

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

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Name of Investment Adviser:

Ensemble Financial Services, Inc.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code Telephone Number

179 Sully's Trail**Pittsford****NY****14534****585 419-1010**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential Persons who are not to respond to the collection of information contained in this form are not
required to respond unless the form displays a currently valid OMB control number.

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | 98 % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | 1 % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which client may use to evaluate securities | _____ % |
| <input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | 1 % |
| <input type="checkbox"/> (8) Provides a timing service | _____ % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

Yes No

B. Does applicant call any of the services it checked above financial planning or some similar term?

☒ ☐

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--------------------------------------------------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients -- Applicant generally provides investment advice to: (check those that apply)

- | | |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

3. Types of Investments Applicant offers advice on the following: (check those that apply)

- | | |
|-----------------------------------------------------------------|---------------------------------------------------------------------|
| <input type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States governmental securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | |
| <input type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> J. Futures contracts on: |
| (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | |
| <input type="checkbox"/> F. Municipal securities | <input type="checkbox"/> K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | |
| <input type="checkbox"/> (3) mutual fund shares | <input type="checkbox"/> L. Other (explain on Schedule F) |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input type="checkbox"/> (1) <input type="checkbox"/> Charting | <input type="checkbox"/> (4) <input type="checkbox"/> Cyclical |
| <input type="checkbox"/> (2) <input type="checkbox"/> Fundamental | <input type="checkbox"/> (5) <input type="checkbox"/> Other (explain on Schedule F) |
| <input type="checkbox"/> (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> (1) <input type="checkbox"/> Financial newspapers and magazines | <input type="checkbox"/> (5) <input type="checkbox"/> Timing services |
| <input type="checkbox"/> (2) <input type="checkbox"/> Inspections of corporate activities | <input type="checkbox"/> (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| <input type="checkbox"/> (3) <input type="checkbox"/> Research materials prepared by others | <input type="checkbox"/> (7) <input type="checkbox"/> Company press releases |
| <input type="checkbox"/> (4) <input type="checkbox"/> Corporate rating services | <input type="checkbox"/> (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> (1) <input type="checkbox"/> Long term purchases (securities held at least a year) | <input type="checkbox"/> (5) <input type="checkbox"/> Margin transactions |
| <input type="checkbox"/> (2) <input type="checkbox"/> Short term purchases (securities sold within a year) | <input type="checkbox"/> (6) <input type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| <input type="checkbox"/> (3) <input type="checkbox"/> Trading (securities sold within 30 days) | <input type="checkbox"/> (7) <input type="checkbox"/> Other (explain on Schedule F) |
| <input type="checkbox"/> (4) <input type="checkbox"/> Short sales | |

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

5. Education and Business Standards.

Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|----------------------------------------------------|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☒ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <input type="radio"/> (1) broker-dealer | <input type="radio"/> (7) accounting firm |
| <input type="radio"/> (2) investment company | <input type="radio"/> (8) law firm |
| <input checked="" type="radio"/> (3) other investment adviser | <input checked="" type="radio"/> (9) insurance company or agency |
| <input checked="" type="radio"/> (4) financial planning firm | <input type="radio"/> (10) pension consultant |
| <input type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="radio"/> (11) real estate broker or dealer |
| <input checked="" type="radio"/> (6) banking or thrift institution | <input type="radio"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

Yes No

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

9. Participation of Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☒ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No

☒ ☐

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

See Schedule F, Item 11.A.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

See Schedule F, Item 11.B.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|----------------------------------------------------------|-----------------------|-----------------------|
| (1) securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (2) amount of the securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates paid? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

B. Does applicant or a related person suggest brokers to clients? ☐ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? ☐ Yes ☐ No

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

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: Ensemble Financial Services, Inc.	SEC File Number: 801-61756	Date: 03/28/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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1. ADVISORY SERVICES:

A.1. ENSEMBLE FINANCIAL SERVICES, INC. (hereinafter "Ensemble") provides investment advisory/supervisory services to clients regarding the allocation of money among various asset categories (e.g., cash equivalents, domestic bonds, international bonds, domestic common stocks, international common stocks, real estate and hedges) as well as advice concerning the selection and retention of individual investment positions and professionally managed investment alternatives.

