

VALUED WEALTH ADVISORS, LLC

1245 E. Brickyard Road, Suite 160

Salt Lake City, Utah 84106

801-484-6004

www.vwapro.com

Disclosure Brochure

(Form ADV Part II)

File No. 801-69247

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SECTION 2 - ADVISORY BUSINESS

Valued Wealth Advisors, LLC ("Valued Wealth Advisors" or "VWA") is a Utah based advisory firm which has been in operation since July of 2008. Valued Wealth Advisors is wholly owned by Mr. Richard L. Wagner, CPA, Macc. VWA manages approximately \$35,000,000 of client assets as of November 15, 2010. Approximately \$13,500,000 is managed on a discretionary basis. Our services are currently offered to clients in the states of Alaska, Arizona, California, Georgia, Idaho, Iowa, Missouri, Montana, Nevada, Oregon, and Utah.

Valued Wealth Advisors provides investment advisory services to clients through individual accounts, joint accounts, IRA's, trusts, and employee benefit plans. We also provide pension management services, and specialize in the specific area of Wealth Management. We provide investment advice primarily in no load mutual funds, but are capable of providing advice on a wide range of investments and also provide wealth management services which we define as investment consulting + advanced planning + relationship management. Wrap fee programs are available, but primarily we include programs with full disclosure of all costs.

Valued Wealth Advisors investment advisory services are provided on the basis of discussions with our clients regarding their individual goals and financial circumstances, investment objectives, and expected investment time horizon and risk tolerance. Based on this information, and any additional data obtained from our client, VWA will assist in determining the allocation of assets among the investment classes in an attempt to meet our clients' goals and objectives. VWA will make a determination regarding the suitability of the allocation for each client. If the allocation appears suitable, VWA will recommend money managers, mutual funds, and/or other investment advisors to manage the investment classes in a manner consistent with the client's investment objectives and allocation. VWA will monitor the selected manager; monitor their investment performance results; and report quarterly to our client during the client meetings or by mail.

SECTION 3 - FEES AND COMPENSATION

Valued Wealth Advisors charges fees for its investment advisory services based upon the market value of our client's assets under management or supervision. The amount of the fees are a percentage of assets as specified in the Valued Wealth Advisors Investment Management Agreement, Fee Schedule (shown below). Fees are negotiable, particularly when larger client portfolios are involved. Fees are billed quarterly based on the market value of assets in the account as of the last day of each calendar quarter. When a client's account is managed for only a portion of the quarter, the fee will be pro-rated. The client must provide written authorization permitting the investment advisor's fees to be paid directly from the client's account held by the independent custodian. The independent custodian or third party manager will send to the client, at least quarterly, a statement indicating all amounts disbursed from the account. It is the client's responsibility to verify the accuracy of the fee calculation and the advisor will also verify that the fee is properly calculated. The investment advisor or third party manager will download balances every quarter via the internet, and the client will be billed based on those figures.

Valued Wealth Advisors charges for its financial planning services at a rate of \$1500 for a Financial Plan, and \$5000 for a Wealth Management Plan. VWA may give credit toward planning services for asset management fees. Upon written notice, clients will receive a refund of non-earned fees.

This brochure provides information about the qualifications and business practices of Valued Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (801) 484-6004 or at info@vwapro.com. 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 Valued Wealth Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Within this Disclosure Brochure we refer to our firm and/or our investment advisor representatives as a "registered investment advisor" or describe the firm or our individual advisors as being "registered". Please note that such registration is not meant to imply a certain level of skill or training.

YOUR INVESTMENT ADVISOR REPRESENTATIVE IS:**RICHARD L. WAGNER****SECTION 1 - SUMMARY OF MATERIAL CHANGES**

The material changes, which are outlined below, include only those changes which have occurred since the production of our previous Valued Wealth Advisors, LLC Form ADV Part II – Brochure, as of December 31, 2009.

1. The ownership of Valued Wealth Advisors has recently been modified to reflect that Mr. Richard L. Wagner is now the sole owner of the firm.
2. Valued Wealth Advisors is now affiliated with a new broker-dealer, Independent Financial Group, LLC, which is FINRA member firm based in San Diego, California.
3. Valued Wealth Advisors is no longer affiliated with OMNI Brokerage, Inc., a FINRA member firm based in Salt Lake City, Utah.

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Our services may include financial planning, and consist of preparation of financial plans, recommendations as to the allocation of present financial resources among different types of assets, including investments, savings, and insurance, with a view toward better correlation of the assets with our client's financial planning goals. For these services, VWA may request a retainer fee from between \$750 and \$5,000, and/or hourly charges up to \$250 per hour. These fees are negotiable. The client may terminate the agreement prior to services being performed. The client may receive a credit against the planning fee for asset management fees paid by the same client.

