

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**Registrant:
Crosswind Advisory LLC

SEC File Number:

801- 69488

Date:

05/22/09

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

1. Full name of Registrant exactly as stated in Item 1A of Part I of Form ADV:
Crosswind Advisory LLCIRS Empl. Ident. No.:
26-2997858Item of Form
(identify)

Answer

ADV Part II
Items 1(D) and 7(A) & (C)**Services**

Crosswind Advisory LLC ("Registrant") provides managed asset programs known as Crosswind Separately Managed Accounts Program (the "SMA Program") and the Crosswind Managed Assets ("CMA Program"). The two programs are comprehensive account management programs that include various combinations of investment services that are provided either by Crosswind or by other financial institutions that may or may not be affiliated with Crosswind. The full description of services and other features of both programs are more completely described in the Crosswind Managed Assets and Crosswind Separately Managed Accounts Schedule H.

The Registrant may elect to place clients on the Genworth Financial Wealth Management Inc. ("GFWM") platform. Factors such as account size and the nature of the clients desired portfolio determine if a client is placed on the GFWM platform. With this platform, the client completes a questionnaire to identify the client's risk tolerance and rate of return objectives in the context of the platform, and to provide information concerning the client's investment experience, anticipated need for liquidity, potential timing of the need for retirement funds, and other investment needs and parameters. Based on this information, client and the Registrant will select the appropriate Risk/Return Profiles. Based on this information, the Registrant and client determine the Privately Managed Account Investment Solutions within the platform that include an Individual Managed Account ("IMA"), a Consolidated Managed Account ("CMA"), or a Unified Managed Account ("UMA"). In addition, the Registrant also provides guidance on the asset allocation within those accounts that consist of investment solutions including (i) open-end mutual funds, (ii) Exchange Traded Funds (ETFs), which are baskets of securities, tracking a wide variety of market indexes, that are traded as individual securities on a national exchange, (iii) variable annuity sub-accounts with certain variable annuity issuers, and (iv) individual securities for Consolidated Managed Accounts. The Registrant then selects the most appropriate Portfolio Strategist to carry out the planned account and asset allocation. Once the Portfolio Strategist is selected, the Portfolio Strategist selects the specific investment vehicles/securities for the portfolio. More information on the GFWM platform and the specific investment options are detailed in the Sch H Platform Disclosure Brochure for Genworth Financial Wealth Management Inc.

An affiliated entity of the Registrant, Crosswind Strategies, provides objective and independent advice to medium sized businesses in all facets of business planning and the development of programs and key relationships designed to enhance the value of the business. Crosswind Strategies may also provide mentoring services to the CEO of the businesses. Further, Crosswind Strategies collaborates with other professionals to develop client solutions in areas of asset protection, estate planning, income tax planning, real estate planning, retirement planning, and life, disability and health insurance.

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

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 ADV Part II
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 (cont.)

While the affiliated entity of the Registrant will assess the client's general financial position, and desired financial goals, the goals, objectives, strategies and restrictions (collectively, the "Investment Policy Statement") is developed as part of the investment advisory service of the Registrant. The business consulting may be the only service provided to the client and does not require that the client use or purchase the investment advisory services offered by the Registrant or the insurance products or estate, tax retirement or real estate planning services provided by associated persons of the Registrant. Any recommendation by the affiliated entity to use professional investment management services is an inherent conflict of interest with the Registrant because the affiliated entity recommending Crosswind's services to the client receives compensation as a result of the client's participation in the Crosswind program. The amount of this compensation may be more than what the affiliated entity would receive if the client paid separately for investment advice, brokerage, and other services, and the affiliated entity may therefore have a financial incentive to recommend

Crosswind's services over other programs and services.. However, the client is under no obligation to accept any of the recommendations of the affiliated entity or use the services of the Registrant in particular.

Fees

The fee schedule for accounts that are participants in the SMA Program and/or the CMA Program are detailed in Crosswind Managed Assets and Crosswind Separately Managed Accounts Schedule H.

The fees the Registrant charges to clients whose assets are placed on a GFWM platform are as follows:

Level of Assets	Total Annual Fee
0 – \$ 999,999	1.50%
\$1,000,000 - \$1,999,999	1.25%
\$2,000,000 - \$3,999,999	1.10%
\$4,000,000 +	1.00%

As a participant in the GFWM platform, the client will pay the Registrant an annualized fee, payable quarterly in advance. In the event an account is terminated, a pro-rated portion of the quarterly fee paid is returned to the client. The exact fee arrangement and schedule for each client shall be detailed in the "Client Services Agreement with Client Authorization" between the Registrant and the client.

