

COMPASS ASSET MANAGEMENT LLC
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This brochure updated July 2013, provides information about the qualifications and business practices of Compass Asset Management., LLC. If you have any questions about the contents of this brochure, please contact us at 203-453-7000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities industry. Compass Asset Management LLC is a Registered Investment Adviser. “Registration of” and “Investment Adviser” does not imply any level of skill or training. The oral and written communications of an Adviser provide you with the information about which you determine to hire or retain an Adviser. Additional information about Compass Asset Management., LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

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3. Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated February, 2011, is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other on going disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information at any time with out charge. Currently, our Brochure may be requested by contacting our office at 203-453-7000. Additional information about Compass Asset Management, LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Compass Asset Management, LLC who are registered , or are required to be registered, as Investment Advisers of Compass Asset Management, LLC.

4. Advisory Business

Compass Asset Management LLC is the name under which William L. Matthes and Carolyn A. Matthes and their associates conduct business as Investment Advisers to individuals, corporations and pension plans. The firm's principal Adviser and Owner is William L. Matthes and Carolyn A. Matthes. Trades are executed through a registered broker-dealer which the advisor may select at their discretion. Compass Asset Management, LLC was formed in February, 1997.

The investment advisory services provided by Compass Asset Management, LLC generally include: listed and over-the-counter securities, options, corporate, municipal and government bonds including agencies, mortgaged backed securities, mutual funds, certificates of deposit, commercial paper and exchange traded/index funds.

An investment policy statement developed with the client's participation determines the asset allocation of accounts and portfolio aggressiveness. All clients are required to develop a written investment policy statement which is reviewed at least annually with the Investment Adviser. The policy statement summarizes the client's financial condition, goals and desired asset allocation. It then specifically describes the style of asset management to be used, prohibited transactions if any and criteria to be used in evaluating account performance. COMPASS Asset Management LLC generally requires total assets of at least \$50,000 to open a managed account.

5. Fees

Under the TOTAL ACCOUNT program, the client pays a quarterly fee based on assets under management with all transaction costs being borne by the manager. We believe that this a preferred management style for most clients because it collapses all expenses into one, predictable fee.

FEE SCHEDULE

ASSETS	EQUITY	FIXED INCOME	MUTUAL FUNDS
\$50-100,000	1.5%	.75%	.75%
\$100-500,000	1.25%	.75%	.75%
\$500-1,000,000	1.15%	.60%	.60%
\$1,000,000+	1.00%	.50%	.50%

Fees are paid quarterly in advance. Initial fees will be prorated to cover that part of the quarter before the account was under management. Thereafter the fee will be based on the account value at the last business day before the beginning of the new quarter. Fees are negotiable based on the total of all accounts under management. Upon termination of the account, management fees will be credited back to the client's account based on the days remaining in the quarter divided by 90.

The same investment styles are available on a fee plus commission basis at a rate that may be less than the fees under the TOTAL ACCOUNT program depending on the size of the account, frequency of trading and investment style. Each client is encouraged to weigh the relative merits of a TOTAL ACCOUNT versus account management with transaction fees, or a traditional brokerage account relative to the client's investment goals. The combined costs of all services of a TOTAL ACCOUNT may be more or less than comparable services if purchased separately from us or from other firms, depending on the activity of the account, the skill of the client or money manager, commissions negotiated by the client or manager, and the time and care applied to the management of the portfolio. Since we offer all three options as both investment advisors and brokers, we are pleased to help clients decide which option is best for them.