Our clients may also potentially incur other fees or expenses such as brokerage fees (also see Section 10 – Brokerage Practices), custody fees, and fund expenses. We encourage clients to fully discuss the possibility of incurring such fees with one of our investment advisor representatives.

Fee layering: When our clients choose to use third party money managers, the third party manager may charge additional fees above and beyond the schedule provided below. Such additional fees are fully disclosed in a financial advisory agreement.

Fee Schedule:

Equity and Balanced Funds under Management	Fee
Up to \$750,000	1.20%
\$750,000 to \$1,500,000	1.00%
\$1,500,000 to \$3,000,000	.80%
\$3,000,000 to \$5,000,000	.70%
\$5,000,000 & Above	.60%

Fees will be deducted from the client's account, directly from the custodian, on a quarterly basis as long as the client has provided written authorization to do so. However, if fees are for services, such as planning, we will bill at the time of service.

Clients may incur brokerage expenses from the custodian utilized by VWA for clearing trades. Because we are paid as fee only advisors, we strive to keep these costs low for our clients and because we are not paid commissions for these trades, we are motivated to keep these costs low. In many cases we receive volume discounts on trading costs because of the large number of assets we have with certain custodians as negotiated by third party asset management firms.

Some third party asset manager platforms bill quarterly in advance for investment management, and others bill quarterly in arrears. The methodology utilized will always be disclosed to the client prior to opening an account.

The client may terminate the advisory agreement upon thirty (30) days written notice to VWA. The client would then be entitled to a pro rata refund of any pre-paid quarterly advisory or administrative fees, based upon the number of days remaining in the quarter after the date of termination of the advisory agreement.

Potential Conflicts of Interest

Certain VWA investment advisor representatives accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. However, we do not charge an advisory fee for these commission based products.

It should be noted, and recognized, that this practice presents a conflict of interest as it could give one of our representatives an incentive to recommend investment products based on the compensation received, rather than on a client's needs.

We continuously monitor and supervise the activities of all of our supervised persons. Should we detect any irregularities involving any transaction, we will research the matter and evaluate and discuss the decision making methodology with that person.

Of course, all clients have the option to purchase investment products that we recommend through other broker-dealers or agents that are not affiliated with Valued Wealth Advisors.

SECTION 4 - PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT

Valued Wealth Advisors does not accept performance-based fees. Our fees are based on assets under management, which we feel aligns our motivations with that of our clients'. Because we do not accept performance based fees, we are not financially motivated to take undue risks with our client's money.

SECTION 5 - TYPES OF CLIENTS

Valued Wealth Advisors provides investment advice to high net-worth individuals, trusts, pension plans, employee benefit plans, medical professionals, legal professionals, various business professionals, and small business owners.

SECTION 6 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

All clients should be aware that Investing in securities involves risk of loss that all clients should be prepared to bear.

VWA's Investment Advisory Services are provided on the basis of discussions with the client regarding his or her goals, and financial circumstances, investment objectives, and expected investment time horizon and risk tolerance. Based on this information, and any additional data obtained from the client, VWA will assist the client in determining the allocation of the client's assets among investment classes in an attempt to meet his or her goals and objectives. VWA will make a determination regarding the suitability of the allocation for the client. If the allocation appears suitable, VWA will recommend money managers, mutual funds, and/or other investment advisors to manage the investment classes in a manner consistent with the client's investment objectives and allocation. VWA will monitor the selected manager, monitor their investment performance results and report quarterly to the client during the client meetings, or by mail.

VWA's services may include financial planning. These services involve: preparation of financial plans, recommendations as to the allocation of present financial resources among different types of assets, including investments, savings, and insurance, with a view toward better correlation of the assets with the client's financial planning goals.

We use two main investment strategies: Structured Investing and Mutual Fund Selection Analysis.

STRUCTURED INVESTING

Our Structured Investing investment philosophy is much more than a style of investing. It is a fundamental way of looking at markets and thinking about economics and human behavior that stands in sharp contrast to the muddy thinking, speculation and exaggerations that characterize so much of Wall Street today.

Structured Investing combines academic research with practical application and experience to work towards helping clients achieve their lifetime goals. It is based on:

- 80+ years of financial market data
- Nobel Prize-winning economic research

- In-depth studies of investor psychology and behavior

There are five key concepts that play a vital role in the construction of all Structured Investing portfolios.

I. Accept Market Efficiency

In 1965, University of Chicago economics professor, Eugene Fama, developed the Efficient Markets Hypothesis which states that current securities prices rapidly reflect all available information and expectations. This means active investment management cannot consistently add value through security selection and market timing. Even experienced, highly-compensated mutual fund managers have a hard time beating the market.

