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March 6, 2013

**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of Aequus Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 312-664-4090. 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 Aequus Wealth Management Resources, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Aequus Wealth Management Resources, LLC is 106563.

Aequus Wealth Management Resources, LLC is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

Form ADV Part 2A, Item 4

A. Aequus Wealth Management Resources, LLC's registration was granted by the U.S. Securities and Exchange Commission on March 9, 1992. Cicily C. Maton is a member of the firm and owns fifty (50%) percent of the firm's equity. Michelle L. Maton is a member of the firm too and is also the chief compliance officer. Michelle L. Maton owns fifty (50%) percent of the firm's equity. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries which have any ownership interest in the firm.

B. Aequus Wealth Management Resources, LLC (Aequus), provides investment advisory services, financial planning and other financial services to individuals, trusts, estates, qualified plans and corporations.

Under an Investment Advisory Agreement, Aequus will review the client's current portfolio and make recommendations as to the appropriateness of current holdings to meet the client's needs and objectives. Aequus will provide the client with a written investment policy and make asset allocation recommendations appropriate to meet the client's personal financial goals and objectives with the time horizon and risk tolerance established with the client. The investment advisory service is continuous and based on the individual needs of the client.

Investment recommendations must be approved by the client before implementation. No load mutual funds, closed end funds, exchange traded funds, separately managed accounts or other discount commissioned investments may be used. Aequus does not vote proxies on behalf of clients.

Aequus may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, Member SIPC/FINRA, to maintain custody of clients' assets and to effect trades for their accounts. Aequus does not share in any commissions or fees charged by Charles Schwab & Co., Inc. For accounts over \$1 million in assets, other custodial arrangements may be made instead of Charles Schwab & Co., Inc. (e.g., Northern Trust Company and Lincoln Trust Company). Aequus receives no commissions for these alternative arrangements.

Investment advisory agreements may be terminated at any time by either party, without the payment of a penalty, upon written notice to the other party. No further fees will be deducted from the client's accounts after receipt of the written notice. There is no refund of asset management fees as Aequus bills those fees in arrears after the analysis and recommendations have been made.

Aequus provides comprehensive financial planning, typically covering analysis of assets and liabilities, retirement planning, income tax planning, estate planning, risk management, education funding, charitable planning and cash management planning. The client agrees to complete questionnaires and provide other relevant information. The client will be provided with a written plan that describes the current situation, identifies needs and opportunities and makes specific recommendations designed to accomplish the client's goals and objectives.

The client may terminate the contract within five days and receive a full refund. Should a client terminate after five days but before completion of the plan, all fees paid in advance will be refunded less actual costs attributable to work done on the plan equal to \$225.00 per hour.

At Aequus' discretion, financial advisory services may be provided that would be less than a comprehensive financial plan (i.e., portfolio analysis, retirement planning, etc.) in which case, the fee would be billed at \$225.00 per hour at the completion of the services requested.

For all investment advisory services, Aequus' fees are separate and distinct from management fees and other expenses charged by mutual funds which may be recommended to advisory clients. A complete description of these fees and expenses is available in each fund's prospectus.

Because mutual funds pay advisory fees to their investment advisers and such fees are therefore indirectly charged to all holders of mutual fund shares, clients with mutual funds in their portfolios are effectively paying both Aequus and the mutual fund adviser for the management of their assets. Clients who place mutual fund shares under Aequus' management are therefore subject to both Aequus' direct management fee and the indirect management fee of the mutual fund's adviser.

Members of Aequus may on occasion present seminars.

Aequus provides investment advisory services and provides financial planning. The minimum dollar value of assets for starting or maintaining an asset management account is \$500,000, although Aequus may accept accounts of less than \$500,000. There is no minimum account size for financial planning. Current clients with account balances of less than \$500,000 will receive a different service. Specifically, such accounts will receive an annual report and meeting. Aequus is available for telephone calls throughout the year and will run reports on request. The fee for this service is 1% of the assets under management. Fees are calculated and payable quarterly in arrears and will be based on account asset values on the last business day of the previous quarter. Employees of Aequus do not pay a fee for investment advisory services.