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 Items 1(D) and 7(A) & (C)
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The administrative fee charged by the Crosswind SMA/CMA account custodian/administrator are lower than those charged by Genworth for the use of its services and platform. These fees are not an additional expense and are included in the management fee to the client. This creates a conflict of interest in that the Registrant obtains a higher residual management fee after payment of expenses by recommending the Crosswind SMA/CMA accounts. This conflict is mitigated by the supervisory review of all portfolio recommendations to clients and the Registrant's Code of Ethics that puts procedures in place to ensure the client's interests always are foremost. The Registrant does not provide any assurance that the fees for the above services are at the lowest cost and that it may be possible to obtain comparable services at a lower cost.

Affiliated Entity Fees

Crosswind Strategies charges fees either by the hour or according to a fixed fee for business and financial consulting, mentoring services and preparation of business and/or financial reports. In addition, Crosswind Strategies may receive incentive compensation based on either a percentage of profitability of the business or on a percentage of the valuation of the business once realized. Crosswind Strategies may also sell insurance products, securities or interests in limited partnerships for which it receives commissions as it is affiliated with a registered broker dealer. All of these fees are separate and distinct from the business of the Registrant and are charges on behalf of the affiliated entity. The Registrant does not make any representation that the business consulting, financial planning or sale of insurance, securities and other financial products done through the affiliated entity are at the lowest cost available and clients may be able to obtain those services and/or products at a more favorable rate from other providers.

Termination

Advisory agreements for the SMA Program and the CMA Program detail the terms for terminating the agreement. These provisions are detailed on Crosswind Managed Assets and Crosswind Separately Managed Accounts Schedule H.

For the assets that the Registrant places on the GFWM Platform, the "Client Services Agreement with Client Authorization" details the terms for terminating the agreement. The Agreement may be terminated by either the Registrant or Client upon written notice to the other. If the Portfolio is to be liquidated as the result of a termination notice the process of liquidation and settlement may take up to two weeks to effect following the date the liquidation request was received by the Registrant.

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Item of Form (identify)	Answer	
ADV Part II Item 3(L)	Registrant introduces clients to, and advises on the selection of, independent investment managers with the SMA Program who provide discretionary management of individual portfolios including a wide variety of different securities types. Clients will receive a separate disclosure from such investment managers regarding any such investment manager's advisory services.	
ADV Part II Items 4(A)(5), 4(B)(8) and 4(C)(7)	See Crosswind Managed Assets and Crosswind Separately Managed Accounts Schedule H and/or the GFWM Schedule H Platform Disclosure Brochure for details on when the Registrant is involved in the selection of portfolio positions. When the Registrant is directly involved in selecting portfolio positions, they are selected based on key portfolio indicators of investment style, correlation, risk and reward which are developed based on published manager information, market and economic environment research and the client's Investment Policy Statement. When portfolios are reviewed, dynamic asset allocation is used to adjust the portfolios so that the various styles are closely aligned with current market conditions while maintaining compliance with the client's Investment Policy Statement.	
ADV Part II Item 5	Applicants involved in determining or giving investment advice to clients must have a college degree and at least five years investment related experience in direct dealings with clients and have or obtain the appropriate state investment advisor license (Series 65).	
ADV Part II Item 6	<p><u>Randolph G. Richmond, Born 1938</u></p> <p><u>Education</u></p> <p>Bachelor of Science Electrical Engineering, University of Colorado Masters of Business Administration, Arizona State University Certified Financial Planner (CFP®)</p> <p><u>Business Background</u></p> <p>Mr. Richmond has 12 years experience in the financial services industry. For three years he has been the Owner and Principal of Crosswind Strategies, a business management and personal financial consulting firm. Mr. Richmond has also been a registered principal of United Planners since 2005. Prior to Crosswind, Mr. Richmond has been an Associate Vice</p>	

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Answer

 ADV Part II
 Item 6
 (cont.)

President with Merrill Lynch and Vice President-Investments with Wachovia Securities covering a period of nine years. Prior to that, he served as a senior executive at IBM's Data Processing Division and at Pfizer, where he was Vice President and General Manager of the Medical Instruments division. After Pfizer, he was the CEO of several computer software companies. Mr. Richmond currently holds the Series 7, 24, 63, 65 and Life Insurance licenses.

Ryan S. Ponsford, Born 1975

Education

Bachelor of Arts Industrial-Organizational Psychology, Point Loma Nazarene University

Business Background

Mr. Ponsford has 14 years in the financial services industry. For three years he has been Vice President of Crosswind Strategies, a business management and personal financial consulting firm. Mr. Ponsford has also been a registered representative of United Planners since 2006. He was previously a Financial Advisor with the Bank of America and with the bank's Private Banking Group specializing in estate planning, taxation, jumbo mortgages and aircraft and fine art lending for over for eleven years. Mr. Ponsford currently holds the Series 7, 66 and Life Insurance licenses. He is also licensed Real Estate Broker. Jason Barney, Born 1970

Education

Bachelor of Science Business Administration, San Diego State University
 Chartered Financial Consultant (ChFC), The American College

