clients (See the disclosure at Item 13.A. of this Schedule F).</p> <p>MWM reserves the right to decline acceptance of any client account for which the client directs the use of a broker dealer other than Schwab if MWM believes that this choice would hinder its fiduciary duty to the client and/or its ability to service the account. In directing the use of Schwab it should be understood that MWM will not have authority to negotiate commissions or to necessarily obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who may direct the use of another broker dealer). Clients should note, while MWM has a reasonable belief that Schwab is able to obtain best execution and competitive prices, MWM will not be independently seeking best execution price capability through other broker dealers.</p>	

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

Applicant:
Mayoue Wealth Management, LLC

SEC File Number:
801-

Date:
07/08/2008

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Mayoue Wealth Management, LLC		IRS Empl. Ident. No.: 26-1383961
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	<p>MWM may block trades if appropriate and advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows MWM to execute equity trades in a more timely, equitable manner and to reduce overall commission charges to clients. No personal trades will ever be included in any client blocks.</p> <p>MWM will not be able to block trades for client accounts who direct the use of broker other than Schwab, and therefore a disparity in commission charges may exist between the commissions charged to other clients.</p> <p>FINANCIAL PLANNING/CONSULTING:</p> <p>MWM's financial planning and consulting practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be required to select their own broker dealers and insurance companies for the implementation of financial planning and/or consulting recommendations. MWM may recommend any one of several brokers including Schwab. MWM clients must independently evaluate these brokers before opening an account. The factors considered by MWM when making this recommendation are the broker's ability to provide professional services, MWM's experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. MWM's financial planning and consulting clients may use any broker or dealer of their choice.</p>	

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

Applicant:
Mayoue Wealth Management, LLC

SEC File Number:
801-

Date:
07/08/2008

(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:

Mayoue Wealth Management, LLC

IRS Empl. Ident. No.:

26-1383961

Item of Form (identify)	Answer
13.A.	<p><u>ADDITIONAL COMPENSATION</u></p> <p>As noted above, MWM participates in Charles Schwab & Co.'s, Schwab Institutional ("SI") service program. While there is no direct linkage between the investment advice given and participation in the SI program, economic benefits are received which would not be received if MWM did not give investment advice to clients. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. Additional benefits received through participation in the SI program may depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab & Co., Inc.</p>

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

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