Advisers associated with Compass Asset Management LLC act as the broker for security transactions through their association as brokers with Westport Resources Investment Services, which is a registered broker-dealer. In the case of TOTAL ACCOUNTS, where the Investment Adviser absorbs the cost of all transactions it is possible that a conflict of interest could arise in which the Adviser may be hesitant to conduct trades that could be in the clients best interest because of the cost of the trades to the adviser. In the case of accounts managed on an Investment Adviser fee plus commission basis, where the Adviser or related party acts as broker on a transaction, the Adviser may not benefit directly from a transaction recommended by the Adviser. All such transactions are done “at cost”, which is the transaction charge without markup incurred by Compass Asset Management LLC from its’ broker-dealer/clearing firm which is generally expressed as a single “ticket charge” plus exchange fees or handling cost that may be billed to the broker-dealer/clearing firm.

The Adviser may have a conflict of interest in fee plus commission based account management because the Adviser may indirectly benefit from lower overall commissions due to the additional volume added by at cost transactions. Also, the Adviser may, in his or her dual capacity as Broker and Adviser, benefit from mutual fund or money market commissions, which are normally associated with the investment. It is not believed that this presents a serious conflict of interest since the amount of these commissions will be relatively small and this practice is fully disclosed to the client. Money market commission participation will be disclosed to each client in the Investment Advisor Agreement. Mutual fund commission participation will be disclosed in the Investment Advisor Agreement. If the Investment Adviser recommends any mutual fund to a client which carries a sales charge to the client in addition to the Advisers management fee, the Adviser will disclose the commission for that fund in writing to the client in a separate disclosure letter which will be dated on the day it is mailed to the client and a copy kept in the clients permanent file. This does not apply to Exchange Traded Mutual Funds (ETF’s) or Index Funds since there are no inherent sales charges.

6. Performance Based Fees

Compass Asset Management LLC does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of assets of a client).

7 Methods of Analysis, Investment Strategies and Risk of Loss:

Compass Asset Management LLC generally relies on fundamental research which is available from corporate publications and annual reports, publications, newsletters, brokerage reports, electronic dissemination through Reuters, Standards and Poor’s and Value Line. Compass purchases some additional sources of information from Westport Resources Investment Services. COMPASS will on occasion use technical charting to help in it’s buy-sell decisions. Charting services are purchased as part of it’s vendor supplied quote and information services.

Investment strategies range from conservative to aggressive depending on the requirements of the client which are detailed in a written investment policy statement. These strategies are generally concentrated in listed equities and liquid fixed income securities but may at times involve some small, illiquid stocks and lower quality, illiquid bonds, short sales, and stock options if approved by the client in advance and judged to be suitable to the client's risk tolerance and objectives. Investing in securities involves risk of loss that clients should be prepared to bear.

Compass offers several styles of equity management. The Model Portfolio is a group of large capitalization companies, diversified by industry group which Compass believes offers the opportunity for long term capital appreciation. The Value Portfolio is a group of primarily medium to small companies believed to be selling at a discount to their historic valuations, or that of the current market, based on cash flow and price earnings multiples. Synthetic Index portfolios are constructed to track various indexes depending on the risk tolerance and investment objective of the client.

Fixed income accounts are managed for taxable and tax free accounts. Compass generally diversifies fixed income accounts by maturity and avoids concentration in one maturity year which could lead to reinvestment risk or volatility from an excessively long maturity schedule. Municipal bonds of the state of residence of the client are the used when appropriate for taxable accounts. Tax free accounts generally concentrate on corporate bonds which will be blended with government, agency and mortgaged backed securities as the their relative yields present investment opportunities. Where appropriate, bonds of less than investment grade may be used as stipulated in the client's investment policy statement.

Exchange Traded/Index Funds are managed by the Adviser on a fee for service basis using a variety of investment styles. For aggressive investors willing to take on the added risk associated with sector funds, the Adviser uses a variety of funds, selected on the basis of their emerging technical strength and short term relative performance. For less aggressive investors, the Adviser uses a balanced portfolio of funds selected on the basis of their long term past performance, diversified by investment sector, with periodic rebalancing.

8 Disciplinary Information:

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Compass Asset Management, LLC. Compass Asset Management LLC has no legal or disciplinary events.