Investment advisory/supervisory services provided by Ensemble include the following:

- A) Developing a client's investment strategy through:
 - 1. Setting reasonable investment objectives;
 - 2. Determining an appropriate balance among major asset categories within the investment portfolio in conjunction with a clients risk tolerance;
 - 3. Specifying benchmarks for monitoring portfolio investment performance;
 - 4. Determining appropriate investment vehicles.
- B) Monitoring portfolio results through portfolio rebalancing in coordination with stated investment objectives and risk tolerance.

When appropriate to the needs of the client, Ensemble may recommend the use of various options strategies. Because this investment strategy involves certain additional degrees of risk, it will only be recommended when consistent with the client's stated tolerance for risk.

A. 3. Consulting Services: Ensemble may provide miscellaneous investment consulting services, including specific mutual fund research.

Third Party Managed Asset Fee Programs: Based on a client's situation and financial needs the client may benefit from using a Third Party Managed Asset. Third Party Managed Asset Programs may belong to one of three types:

- 1. Managed Account Programs under which clients are provided with advice about portfolio managers but are charged advisory fees together with transaction-based commissions (rather than a single fee),
- 2. Mutual Fund Asset Allocation Programs where clients are placed in mutual fund based portfolios that match the clients' goals and risk tolerance.
- 3. Solicitation Programs where the client is connected with a program manager other than Ensemble.

Wrap Fee Programs: Based on a client's situation and financial needs the client may benefit from participating in a wrap fee program. A wrap fee program is sponsored by Ensemble and another advisor. Ensemble will be responsible for client communication, annual suitability reviews and delivering required disclosures written by the designated sponsoring advisor. The other sponsoring advisor will generally be responsible for portfolio management, selection of managers and execution.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: Ensemble Financial Services, Inc.	SEC File Number: 801-61756	Date: 03/28/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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A.7. Insurance Review and Analysis: This service provides a written analysis of an existing life insurance policy, including:

1. Current policy information
2. Comparison of original projected policy performance with actual performance
3. Comparison of current policy to policies in today's marketplace
4. Review of appropriateness of potential replacement
5. Review financial strength and ratings of current and any proposed insurance company

B. Financial Planning Service: Review and analysis of the personal and financial information furnished to Ensemble relating to the Client's current financial circumstances or specific area(s) of interest. Plans may include (but are not limited by) any combination of the following: current investments, retirement planning, analysis of income tax returns, insurance coverage, will review, estate planning, fringe benefits and cash flow management.

1. FEES:

D. The annual fee for portfolio management services will be charged as a percentage of assets under management, ranging up to one hundred fifty basis points (1.50%) depending upon the size and composition of the client portfolio.

Advisory fees are negotiable and charged quarterly in advance. Asset management fees are paid either by the client or may be deducted directly from the clients account in accordance with the advisory agreement.

Initial fees are based on the average daily balance of the account for the first month. Thereafter fees are based on the average daily balance for the quarter. The average daily balance is multiplied by one quarter of the annual fee, divided by the number of days in the quarter and then multiplied by the days the assets are held in the account during the quarter. The initial fee is debited from the account on the fifteenth business day of the second month. For subsequent quarters fees are assessed in advance, and are debited on the fifteenth business day after quarter end.

Fees for accounts that are billed manually are calculated based on an average of the monthly ending balance, as provided on the client's account statement, for the three months of the quarter. This average monthly balance is multiplied by one quarter of the annual asset management fee. This fee is debited no later than the 25th day after quarter end.

Ensemble also provides the following services:

Consulting Services: Ensemble may provide miscellaneous investment consulting services, including specific mutual fund research, based on a maximum fee of \$250 per hour. Fees are payable upon completion of the contracted services or monthly, if the assignment extends beyond thirty (30) days.