II. Take 3 Risks Worth Taking

Markets can be chaotic, but over time they have shown a strong relationship between risk and reward. This means that the compensation for taking on increased levels of risk is the potential to earn greater returns. According to academic research by Professors Eugene Fama and Ken French, there are three "factors" or sources of potentially higher returns with higher corresponding risks:

1. Invest in Stocks
2. Emphasize Small Companies
3. Emphasize Value Companies

III. Effectively Diversify

We believe there are four primary ways to diversify a portfolio to decrease volatility.

1. Combine Multiple Asset Classes
2. Diversify Globally
3. Invest in Thousands of Securities
4. Invest in High-Quality, Short-Term Fixed Income

IV. Customize Your Portfolio

Our Investor Profile Questionnaire helps us work with you to identify a portfolio that we mutually believe suits your investment objectives, comfort and time horizon.

V. Exercise Patience and Discipline

Many successful investors (and advisors) stay focused on the long term. Trying to time the market can affect long-term investing success. Rebalancing periodically keeps a portfolio aligned with objectives and risk tolerance.

MUTUAL FUND SELECTION ANALYSIS

Mutual Fund Selection Analysis is similar to Structured Investing with the following key differences:

Mutual Fund Selection Analysis attempts to find fund managers with better risk/return characteristics than the overall market. This approach provides a different approach for those clients who wish to pursue this option. Mutual Fund Selection Analysis analyzes changes in fund manager or fund manager's philosophy or objectives as well as changes in key factors or indicators, including risk/return ratio.

The risks associated with investing in stocks and mutual funds and overweighing small company and value stocks, potentially include increased volatility (up and down movement in the value of your assets) and possible loss of principal. Small cap stocks may be less liquid than large-cap stocks. Foreign securities involve additional risks including foreign currency changes, taxes and different accounting and financial reporting methods. All investments involve risk, including potential loss of principal.

SECTION 7 - DISCIPLINARY INFORMATION

The advisory firm of Valued Wealth Advisors, LLC does not have any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

SECTION 8 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Valued Wealth Advisors has several investment advisor representatives that are also affiliated with different broker-dealers. A conflict of interest could arise in that transactions which may occur at a broker-dealer are generally commission-based, which is not aligned with Valued Wealth Advisors traditional methodology of charging fees based only on assets under management.

Q - Describe how Valued Wealth Advisors addresses the conflict of interest that may arrive when an investment advisor representative chooses to effect a trade at a broker-dealer.

A - We do not charge advisory fees on commissioned trades, and we disclose up front which entity is handling the trade. Advisory accounts are setup with Valued Wealth Advisors paperwork. Brokerage or commissioned accounts are transacted under the broker-dealer's paperwork.

Q - Could there be a conflict of interest with the accounting business conducted by Vonderharr Wagner Associates, LLC?

A - We do not perform attestation work and focus on Taxation. Fees are charged separately by each entity (Vonderharr Wagner Associates, LLC vs. Valued Wealth Advisors, LLC) and are clearly identified as such.

Q - Does VWA recommend or select other investment advisors for your clients, and do you receive compensation directly or indirectly that creates a conflict of interest?

A - Advisors do not receive compensation from other investment advisors.

Q - Does VWA have any other similar business interests that could also create such a conflict?

A - Some advisory representatives provide insurance, mortgage lending, tax preparation, payroll, and other services, but they are billed through separate entities. The name of each applicable entity, as well as their respective charges are clearly identified to each client.

If you would like to know if your specific investment advisor representative is affiliated with a broker-dealer, or if there is a potential for conflict arising from the association with certain affiliations, please contact our Chief Compliance Officer at (801) 484-6004.

SECTION 9 - CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

CODE OF ETHICS: We at Valued Wealth Advisors strive to create an atmosphere of honesty, integrity, openness and trust. We will continuously strive to achieve the highest standards possible. We strive to put the needs of our client before our own needs. We will strive to protect our client's interests as well as their personal information.

The aforementioned Code of Ethics, which is contained within our firm's Policies and Procedures Manual in greater detail, is available to all clients upon request either by mail or by calling the firm's Chief Compliance Officer at (801) 484-6004.

Neither Valued Wealth Advisors, nor any of its affiliates, recommends to clients, or buy or sells for clients accounts, securities in which we or an affiliate have a material financial interest.

Valued Wealth Advisors representatives are permitted to invest in the same securities that it recommends to clients. We believe in what we recommend to our clients, and we may also personally invest our own funds using the same or similar strategies we recommend to our clients. We purchase the same or similar securities along with our clients. However, we do not sell securities held in our own accounts to clients.

SECTION 10 - BROKERAGE PRACTICES

Valued Wealth Advisors typically uses Charles Schwab for custody and transactions. We have considered fees, costs, services, financial strength, and other factors in making the final decision to select Charles Schwab as the custodian, although we may use other firms for custody and transactions.

We use Charles Schwab for brokerage transactions, but do not receive compensation from them and do not direct trades through prime broker relationships.