9 Other Financial Industry Activities and Affiliations

Compass Asset Management LLC is a fully independent investment adviser solely operated by William Matthes and Carolyn Matthes. They and their associates are registered representatives of Westport Resources Investment Services Inc, a registered broker-dealer. Additionally, some of the accounts managed by Compass Asset Management LLC are held in accounts with Westport Resources and transactions conducted with brokers also associated with Compass Asset Management as investment advisors.

Both William and Carolyn are currently associated with Westport Resources Investment Services as brokers in addition to their activities with Compass Asset Management.

Westport Resources Investment Services has no direct interest in Compass Asset Management, but is responsible for supervision of its investment advisory and brokerage operations as required by NASD policy. Mr. Matthes acts as sub-advisor for Westport Resources for which he is compensated by Westport based on a percentage of assets under management.

10 Code of Ethics

Compass Asset Management, LLC has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, rumor mongering, restrictions of acceptance of significant gifts, and personal trading procedures, among other things.

Compass Asset Management LLC maintains a written “Code of Ethics” and will provide copies upon request.

11 Brokerage Practices

Except in unusual circumstances, where a service is required outside of their competence, or when the client has specifically directed the Adviser to use another brokerage firm, clients whose account is custodied at Pershing, LLC some may have trades directed to Westport Resources Investment Services as fully disclosed in this document and the Investment Advisory Agreement. It is believed that this will be in the best interest of those clients because it is a low cost brokerage service available to the Adviser that offers a system of order execution and account management that is familiar to the Adviser and uniform for all advisory clients. We believe that this association benefits the client in lower fees and better service than would be available without a related broker. An account that is custodied at PAS will have the benefit of the best possible order execution available to the Investment Advisor at that time.

12 Review of Accounts

All accounts are reviewed by Compass Asset Management, LLC at least quarterly. This review includes, but is not limited to performance relative to an appropriate index, risk exposure relative to the client's stated risk tolerance and investment objectives, and asset allocation relative to the client's stated investment objectives.

All clients receive monthly account statements of their positions and account balances. Statements are prepared by an independent custodian; Pershing Adviser Services/Pershing LLC. Clients receive quarterly, and on demand, performance reports which include: inception to date, quarterly and initiation to date performance relative to an appropriate index.

13 Client Referrals and Other Compensation

Compass Asset Management LLC nor its Advisers receives no economic benefit from a non-client in connection with giving advice to clients.

Compass Asset Management LLC nor its Advisers does not directly or indirectly compensate any person for client referrals.

14 Custody

All client funds and securities are held at Pershing Advisor Solutions/Pershing LLC. Clients receive monthly statements from Pershing Advisor Services/Pershing, LLC and should carefully review those statements. Compass Asset Management LLC urges you to carefully review such statements and compare such official custodial records to the account statement we may provide you. Our statements may vary from custodial statements based on certain accounting procedures, reporting dates or valuation methodologies of certain securities.

15 Investment Discretion

Compass Asset Management LLC receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, Compass Asset Management LLC observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Compass Asset Management LLC in writing.

16 Voting Client Securities

As a matter of firm policy and practice, Compass Asset Management LLC 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. Compass Asset Management LLC may provide advice to clients regarding the clients' voting of proxies.

V. HOW WE CARRY OUT CLIENTS TRANSACTIONS Generally, COMPASS Asset Management LLC performs all its trades through its relationship with Westport Resources Investment Services. In the case of accounts where COMPASS agrees to absorb the cost of transactions as part of its management fees the program is called TOTAL ACCOUNTS, and it is possible that a conflict could arise between the interests of the investment advisor and the client in which the advisor could be hesitant to make trades that could be in the client's interest but would result in additional transaction cost to the advisor. Conversely, in accounts where the client is charged separately for transaction costs a conflict could exist in which the advisor may benefit indirectly from an increased number of transactions through the ability to obtain volume discounts on trades. Since in neither case is the investment advisor or related broker compensated for trades, and all trades are made at their cost to the broker with no additional makeup or profit to the broker or the advisor, it is unlikely that any other conflict would arise under either of these management arrangements.

