



Longview

Capital Management, LLC

Client Brochure

This brochure provides information about the qualifications and business practices of Longview Capital Management LLC. If you have any questions about the contents of this brochure, please contact us at (302) 353-4720 or by email at: cmwagner@longviewcctl.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 Longview Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Longview Capital Management LLC's CRD number is: 147235

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Longview Capital Management LLC has no material changes to report since the previous ADV Amendment filed on January 3, 2012.

Item 3: Table of Contents

Table of Contents

Item 2: Material Changes.....	i
Item 3: Table of Contents.....	ii
Item 4: Advisory Business.....	1
A. Description of the Advisory Firm.....	1
B. Types of Advisory Services.....	1
Investment Supervisory Services.....	1
Financial Planning.....	1
Services Limited to Specific Types of Investments.....	1
C. Client Tailored Services and Client Imposed Restrictions.....	2
D. Wrap Fee Programs.....	2
E. Amounts Under Management.....	2
Item 5: Fees and Compensation.....	3
A. Fee Schedule.....	3
Investment Supervisory Services Fees.....	3
Financial Planning Fees.....	3
Fixed Fees.....	3
Hourly Fees.....	3
B. Payment of Fees.....	4
Payment of Investment Supervisory Fees.....	4
Payment of Financial Planning Fees.....	4
C. Clients Are Responsible For Third Party Fees.....	4
D. Prepayment of Fees.....	4
E. Outside Compensation For the Sale of Securities to Clients.....	4
1. This is a Conflict of Interest.....	4
2. Clients Have the Option to Purchase Recommended Products From Other Brokers.....	5
Item 6: Performance-Based Fees and Side-By-Side Management.....	5
Item 7: Types of Clients.....	5
Minimum Account Size.....	5
Item 8: Methods of Analysis, Investment Strategies and Risk, of Investment Loss.....	5
A. Methods of Analysis and Investment Strategies.....	5
Methods of Analysis.....	5
Charting analysis.....	5
Fundamental analysis.....	5
Technical analysis.....	5
Investment Strategies.....	6
B. Material Risks Involved.....	6

Methods of Analysis	6
Fundamental analysis	6
Technical analysis.....	6
Investment Strategies.....	6
C. Risks of Specific Securities Utilized.....	6
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities and Affiliations.....	7
A. Registration as a Broker/Dealer or Broker/Dealer Representative	7
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor	7
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests.....	7
D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections.....	7
Item 11: Code of Ethics, Participation in Transactions, Personal Trading.....	7
A. Code of Ethics	7
B. Recommendations Involving Material Financial Interests	8
C. Investing Personal Money in the Same Securities as Clients.....	8
D. Trading Securities At/ Around the Same Time as Clients' Securities	8
Item 12: Brokerage Practices	8
A. Factors Used to Select Custodians and/or Broker/Dealers	8
1. Research and Other Soft-Dollar Benefits	8
2. Brokerage for Client Referrals.....	8
3. Clients Directing Which Broker/Dealer/Custodian to Use.....	8
B. Aggregating (Block) Trading for Multiple Client Accounts.....	9
Item 13: Reviews of Accounts.....	9
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.....	9
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts	9
C. Content and Frequency of Regular Reports Provided to Clients.....	9
Item 14: Client Referrals and Other Compensation	10
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes).....	10
B. Compensation to Non -Advisory Personnel for Client Referrals.....	10
Item 15: Custody	10
Item 16: Investment Discretion.....	10
Item 17: Voting Client Securities (Proxy Voting).....	10
Item 18: Financial Information.....	10
A. Balance Sheet.....	10
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	11
C. Bankruptcy Petitions in Previous Ten Years	11

Item 4: Advisory Business

A. Description of the Advisory Firm

This firm has been in business since June 12, 2008, and the principal owners are Christian Myers Wagner and Sean M. Schmid.

B. Types of Advisory Services

Longview Capital Management LLC (hereinafter “LCM”) offers the following services to advisory clients:

Investment Supervisory Services

LCM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. LCM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- | | |
|-----------------------|--------------------------------|
| • Investment strategy | • Personal investment policy |
| • Asset allocation | • Asset selection |
| • Risk tolerance | • Regular portfolio monitoring |

LCM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. LCM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on fixed fees or hourly fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement.