Segmented Financial Counseling is provided to clients on an hourly basis for services

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: Ensemble Financial Services, Inc.	SEC File Number: 801-61756	Date: 03/28/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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rendered at a rate of up to \$250 per hour. This hourly fee is negotiable based on a client's individual circumstances. All hourly fees are non-refundable as they are charged for work completed.

Insurance Review and Analysis: This service provides a written analysis of an existing life insurance policy. The cost is negotiable depending upon the size and composition of the case.

Third Party Managed Asset Programs: Fees for these programs are set by the asset manager and may include additional services that Ensemble does not provide.

1. Managed Account Programs under which clients are provided with advice about portfolio managers but are charged advisory fees together with transaction-based commissions (rather than a single fee),
2. Mutual Fund Asset Allocation Programs where clients are placed in mutual fund based portfolios that match the clients' goals and risk tolerance. Such programs typically charge an advisory fee and use no load funds in their portfolios. If fees are separately charged for mutual fund transactions this will be noted in the program's Form ADV.
3. Solicitation Programs charge fees to clients in the program and pay a percentage of this fee to Ensemble for referring the client to the program. The referral fee will be paid from the standard advisory fee and does not represent an extra charge to the Client.

Wrap Fee Programs: Clients in a wrap fee program are charged one fee for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions. All such fees are disclosed in the Schedule H provided to each client by the designated program sponsor.

GENERAL INFORMATION REGARDING FEES:

In certain circumstances, fees may be negotiable.

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).

The value of the assets under management will include all securities held in the client's accounts as priced by the custodian. For accounts that are billed manually the pricing as provided on the custodian's statement will apply. The custodian provides pricing for illiquid and hard to price securities. If the custodian cannot value the security the value will generally be assessed at 0.

The client may rescind the professional relationship within five (5) business days of execution of the Agreement. All fees paid by the client will be promptly refunded. The investment account will be promptly liquidated with proceeds mailed to the address of record. Notification of rescission must be in writing.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant:	SEC File Number:	Date:
	Ensemble Financial Services, Inc.	801-61756	03/28/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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Thereafter, either party may terminate the professional relationship. Upon termination, the unearned portion of the advisory/supervisory fee paid by the client in the client's current fee quarter will be refunded.

All unearned fees will be refunded by Ensemble to the client, as soon as administratively possible, according to reasonable business practices.

The portion of the quarterly fee earned to the date of termination will be the fee paid for the current quarter divided by the number of days in the current quarter. This figure is multiplied by the number of days from the beginning of the quarter until the date of termination and subtracted from the fee actually paid.

For accounts that are billed manually the portion of the quarterly fee earned to the date of termination will be the fee actually paid divided by the number of days in the current quarter. This figure is multiplied by the number of days from the beginning of the quarter until date of termination and then subtracted from the fee actually paid.

The investment account will be promptly liquidated with proceeds mailed to the address of record.

Ensemble shall have the right to increase the fees charged to the client hereunder for any renewal period if it mails written notice of such increase to the client at least forty-five (45) days prior to the annual anniversary date of the Agreement.

All fees paid to Ensemble for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of Ensemble. In that case, the client would not receive the services provided by Ensemble which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Ensemble to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Fees paid to Third Party Managed Asset / Wrap Fee Programs.

In general, clients in a Third Party Managed Asset Program ("MAP") or a Wrap Fee Program ("WFP") will pay fees directly to the MAP or WFP as stated in their advisory agreement. The MAP or WFP will pay Ensemble a portion of those fees who will in turn distribute these fees to the client's individual advisor. All such arrangements are disclosed to the client and meet the requirements of Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations.