C. Aequus tailors its advisory services to the individualized needs of its clients. Frequent reviews are held. Advisory clients may impose restrictions on their accounts.

D. Aequus does not participate in any wrap fee programs.

E. As of December 31, 2012, Aequus managed, on a nondiscretionary basis, \$117,792,842 which represented 277 accounts.

Fees and Compensation

Form ADV Part 2A, Item 5

The annual asset management fee is 1% of the market value of the assets under management up to \$1,000,000, 0.75% of the next \$1,500,000 of assets, and 0.50% of any assets over \$2,500,000. Fees are calculated and payable quarterly in arrears and will be based on account asset values on the last business day of the previous quarter. The values used are the market price at the close of the market on the last business day of March, June, September and December. Prices are provided by the custodian or outside pricing services. Clients are billed on the last business day of April, July, October and January. This fee is not negotiable. The minimum amount of assets under management is \$500,000 with a minimum fee of \$5,000, but the minimum may be waived at Aequus' discretion if the client utilizes other services of Aequus.

With respect to planning fees, fees are based on the number of hours anticipated to gather and analyze the data, and prepare the written plan. The hourly rate is \$225.00 per hour. Fees range from \$2,500 to \$10,000 per plan. A fee is quoted before beginning the planning process. One half of the fee is requested to begin planning and the balance at the completion and delivery of the plan. The fee generally is not negotiable. Financial plans are delivered less than six months after the receipt of the initial payment.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

Not applicable.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, pension and profit sharing plans, trusts, estates and charities and corporations.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Aequus will use either fundamental analysis or cyclical analysis.

Aequus subscribes to a number of online sources of analysis of economic data, asset allocation models, evaluation of mutual funds, ETFs, separate account managers and other investments.

The Aequus investment process is founded on MPT (Modern Portfolio Theory) and research from Behavioral Finance. The process incorporates client needs, resources, time horizon, risk tolerance and past experience with the design of an asset allocation that is dynamic in nature rather than static. However, this does not mean that Aequus advocates short term market timing. Active management of tactical allocations is made from time to time based on compelling market dislocations and/or longer term economic trends.

While Aequus believes that financial markets are efficient most of the time and that it is difficult, if not impossible, to “beat” the market, occasionally the market offers exceptional opportunities. On such occasions, allocations will be adjusted to capture a portion of the return from these opportunities.

Aequus utilizes computer software and commercial databases to perform technical analysis and as aids in measuring the level of risk and return in the client’s portfolio and provides guidelines to choosing more efficient asset mixes to achieve the individual client’s financial goals. An Investment Policy Statement is prepared in conjunction with each client to achieve the client’s goals and objections.

Disciplinary Information

Form ADV Part 2A, Item 9

Not applicable

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Aequus has a material relationship with Gannett Welsh & Kotler LLC, SEC file number 801-121942. Specifically, Aequus has entered into a subadvisory relationship with such outside advisor. In addition, Aequus has a client account with Schwab Managed Account Services, SEC File Number 801-29938. The account is for Pimco municipal bond ladder with a combined 0.35% fee paid to Schwab and Pimco. With respect to the Gannett arrangement, the fee is paid by the client directly to Gannett but on the Schwab account, the fee is paid to Schwab which then pays Pimco.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

Aequus has adopted a written Code of Ethics in compliance with SEC rule 204A-1. The code sets forth standards of conduct and requires compliance with federal securities laws. Our code addresses personal trading and requires personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. Aequus will provide a copy of its Code of Ethics to any client or prospective client upon request.

Aequus or individuals associated with Aequus may buy or sell securities identical to those recommended to clients for their personal accounts. It is the expressed policy of Aequus that no person employed by Aequus may purchase or sell any security before a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts. Aequus or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. As these situations may represent a conflict of interest, Aequus has established the following restrictions to ensure its fiduciary responsibilities:

1. A partner or employee shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No associated person of Aequus shall prefer his or her own interest to that of the advisory client.
2. Aequus maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate partner of Aequus.
3. All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.
4. Aequus emphasizes the unrestricted right of the client to decline to implement any advice rendered.
5. Aequus requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. Any individual not in observance of the above may be subject to termination.

