

**ITEM 1: COVER PAGE FOR
PART 2B OF FORM ADV:
BROCHURE SUPPLEMENT
DATED MAY 30, 2012**

JAMES P. ESTES

**ALPHA WEALTH MANAGEMENT, LLC
220 N SAN JACINTO AVE
HEMET, CA 92543**

WEBSITE: WWW.ALPHA-WEALTH.COM

This brochure supplement provides information about James P. Estes that supplements our brochure. You should have received a copy of that brochure. Please contact Mr. Estes, Chief Compliance Officer and Managing Member, if you did not receive Alpha Wealth Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Estes is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

We are required to disclose the following information about James P. Estes:

James P. Estes, CFP, ChFC, CPCU, CLU

Year of Birth: 1946

Formal Education after high school:

1998- Ph.D. California Coast University

1973- MBA, California State University at Fullerton

1968- BA, California State College at Fullerton

Business Background:

07/11-Present, Alpha Wealth Management, LLC- Managing Member, Chief Compliance Officer, Investment Adviser Representative

09/04-Present, California State University, San Bernardino- Tenured Professor

09/04- Present, FINRA- Arbitrator

03/10-07/11, Wedbush Securities- Vice President Investments, Certified Financial Planner

12/05-02/10, Wells Fargo Private Bank- Vice President and Senior Portfolio Manager

08/04-11/05, Fidelity Investments- Vice President, Insurance Wholesaler

Certified Financial Planner (CFP) - this certification is obtained by completing an advanced college-level course of study addressing the financial planning subject areas that the CFP board's studies have determined as necessary for the competent and professional delivery of financial planning services, a comprehensive certification exam (administered in 10 hours over a 2 day period) and agreeing to be bound by the CFP board's standard of professional conduct. As a prerequisite the IAR must have a bachelor's degree from a regionally accredited United States college or university (or foreign university equivalent) and have at least 3 years of full time financial planning experience (or equivalent measured at 2,000 hours per year). This designation requires 30 hours of continuing education every 2 years and renewing an agreement to be bound by the standards of professional conduct.

Chartered Financial Consultant (ChFC) - this designation is obtained by completing 6 core, 2 elective courses and a final exam for each course. As a prerequisite the IAR must have 3 years of full time business experience within the 5 years preceding the awarding of the designation. This designation requires 30 hours of continuing education every 2 years.

Chartered Property Casualty Underwriter (CPCU)- built on a foundation of broad technical knowledge, high ethical standards, and demonstrated industry experience, the Chartered Property Casualty Underwriter designation program prepares students to meet the changes and challenges of a demanding risk management and insurance marketplace with confidence and professionalism. The program benefits students by allowing them to:

- Improve effectiveness by relating risk management and insurance principals to everyday practice

- Handle complex commercial property and personal loss exposures with advanced technical knowledge
- Increase effectiveness and positively affect overall operations with increased understanding of how different functional areas interact with and relate to each other

Chartered Life Underwriter (CLU) - this designation is obtained by completing 5 core courses, 3 elective courses and a final exam for each course. As a prerequisite the IAR must have 3 years of full time business experience within the 5 years preceding the awarding of the designation. This designation requires 30 hours of continuing education every 2 years.

Item 3 Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Mr. Estes, we are required to disclose all material facts regarding those events.¹

We have nothing to disclose in this regard.

Item 4 Other Business Activities

A. If Mr. Estes is actively engaged in any investment-related business or occupation, including if he is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

1. If a relationship between the advisory business and Mr. Estes' other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

2. If Mr. Estes receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation he receives. We must explain that this practice gives

¹ **Note:** Our firm may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, we are not required to disclose it. When we review a legal or disciplinary event involving Mr. Estes to determine whether it is appropriate to rebut the presumption of materiality, we consider all of the following factors: (1) the proximity of Mr. Estes to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If we conclude that the materiality presumption has been overcome, we prepare and maintain a file memorandum of our determination in our records. We follow SEC rule 204-2(a)(14)(iii) and similar state rules.

Mr. Estes an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

- B. If Mr. Estes is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of his income or involve a substantial amount of his time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Mr. Estes' time and income, we may presume that they are not substantial.

Mr. Estes is a tenured professor of finance at California State University, San Bernardino. He is a frequent speaker at meetings and has appeared on cable shows, CBS, and radio stations in the Inland Empire. He speaks on the economy, stock market, and investments. This outside activity takes approximately 35% of his time.

Mr. Estes is an Arbitrator for FINRA, in which he hears and decides on disputes regarding securities matters in the Southern California area. This outside activity takes approximately 5% of his time.

Item 5 Additional Compensation

If someone who is not a client provides an economic benefit to Mr. Estes for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Mr. Estes' regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6 Supervision

We are required to explain how we supervise Mr. Estes, including how we monitor the advice he provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Mr. Estes' advisory activities on behalf of our firm.

Mr. Estes is a principal and is bound by our firm's Code of Ethics. Mr. Kotyuk, Managing Partner of Alpha Wealth Management, LLC, supervises Mr. Estes' activities to ensure compliance with our firms Code of Ethics.

Item 7. Requirements for State-Registered Advisers

A. In addition to the events listed in Item 3 of Part 2B, if Mr. Estes has been involved in one of the events listed below, we disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.

We have nothing to disclose in this regard.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - (a) an investment or an investment-related business or activity;
 - (b) fraud, false statement(s), or omissions;
 - (c) theft, embezzlement, or other wrongful taking of property;
 - (d) bribery, forgery, counterfeiting, or extortion; or
 - (e) dishonest, unfair, or unethical practices.

We have nothing to disclose in this regard.

B. If Mr. Estes has been the subject of a bankruptcy petition, we must disclose that fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.