Occasionally a MAP will use Ensemble Financial Services, Inc. as its custodian and fees will be collected and paid to the MAP as described above.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: Ensemble Financial Services, Inc.	SEC File Number: 801-61756	Date: 03/28/2008
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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FEES OFFSET BY COMMISSIONS:

If an advisory client executes recommended securities transactions through independent contractors or associated persons of Ensemble in their separate capacities as registered representatives of a broker dealer, these individuals may earn commissions which are separate and distinct from fees charged for advisory services. In some instances, depending on the size of the transaction, advisory fees may be discounted, at Ensemble's discretion, for commissions earned.

In some instances an independent contractor may elect to manage an account solely on a commission basis. Advisor will provide advisory services as defined under the Advisor's Act and subject to all the rules and requirements. The independent contractor will be registered as a registered representative with Ensemble Financial Services, Inc., and compensated solely based on trades made in that capacity. Ensemble is aware of the special circumstances surrounding such arrangements and all appropriate disclosures will be made to the client.

3.TYPES OF INVESTMENTS:

K.(3). Ensemble may advise on investments such as equipment leasing, real estate investment trusts, oil and gas programs, research development, and venture capital. These partnership interests can be general (unlimited investor liability) and limited (limited investor liability) interests.

5. EDUCATION AND BUSINESS STANDARDS:

Advisory persons associated with Ensemble must possess, minimally, a college degree and/or appropriate business experience and all required licenses.

6. EDUCATION AND BUSINESS BACKGROUND:

Ensemble Financial Services, Inc. Investment Committee

Stephen Wershing, CFP®

President and Chief Compliance Officer

Date of Birth: 6/27/1960

Formal Education after High School:

Rochester Institute of Technology, Rochester, NY:

Graduated in 1982 with a BS in Business Administration

University of Rochester, Graduate School of Business, Rochester, NY

Business Background for preceding five years:

AM&M Planners, Inc. d/b/a AM&M Financial Services, Inc., Pittsford, NY - 6/02 to present

Ensemble Financial Services, Inc., Pittsford, NY - 6/02 to present

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant:	SEC File Number:	Date:
	Ensemble Financial Services, Inc.	801-61756	03/28/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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Deborah D. Bastow

Independent Advisor

Date of Birth – 11/08/1950

Business Background for preceding five years:

High Falls Advisors, Rochester, NY – 04/03 to present

Ensemble Financial Services, Inc., Pittsford, NY – 04/03 to present

Sage Rutty & Co. Inc., Rochester, NY – 11/98 to 04/03

James T. Englert, CFP®

Independent Advisor

Date of Birth – 09/05/1943

Business Background for preceding five years:

Englert Financial Services, Inc., Rochester, NY – 10/00 to present

Ensemble Financial Services, Inc., Pittsford, NY – 10/00 to present

High Falls Advisors, Rochester, NY – 04/03 to present

Stewart R. Moscov, CLU®, ChFC®

Independent Advisor

Date of Birth – 11/12/1946

Formal Education after High School:

Bryant University, Smithfield, RI

Graduated in 1968 with a BS in Business

American College, Bryn Mawr, PA

Completed CLU and ChFC certification in 1972

Business Background for preceding five years:

Heritage Financial Services, LLC, Pittsford, NY - 01/03 to present

Ensemble Financial Services, Inc., Pittsford, NY – 01/03 to present

James H. McBride, CFP®

Independent Advisor

Date of Birth: 4/23/1945

Formal Education after High School:

University of Maine, Orono, ME

Graduated in 1967 with Bachelors degree in Business Administration

Business Background for preceding five years:

Ensemble Financial Services, Inc., Pittsford, NY – 04/03 to present

James J. McBride Financial Management Services dba High Falls Advisors - 5/89 to present

Sage, Rutty & Co., Inc., Rochester, NY – 05/88 to 04/03

Steven J. Kane, CFP®

Independent Advisor

Date of Birth – 04/07/1968

Formal Education after High School:

Ithaca College, Ithaca, NY

Graduated in 1990 with a BS in Finance

Nazareth College, Rochester, NY

Graduated in 1993 with a MS in Education

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant:	SEC File Number:	Date:
	Ensemble Financial Services, Inc.	801-61756	03/28/2008