Services Limited to Specific Types of Investments

LCM limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, hedge funds, third party money managers, REITs, private placements and government securities. LCM may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

LCM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent LCM from properly servicing the client account, or if the restrictions would require LCM to deviate from its standard suite of services, LCM reserves the right to end the relationship.

D. Wrap Fee Programs

LCM does not participate in any wrap fee programs.

E. Amounts Under Management

LCM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$182,240,841.00	\$0.00	12/31/2011

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$1 - \$1,000,000	2.00%
\$1,000,001 - \$5,000,000	1.50%
\$5,000,001 and above	1.00%

These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid monthly in arrears, and clients may terminate their contracts with sixty days' written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Financial Planning Fees

Fixed Fees

Depending upon the complexity of the situation and the needs of the client, the rate for creating client financial plans is between \$500 and \$25,000. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

Hourly Fees

Depending upon the complexity of the situation and the needs of the client, the hourly fee for these services is \$100 for associate created plans, and \$500 for partner created plans. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary. Clients may terminate their contracts without penalty within five business days of signing the advisory contract.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in arrears.

Payment of Financial Planning Fees

Hourly Financial Planning fees are paid via check in arrears upon completion. Because fees are charged in arrears, no refund is necessary.

Fixed Financial Planning fees are paid via check. Fees are paid in arrears upon completion. Because fees are charged in arrears, no refund is necessary.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fee etc.). Those fees are separate and distinct from the fees and expenses charged by LCM. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

LCM collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Paul L. Miller and Marc Fredrick Zarro are registered representatives with Sunbelt Securities, Inc., and accept compensation for the sale of insurance products to LCM clients.

1. This is a Conflict of Interest

LCM and its supervised persons will accept compensation for the sale of securities or other investment products, including asset based sales charges or services fees from the sale of mutual funds to its clients. This presents a conflict of interest and gives the supervised person and LCM an incentive to recommend products based on the compensation received rather than on the client's needs. When recommending the sale of securities or investment products for which LCM receives compensation, LCM will document the conflict of interest in the client file and inform the client of the conflict of interest.

2. Clients Have the Option to Purchase Recommended Products From Other Brokers

Clients always have the option purchase LCM recommended products through other brokers or agents that are not affiliated with LCM.

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

LCM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

LCM generally provides investment advice to the following Types of Clients:

- ❖ Individuals
- ❖ Institutions
- ❖ Pension and Profit Sharing Plans
- ❖ Investment Companies (including Mutual Funds)

Minimum Account Size

There is an account minimum, \$25,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

LCM's methods of analysis include charting analysis, fundamental analysis, and technical analysis.

Charting analysis involves the use of patterns in performance charts. LCM uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

LCM uses long term trading and short term trading strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

LCM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Paul L. Miller and Marc Fredrick Zarro are registered representatives with Sunbelt Securities, Inc. From time to time, they will offer clients advice or products from those activities.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither LCM nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither LCM nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

LCM does not utilize nor select other advisors or third party managers. All assets are managed by LCM management.

Item 11: Code of Ethics, Participation in Transactions, Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual

Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

LCM does not recommend that clients buy or sell any security in which a related person to LCM has a financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of LCM may buy or sell securities for themselves that they also recommend to clients. LCM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of LCM may buy or sell securities for themselves at or around the same time as clients. LCM will trade client's non-mutual funds and non-ETF before they trade their own.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. LCM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

LCM receives no research, product, or service other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. Brokerage for Client Referrals

LCM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

LCM allows clients to direct brokerage. LCM may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This

may cost clients money because without the ability to direct brokerage LCM may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices.

B. Aggregating (Block) Trading for Multiple Client Accounts

LCM maintains the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly by Christian Myers Wagner, Managing Member. Christian Myers Wagner is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at LCM are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Christian Myers Wagner, Managing Member. There is only one level of review and that is the total review conducted to create the financial plan.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly a written report detailing the client's account which will come from the custodian.

Clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

LCM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to LCM clients.

B. Compensation to Non -Advisory Personnel for Client Referrals

LCM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

LCM does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the Custodian. Clients will receive account statements from the custodian and should carefully review those statements.

Item 16: Investment Discretion

For those client accounts where LCM provides ongoing money management or investment advice with ongoing supervision, LCM maintains limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities (Proxy Voting)

LCM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

LCM does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither LCM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Neither LCM nor its management have been the subject of a bankruptcy petition in the last ten years.