The advisor may, in his or her dual capacity as broker and investment advisor, benefit from mutual fund margin interest or money market commissions which are normally associated with these investments. It is not believed that this presents a serious conflict of interest since the amount of these commissions is relatively small and this practice is fully disclosed to the client. Money market and mutual fund commission participation is disclosed to each client in the Investment Advisor Agreement. If the investment advisor recommends any mutual fund to a client which carries a sales charge to the client in addition to the advisors management fee which will benefit the advisor or a related party, the advisor will disclose the commission for that fund in writing to the client in a separate disclosure letter which will be dated on the day it is mailed to the client and a copy kept in the client's permanent file. A related broker may benefit from the use of margin or free credit balances in the advisor's accounts. These commissions and compensations are believed to be equal or less than those available through third party negotiations with independent brokers by the advisor or client.

In accordance with rule 206(3)-2 of the Investment Advisor Act, when the advisor believes that it is in the best interest of the client to buy or sell a security in a client's account where the other party is another advisory client or a client of the related broker-dealer, the advisor may conduct an "agency cross" transaction. All clients are required to provide the advisor with written permission to perform "agency crosses". Each cross will be approved by the client in writing prior to settlement and each confirmation of a cross will advise the client that this power can be rescinded at any time. Prior approval will be included in each clients investment advisory agreement if applicable. Each transaction will be proceeded by a written statement of the terms of the proposed transaction to the managed account customer which

must be returned and kept in the agency cross file of the manager. However, generally, these transactions will occur in relatively illiquid fixed income securities where the cost of the transaction, if it occurred through another dealer, would both reduce the price available to the seller and increase the price available to the buyer due to the high “markup” or “spread” common to certain less liquid securities. An agency cross can also be beneficial to both clients when dealing with very short term securities and odd lots when the percentage markup from a dealer transaction can significantly alter the yield to both buyer and seller.

VI. PROGRAMS WE CONDUCT AND FEES

Various investment styles are used in equity and fixed income accounts which meet the clients needs for income, growth and stability of principal. Equity accounts will typically follow either a large cap blue chip or mid cap value approach. The large cap model portfolio is best suited for clients who prefer a relatively stable portfolio for long term growth. The value portfolios may be managed as part of the large cap portfolio or separately. This portfolio is best suited to clients who desire a more aggressive management style and a contrarian investment style which invests in out of favor companies. We also manage various specialized accounts which can include various styles of investment including creating a of tax efficient index account and arbitrage. Fixed income accounts can be managed as balanced accounts or on a stand alone basis. We manage municipal bonds portfolios for taxable accounts and corporate or government bonds for IRA and ERISA accounts. The fixed income accounts are generally laddered by maturity conforming with the client’s requirements for average duration. Managed accounts for both stocks and bonds are generally available on either a fee, no commissions charged (TOTAL ACCOUNT), or fees plus commissions basis.

WilliamMatthes and Carolyn Matthes, and other advisors associated with Compass Asset Management, act as the broker for security transactions through their association as brokers with Westport Resources Investment Services, which is a registered broker-dealer. In the case of TOTAL ACCOUNTS, where the investment advisor absorbs the cost of all transactions it is possible that a conflict of interest could arise in which the advisor was hesitant to conduct trades that could be in the clients best interest because of the cost of the trades to the advisor. In the case of accounts managed on an investment advisor fee plus commission basis, where the advisor or related party acts as broker on a transaction, the advisor may not benefit directly from a transaction recommended by the advisor. All such transactions are done “at cost”, which is the transaction charge without markup incurred by the Compass Asset Management from it’s clearing firm which is generally expressed as a single “ticket charge” plus exchange fees or handling cost that may be billed to the broker-dealer. The Advisor may have a conflict of interest in fee plus commission based account management because the advisor may indirectly benefit from lower overall commissions due to the addition of volume added by at cost transactions. Also, the advisor may, in his or her dual capacity as broker and advisor, benefit from mutual fund or money market commissions which are normally associated with the investment. It is not believed that this presents a serious conflict of interest since the amount of these commissions will be relatively small and this practice is fully disclosed to the client. Money market commission participation will be disclosed to each client in the Investment Advisor Agreement.