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Ensemble Financial Services, Inc.	IRS Empl. Ident. No.: 16-1269648
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Rochester Institute of Technology, Rochester, NY:
 Graduated in 1997 with an MBA in Accounting and Leadership from RIT in 1997
Business Background for preceding five years:
 Heritage Financial Services, LLC, Pittsford, NY - 01/03 to present
 Ensemble Financial Services, Inc., Pittsford, NY – 01/03 to present

Michael J. Bruno, ChFC®, CLU®, RHU®
Independent Advisor

Date of Birth: 5/14/1957
Formal Education after High School:
 University of Kentucky, Lexington KY:
 Graduated in 1979 with a BA in Political Science
 American College, Bryn Mawr, PA
 Completed Chartered Financial Consultant (ChFC®) certification in 1991
 Completed Certified Life Underwriter (CLU®) certification in 1996
 Completed Registered Health Underwriter (RHU®) certification in 1997
Business Background for preceding five years:
 Ensemble Financial Services, Inc., Pittsford, NY - 6/02 to present
 MJB Financial Services; Kenmore, NY – 10/89 to present

AM&M Financial Services, Inc.(Holding Company) Management Team

Thomas J. Rogers, CPA, CFP®
Chief Executive Officer of AM&M Financial Services, Inc.
Director - Board of Directors for AM&M Financial Services, Inc. (Holding Company)

Date of Birth - 05/20/1970
Formal Education after High School:
 SUNY at Buffalo; Graduated in 1992 with a BS in Accounting/Finance
 University of Rochester, NY; Graduated in 2008 with an MBA in Finance, Accounting,
 Organizational Strategy
Business Background for Preceding Five Years:
 AM&M Financial Services, Inc., Pittsford, NY - 01/98 to present
 Ensemble Financial Services, Inc., Pittsford, NY - 01/98 to present

Anthony L. Gugino, CFP®
EVP, AM&M Financial Services, Inc.
Director - Board of Directors for AM&M Financial Services, Inc. (Holding Company)

Date of Birth - 01/25/1957
Formal Education after High School:
 St. John Fisher College; Graduated in 1979 with a BS in Accounting
Business Background for Preceding Five Years:
 AM&M Financial Services, Inc., Pittsford, NY - 06/88 to present
 AM&M Planners, Inc. d/b/a AM&M Financial Services, Inc., Pittsford, NY - 03/87 to present
 Ensemble Financial Services, Inc., Pittsford, NY - 07/88 to present
 120 Linden Partners, Pittsford, NY – 06/88 to present

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Dawn Palazzo, CFP® - EVP Business Development, AM&M Planners, Inc, d/b/a AM&M Financial Services, Inc.

Date of Birth - 04/07/1962

Formal Education after High School:

SUNY at Geneseo; Graduated in 1983 with a BA in Political Science; University of Phoenix; Graduated 2005 with an MBA in Finance

Business Background for Preceding Five Years:

AM&M Planners, Inc., d/b/a AM&M Financial Services, Inc., Pittsford, NY - 04/00 to present
Ensemble Financial Services, Inc., Pittsford, NY - 04/00 to present

Laurie Haelen – VP Director of Investment Services AM&M Planners, Inc, d/b/a AM&M Financial Services, Inc.

Date of Birth – 09/27/1964

Formal Education after High School:

SUNY at Geneseo; Graduated in 1995 with a BA in English Literature

Business Background for Preceding Five Years:

AM&M Planners, Inc. d/b/a AM&M Financial Services, Inc., Pittsford, NY – 01/07 to present
JP Morgan Chase, Rochester, NY – 09/00 to 01/07

7. OTHER BUSINESS ACTIVITIES

A, B and C. Ensemble is a SEC registered investment adviser and a FINRA registered broker dealer. Furthermore, Ensemble holds appointments and is an insurance broker with several insurance companies. Some of the principal executive officers, independent investment advisor representatives and other employees are separately licensed as registered representatives as well as licensed insurance agents or brokers for one or more insurance companies.