Brokerage Practices

Form ADV Part 2A, Item 12

Michelle L. Maton is licensed to sell life and health insurance. On occasion, Aequus may refer a client to an outside agent, affiliated with an insurance company. Commissions may be earned on those sales by those outside agents. Aequus will receive no commissions associated with any insurance sale. The receipt of this compensation would not affect Aequus' judgment in recommending insurance to its clients. Clients are not obligated to use insurance agents recommended by Aequus or to implement insurance policies recommended by those agents. Implementation of any or all recommendations is solely at the discretion of the client.

Aequus may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, Member SIPC/FINRA, to maintain custody of clients' assets and to effect trades for their accounts. Aequus receives benefits from that relationship it would not receive if it did not offer investment advice.

Aequus does not have the discretionary authority to determine the broker or dealer to be used. If a client directs Aequus to use a broker dealer other than Charles Schwab & Co., Inc., Aequus reserves the right to not enter into an advisory contract with that client if Aequus believes that the use of that broker would interfere in Aequus' ability to provide advisory services to all of its clients. If a client directs Aequus to use a particular broker or dealer, Aequus may not be able to obtain best execution and volume discounts, and a disparity in commission charges may then exist among clients. Certain mutual funds recommended by Aequus may not be available through a client's directed broker-dealer.

Aequus does not block trades for clients nor do employees participate in any block trades with clients.

From time-to-time Aequus may make an error in submitting a trade order on the client's behalf. When this occurs, Aequus may place a correcting trade with the broker-dealer which has custody of the client's account. If an investment gain results from the correcting trade, the gain will remain in the client's account unless the same error involved other client account(s) that should also have received the gain, it is not permissible for the client to retain the gain, or Aequus confers with the client and the client decides to forego the gain (e.g., due to tax reasons). If the gain does not remain in the client's account and Charles Schwab & Co. Inc. ("Schwab") is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Aequus will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in the client's account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in the client's account, they may be netted.

Aequus may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, Member SIPC/NYSE, to maintain custody of clients' assets and to effect trades for their accounts. Aequus is independently owned and operated and not affiliated with Schwab. Schwab provides Aequus with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' account assets are maintained at Schwab Institutional, and are not otherwise contingent upon Aequus committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include research, brokerage, custody, access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Aequus' client account maintained in its custody, Schwab generally does not charge separately for custody

but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to Aequus other products and services that benefit Aequus but may not benefit its clients' accounts. Some of these other products and services assist Aequus in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations, account statements and the daily download of prices and transactions); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Aequus' fees from its clients' accounts; and assist with back-office functions, record keeping and client reporting. Many of these services generally may be used to service all or a substantial number of Aequus' accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Aequus other services intended to help Aequus manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to Aequus by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Aequus. While as a fiduciary, Aequus endeavors to act in its clients' best interests, and Aequus' recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Aequus of the availability of some of the forgoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Review of Accounts

Form ADV Part 2A, Item 13

Investment advisory accounts are continuously monitored and reviewed periodically (more frequently if investment activity warrants) to determine if the recommended portfolios are meeting expectations. Triggering factors include interest rate changes, market fluctuations and changes in client situation. More thorough analysis is undertaken periodically to determine that investments in each account are consistent with objectives and restrictions of each client's account.

Financial planning clients are reviewed at least annually to assure that the plan recommendations are on track. Continuous monitoring of securities for these clients is not provided.

Both principals of Aequus, Cicily C. Maton and Michelle L. Maton, may review all accounts.

Asset management clients are provided with periodic (at least quarterly) reports. Clients with assets under the minimum are provided with annual reports. All clients have reports posted to the secure client portion of the Aequus web site weekly. The detail and complexity of the reporting will depend on the activity of the portfolio and the needs and asset level of the client. The reports may include the current value of the portfolio, a listing of the securities in the portfolio, activity in the portfolio and the time-weighted and internal rate of return for the portfolio.