Business Background

Mr. Barney has 10 years experience in the financial services industry. In 2008 he joined Crosswind Strategies as Vice President. Prior to joining Crosswind, Mr. Barney was an Investment Advisor with Hornor, Townsend & Kent specializing in wealth management and financial planning for professionals and business owners. Additionally, he is President of JLB Financial, Inc., an insurance brokerage company serving the advanced planning needs of independent advisors and agents. Prior to that, he served as Regional Manager for Penn Mutual Life Insurance Company, responsible for recruitment, training, and advance planning case development for independent financial planners. Mr. Barney currently holds the Series 6, 7, 63, and 65, as well as Life and Property & Casualty Insurance licenses.

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ADV Part II Item 7(A) & (C)	<p>The Managing Member's primary business through an affiliated entity, Crosswind Strategies, is providing business consulting and personal financial planning for the business owner and his/her family. The consulting service is oriented to setting and achieving business valuation goals by developing the required business plans and programs and consulting with the owner on the establishment of the necessary relationships with key service providers (i.e. marketing, management recruiting, outsourcing, investment banking etc.). Collaborations are formed with other professionals to develop client solutions in areas of asset protection, estate planning, income tax planning, real estate planning, retirement planning, and life, disability and health insurance. Fees are based on hourly charges or fixed fees and customarily include incentive compensation based on either profits or business valuation. While a consultation or financial plan may recommend the use of professional investment management services, clients of Crosswind Strategies are not required to use the services of the Registrant.</p>	
ADV Part II Item 8(A) and 8(C)(1, 9 & 11) and Item 9(B)	<p>The managing member and other associated personnel of the Registrant are Registered Representatives ("RRs") of United Planners, a registered broker dealer. No trading of the Registrant is done through United Planners. However, clients of the Registrant may use the RRs to conduct directed trading activity for which the RRs receive compensation according to the commission schedules of United Planners. When effecting brokerage transactions, RRs are not permitted to exercise full discretionary authority on behalf of brokerage clients. Clients of the Registrant are not required to use the brokerage services offered by the RRs associated with the Registrant. The Registrant does not make any representation that the brokerage services are at the lowest cost available and clients may be able to obtain those</p>	
	<p>services and/or products at a more favorable rate from other brokerages.</p> <p>Principals and associated personnel of the Registrant hold insurance and/or real estate licenses. For either sales of insurance products or real estate, associated persons receive compensation based on the premium of the policy or the amount of the real estate transaction. Clients of the Registrant are not required to use the insurance or real estate services of the associated persons. The Registrant does not make any representation that the insurance or real estate services are at the lowest cost available and clients may be able to obtain those services and/or products at more favorable terms or rate from other providers.</p>	
ADV Part II Item 9(B) and (E)	<p><u>Code of Ethics</u></p> <p>The Registrant has adopted a Code of Ethics which establishes standards of conduct for Registrant's supervised persons. The Code of Ethics includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to report their personal securities transactions and holdings quarterly to the</p>	

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ADV Part II
Item 9(B) and (E)
(cont.)

Registrant's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to the Registrant's Compliance Officer. Each supervised person of the Registrant receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of the Registrant's Code of Ethics by contacting the Compliance Officer of the Registrant.

Under the Registrant's Code of Ethics, the Registrant and its managers, members, officers and employees may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for clients and any of the Registrant, managers, members, officers and employees on the same day purchase or sell the same security, either the clients and the Registrant, managers, members, officers or employees shall receive or pay the same price or the clients shall receive a more favorable price. The Registrant and its managers, members, officers and employee may also buy or sell specific securities for their own accounts based on personal investment considerations, which the Registrant does not deem appropriate to buy or sell for clients.

Privacy Policy

Below is a summary of the of the Registrant's Privacy Policy regarding client personal information. A complete version of the Privacy Policy is contained in your client advisory agreement and may be obtained by contacting the Compliance Officer of the Registrant.

Crosswind Advisory LLC:

- (a) Collects non-public personal information about its clients from the following sources:
- Information received from clients on applications or other forms;
 - Information about clients' transactions with the Registrant, its affiliates and others;
 - Information received from our correspondent clearing broker with respect to client accounts;
 - Medical information submitted as part of an insurance application for a traditional life or variable life policy; and
 - Information received from service bureaus or other third parties.

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ADV Part II
Item 9(B) and (E)
(cont.)

- (b) Does not disclose information about its clients or former clients except information may be disclosed under the following circumstances:
- To your advisory associate;
 - To establish or maintain an account with an unaffiliated third party;
 - As required by law or regulation; or
 - To our parent company and affiliated subsidiaries as permitted by law.
- (c) Restricts access to confidential client information to individuals who are authorized to have access to confidential client information and need to know that information to provide services to clients.
- (d) Maintains physical, electronic and procedural security measures that comply with applicable state and federal regulations to safeguard confidential client information.