Mutual fund commission participation will be disclosed in the Investment Advisor Agreement. If the investment advisor recommends any mutual fund to a client which carries a sales charge to the client in addition to the advisors management fee which will benefit the advisor or a related party, the advisor will disclose the commission for that fund in writing to the client in a separate disclosure letter which will be dated on the day it is mailed to the client and a copy kept in the clients permanent file.

VII. PERSONNEL: Mr. Matthes is the primary investment advisor. Mrs. Matthes assists with portfolio management, conducts client communications and supervises business operations. From time to time other investment advisors may be added of equally high caliber and strong credentials.

William L. Matthes, born 3-29-47

1969 Secondary Education: B. A. majoring in economics, U. of Virginia,

University 1975-78 Post Graduate Studies: Sociology, Northeastern University 1970-72
Business Administration, majoring in finance, Bridgeport

President Mr. Matthes' recent employment history is as follows:
1979-1982 President Medical Personnel Pool of Michigan
1982-1992 Associated with Dean Witter as; Account Executive, Vice
of Investments and Office Manager.
1992-1997 PaineWebber, holding the titles of Assistant Office
President of Investments, Senior Portfolio
Manager, Vice
Manager PMP Program.

Mr. Matthes is an investment advisor, and stockbroker.

Carolyn A. Matthes, born 2/5/62

majorin Secondary Education: B

business/Finance

Ohio State University 1987-1989

Albertus Magnus College 1991-

Kidder, Peabody & Co. 1983-1987 - Registered Sales Asst.

Prudential Securities 1988-1989 - Registered Sales Asst.

Dean Witter Reynolds 1989-1992 Account Exec. – Vice President,
Investments

PaineWebber 1992-1997 – Account Exec. – Vice President, Investments and
Senior Portfolio Manager PMP Program.

Series 7 - 1985

Series 63 - 1989

Series 65 – 1994

Mrs. Matthes is an investment advisor and stockbroker.

VIII. CUSTODY All trades will be directed to a registered broker-dealer deemed appropriate by the Advisor. It is believed that this will be in the best interest of the clients because it allows the advisor to offer the lowest cost brokerage service available to the advisor, while offering a system of order execution and account management that is familiar to the advisor and uniform for all advisory clients.

The advisor will benefit from the related broker's resources. Quote services, research, computer hardware and software, support staff, marketing, physical facilities and communications systems will all be shared with the broker resulting in lower costs to the advisory portion of the firm than would be available on a stand alone basis. Most clients require both investment advisory and non-managed brokerage accounts to effectively supervise their assets. It is believed that the housing of both of these services with the same individual or related firms is beneficial to the client and an efficient use of resources.

IX. REPORTING COMPASS Asset Management LLC provides quarterly reports which are prepared by its staff using the third party software. Generally, the reports are not audited by a third party and are intended as an informational supplement to the client's monthly, independently prepared account statement from the custodian. Compass will arrange for a third party audit of the performance reports and separately bill the client at cost for this service. Compass will also provide the raw data necessary for the client's agent to perform an independent audit at no charge to the client. All clients are encouraged to personally contact their advisor as often as they would like to.

Other reports are available from software resources which may be helpful to the client and the advisor in understanding the client's asset positioning. The scope of additional reporting will vary depending on the client's requests, complexity of the account and any restrictions placed on the account.

Clients

Compass Asset Management LLC's clients are:

Individuals	11-25%
High Net Worth Individuals	51-75%
Pension/Profit Sharing Plans	11-25%