Financial planning clients only receive reports upon completion of the plan or completion of a plan update.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

There are no client referral or paid solicitation arrangements.

Firm prepares tax returns for selected clients. The fee is based on estimated number of hours anticipated to complete the return and is payable at the completion of the return.

The firm advises individuals who are in the process of divorce on the financial aspects of divorce. A specialized advisory service documenting the economic criteria relevant in the dissolution of marriage is provided, among other things.

Custody

Form ADV Part 2A, Item 15

Not applicable

Investment Discretion

Form ADV Part 2A, Item 16

Not applicable as all assets are managed on a nondiscretionary basis.

Voting Client Securities

Form ADV Part 2A, Item 17

Aequus shall not vote proxy statements on behalf of any advisory client. Clients will receive proxy statements directly from the custodian and are responsible for voting on them.

Financial Information

Form ADV Part 2A, Item 18

Not applicable

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not applicable

Additional Information

None

Cicily C. Maton and Michelle L. Maton

AEQUUS WEALTH MANAGEMENT RESOURCES, LLC

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312-664-4090

March 6, 2013

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Cicily C. Maton and Michelle L. Maton that supplements the Aequus Wealth Management Resources, LLC brochure. You should have received a copy of that brochure. Please contact Michelle L. Maton if you did not receive Aequus Wealth Management Resources, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Cicily C. Maton and Michelle L. Maton is available on the SEC's website at www.adviserinfo.sec.gov.

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Educational Background and Business Experience

Form ADV Part 2B, Item 2

Cicily C. Maton (b.1936) received a B.A. in Applied Behavioral Science from National Lewis University and is a CERTIFIED FINANCIAL PLANNER™.

Since 1984, Ms. Maton has been in the financial services industry; as a Vice President of Winthrop Securities and then in her own firm. As of August 1995, Ms. Maton's FINRA license is voluntarily inactive. Prior to that, she was affiliated with the following broker/dealers: MTL Equities, Inc. (2/94-8/95), Securities America, Inc. (1/92-2/94), Kavanaugh Securities, Inc. (9/90-1/92) and Long Grove Trading Company (3/86-9/90).

In 1987, Ms. Maton started her own firm, Affiliated Planners Group. The firm's name changed in 1992 to Aequus Financial Advisory Services when Ms. Maton went into partnership with her daughter, Michelle. The name was changed as of January 1, 1999, to Aequus Wealth Management Resources. As of September 13, 2004, the partnership was converted to a limited liability company.

Before entering the financial services industry, Ms. Maton was president of her own public relations firm, serving clients in government relations, public affairs and fund raising.

Michelle L. Maton (b.1961) received a B.A. in Drama from Stanford University and is a CERTIFIED FINANCIAL PLANNER™. Ms. Maton is also an Accredited Tax Preparer and an Accredited Tax Advisor and is enrolled to practice before the Internal Revenue Service.

In 1990, Ms. Maton began working with Cicily Carson Maton in her business, then called Affiliated Planners Group. In 1992, she became a partner in that business whose name was Aequus Financial Advisory Services (now Aequus Wealth Management Resources, LLC). Prior to that, Ms. Maton worked for five years with Pihl, Gutierrez, Garretson & Roberts, Inc., a pension consulting firm in San Jose, CA, as a pension consultant and trust accountant and as a specialist in 401(k) plans.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Disciplinary Information

Form ADV Part 2B, Item 3

Not applicable

Other Business Activities

Form ADV Part 2B, Item 4

Tax preparation services and specialized divorce planning.

Additional Compensation

Form ADV Part 2B, Item 5

Not applicable

Supervision

Form ADV Part 2B, Item 6

Cicily C. Maton supervises the activities of Michelle L. Maton and Michelle L. Maton
supervises the activities of Cicily C. Maton.

Requirements for State-Registered Advisers

Form ADV Part 2B, Item 7

Not applicable.