ADV Part II
Item 10

The minimum initial investment to open SMA Program and CMA Program accounts is more fully described on Crosswind Managed Assets and Crosswind Separately Managed Accounts Schedule H.

The minimum initial investment for accounts that are to be in the GFWM Platform is \$50,000 and is further detailed in the GFWM Schedule H Platform Disclosure Brochure.

ADV Part II
Item 12

Registrant has the authority over the selection and amount of securities to be bought or sold without obtaining specific client consent. However, the Registrant does not vote proxies on behalf of its clients.

Registrant also has the authority over the selection of the broker to be used and the commission rates to be paid without obtaining specific client consent. In the event that a client directs the Registrant to use a particular broker or dealer, the Registrant may not be authorized under those circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct the Registrant to use a particular broker or dealer and other clients who do not direct Registrant to use a particular broker or dealer.

In selecting brokers or dealers to execute transactions, Registrant will seek to achieve the best execution possible but this does not require it to solicit competitive bids and does not have an obligation to seek the lowest available commission cost. Registrant is not required to negotiate "execution only" commission rates, thus the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker which are included in the commission rate. Research and related services furnished by brokers may

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Answer

 ADV Part II
 Item 12
 (cont.)

include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; statistical and pricing services, as well as discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process. It is the policy and practice of Registrant to strive for the best price and execution for commission and discounts which are competitive in relation to the value of the transaction and which comply with Section 28(e) of the Securities Exchange Act of 1934, as amended. Nevertheless, it is understood that Registrant may pay a commission on transactions in excess of the amount of commission another broker or dealer may charge so long as its is in compliance with Section 28(e) and the regulations promulgated thereunder, and Registrant makes no warranty or representation regarding commissions paid on transactions hereunder. The Registrant will take into account the financial stability and reputation of brokerage firms and the brokerage and research services provided by such brokers, although the client may not, in any particular instance, be the sole direct or indirect beneficiary of the research services provided. Registrant has no obligation to deal with any broker or group of brokers in executing transactions in portfolio securities.

 ADV Part II
 Item 13(A)

With respect to GFWM Platform, the Registrant may receive certain allowances, reimbursements or services from an investment adviser in connection with Registrant's investment advisory services to its clients, as described in the GFWM Schedule H Platform Disclosure Brochure.

Under the GFWM Platform's Gold/Platinum Consultant Program, the Registrant is entitled to receive a quarterly business development allowance for reimbursement for qualified marketing/practice management expenses incurred by the Applicant. These amounts range from \$5,000 to \$105,000 annually, depending on the amount of client assets managed within the GFWM Platform .

Genworth may also bear the cost of airfare for firms such as the Registrant to attend the Genworth annual conference or to conduct due diligence visits to Genworth's offices. In addition, outside advisers may, from time to time, contribute to the costs incurred by the Registrant in connection with conferences or other client events conducted by the Registrant and its representatives.

Genworth may also provide opportunities for participating firms such as the Registrant to receive fee reductions and/or allowances in amounts ranging from .02% to .07% of the amount of client assets invested through Genworth's platform. These arrangements are entered into between Genworth and the Registrant on an individually negotiated basis. The Registrant may agree to provide Genworth with introductions to and information concerning its advisory representatives, provide the representatives with information concerning Genworth products, and permit Genworth to participate in broker dealer meetings and

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(identify)

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ADV Part II
Item 13(A)
(cont.)

workshops. In addition to the fee reductions and/or allowances granted the Registrant by Genworth, Genworth may agree to provide the Registrant or its representatives with organizational consulting, education, training and marketing support. This compensation to the Registrant and its associated persons is a conflict of interest as it may encourage the use of the outside adviser's platform based on merits other than the suitability for a client. However, clients are not obligated to participate in any particular platform and may elect not to use platforms offering these incentives.

ADV Part II
Item 13(B)

The Registrant makes cash payments to the introducing broker-dealer, investment advisory firm or qualified solicitor for client referrals provided that each such solicitor will provide all prospective clients with a copy of the Registrant's Form ADV Part II and a separate written disclosure document which fully informs the client regarding the nature of the relationship between the solicitor and the Registrant and any fees to be paid thereunder. With this option, the Registrant has full discretionary authority over the account and directs the selection of an independent custodian and the placement of all brokerage transactions. In exchange for each referral, the Registrant passes through to the solicitor up to 20% of the management fee received by the Registrant payable until the account is closed by written authorization from the client. Such fees are negotiable at the discretion of the Registrant and paid on a quarterly basis after collection from the Registrant. Collection times can vary anywhere from 1-3 months after quarter end. The Registrant will only recognize this option when the client has submitted to the Registrant a signed copy of the solicitor's separate written disclosure.

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