SECTION 11 - REVIEW OF ACCOUNTS

Valued Wealth Advisors reviews accounts on a quarterly basis, unless there is an unusual occurrence that necessitates an interim review. Reviews are performed by Investment Advisor Representatives, and the Trading or Rebalancing staff at third party money managers. Clients are assigned to individual advisors of the firm. The number of clients per advisor varies between 20 and 100. Client's files are retrievable from the account custodian on a daily basis, allowing advisors to perform periodic reviews. Triggering factors include: (1) a change in client's needs or financial condition; (2) a change in fund manager or fund manager's philosophy or objectives; (3) a change in key factors or indicators, including risk/return ratio; (4) a change in agreed upon asset allocation; and/or (5) a percentage variance from model selected.

Custodians provide monthly or quarterly reports of all transactions, and confirmations of every trade. We provide quarterly reports in writing, or by electronic means, at the client's discretion.

SECTION 12 - CLIENT REFERRALS AND OTHER COMPENSATION

Valued Wealth Advisors does not give nor receive compensation for investment advisory client referrals.

Some of our representatives receive compensation for insurance services, tax preparation and tax planning services, mortgage lending services, and for payroll services.

SECTION 13 - CUSTODY

Neither Valued Wealth Advisors nor its investment advisor representatives maintain custody of client assets. As such, clients should be aware that they may receive account statements directly from the broker-dealer, bank or other qualified custodian and that clients should review those statements very carefully.

In certain cases, we at Valued Wealth Advisors will also produce quarterly statements for our clients. In the event that you do receive a statement from a broker-dealer, bank or qualified custodian as well as from VWA, we urge you to thoroughly compare the statements for accuracy and consistency.

SECTION 14 - INVESTMENT DISCRETION

We at Valued Wealth Advisors accept discretionary authority to manage accounts on behalf of some of our clients. While the client selects the asset allocation model, the investment advisor representative will exercise discretion regarding the fund selection within the model.

The client must complete and sign the Valued Wealth Advisors Investment Management Agreement before we will assume discretionary authority. Terms of the discretionary authority are disclosed in Section 1 of the above referenced Investment Management Agreement.

SECTION 15 - VOTING CLIENT SECURITIES

Valued Wealth Advisors does not and will not accept authority to vote on proxy issues on behalf of clients' securities. As such, there would be no need for a client to direct our vote in any particular solicitation.

Clients may obtain a copy of our proxy voting policies and procedures by contacting the firm's Chief Compliance Officer at (801) 484-6004.

SECTION 16 - FINANCIAL INFORMATION

Valued Wealth Advisors has not attached a balance sheet for its most recent fiscal year because it does not have custody of client funds or securities, nor does it require prepayment of more than \$500 in fees per client, six months or more in advance.

We do not foresee any financial condition that is likely to impair our ability to meet contractual commitments to our clients.

SECTION 17 - REQUIREMENTS FOR STATE-REGISTERED ADVISORS

Richard L. Wagner, President and Chief Compliance Officer

Formal Education:

Brigham Young University - BS Accounting - Magna Cum Laude
Brigham Young University - MAcc Accounting - Major Achievement in Tax

Business Background:

Valued Wealth Advisors, LLC, Principal (2008 to present)
Independent Financial Group, LLC (2010 to present)
Omni Investment Advisors, Inc., Investment Advisor (2005 - 2008)
Omni Brokerage, Inc., Registered Representative (2005 - 2010)
Stone Hill & Associates, Inc., Advisor/Agent (2002 to present)
Royal Alliance Associates, Inc., Registered Representative (2002 - 2005)
Citywide Home Loans, Agent (2002 to present)
Blue Step Inc., Chief Financial Officer (1998 - 2002)
Rx America, LLC, Chief Financial Officer (1996 - 1998)
American Stores, Inc., Senior Integrated Auditor (1995 - 1996)
Deloitte & Touche, Senior Accountant (1993 - 1995)

Valued Wealth Advisors does not accept performance-based fees. Our fees are based on assets under management, which we feel aligns our motivations with that of our clients'. Because we do not accept performance based fees, we are not financially motivated to take undue risks with our client's money.

Investment advisor representatives are licensed in several areas in an effort to provide more objective, unbiased advice. We feel that being licensed to perform these other services will allow us to make more informed client recommendations in many areas. VWA does not directly own these other enterprises, but investment advisory representatives are affiliated with several other entities. Tax advice is offered through Vonderharr Wagner Associates, LLC, a Utah CPA firm. Insurance services are offered through VWA Benefits, LLC, Balanced Advisors, Inc., and Stone Hill National Inc. Securities are offered through Independent Financial Group, Inc., which is not affiliated with any of the entities mentioned in this paragraph. Mortgage loans are offered through Citywide Home Loans, and several advisors hold active or inactive real estate licenses.