As such, these individuals, in their separate capacities as registered representatives and/or insurance agents or brokers, will be able to effect securities transactions and/or purchase investment products (insurance) for clients, for which they individually or the Ensemble will receive separate, yet customary compensation. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

While Ensemble endeavors at all times to put the interest of the clients first as part of its fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

It may be in the client's best interest for Ensemble to provide money management using certain mutual fund share classes. Therefore, investment advice that Ensemble gives to clients may include recommendations to purchase securities for which Ensemble, its investment adviser representatives, business affiliations, or all may receive compensation from mutual funds or their distributors. This could create a monetary incentive for Ensemble or its investment adviser representatives to recommend the purchase of those securities. Despite this monetary incentive to recommend the purchase of such securities, Ensemble and its investment adviser representatives have a fiduciary duty to provide suitable recommendations to clients.

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8. OTHER FINANCIAL INDUSTRY ACTIVITIES OR AFFILIATIONS

A. Ensemble's parent company, AM&M Financial Services, Inc., is a wholly owned subsidiary of Tompkins Financial Corporation (Amex: TMP, "Tompkins"). Tompkins operates full service-banking offices in local market areas throughout New York State. Tompkins provides traditional banking services, as well as a full range of money management services through Tompkins Investment Services, a division of Tompkins Trust Company. Tompkins also offers personal and business insurance products through its Tompkins Insurance Agency, Inc., a subsidiary. Each Tompkins Financial Corporation subsidiary operates under the direction of its own local decision makers, focused on the needs of the unique communities served. Mr. Achzet, Founder and Vice Chairman of AM&M Financial's Board of Directors, serves on the Tompkins Board of Directors.

C.3. and C.4 The principal executive officers and other employees may also be officers and/or employees of AM&M Financial Services, Inc. (AM&M), a Control Company, as well as AM&M Planners, Inc. d/b/a AM&M Financial Services, Inc. (Planners), also an SEC-registered investment adviser. These individuals may also be executive officers, members of the investment committee and/or employees of Planners and as such may provide advisory services in their separate capacities on behalf of this affiliated adviser for which they will receive separate yet typical compensation. The investment advice provided by Ensemble may be the same as or different than the investment advice provided by Planners.

C.6. and C.9. Certain principal executive officers of Ensemble are minority shareholders of Tompkins Financial Corporation (Amex: TMP, "Tompkins"), the parent company of Ensemble. Tompkins Trust, Mahopac National Bank and The Bank of Castile are also subsidiaries of Tompkins Financial Corporation and provide full service banking in locations throughout New York State. Tompkins Insurance Agency, another affiliate provides personal and business insurance products. Ensemble may recommend the services of a Tompkins affiliate to advisory clients in need of such services.

Because principals of Ensemble have an interest in Tompkins, fees earned by Tompkins will accrue to the benefit of such principals and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize these services and may choose to use another provider and still retain Ensemble to provide its advisory services.

Certain principal executive officers of AM&M Financial Services, Inc., the parent corporation of Ensemble, are minority shareholders (with less than 2% ownership) of BenefitStreet, an online bundled service providing third party administration (TPA) services to employee benefit plans. Ensemble may recommend the services of BenefitStreet to advisory clients in need of such services.

Because principals of AM&M Financial Services, Inc., the parent corporation of Ensemble, have a minority interest in BenefitStreet, fees earned by BenefitStreet will accrue to the benefit of such principals and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize the TPA services provided by BenefitStreet and may choose to use another TPA and still retain Ensemble to provide its advisory services.

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AM&M Financial Services, Inc., the parent corporation of Ensemble, and certain principals are shareholders of National Advisors Holdings, Inc. (NAH), a Delaware corporation organized in August of 1998. Such persons will hold a minority interest (with less than 2% ownership), of the outstanding stock of NAH. NAH has chartered an institution through the Office of Thrift Supervision known as National Advisors Trust, FSB (NATC). NATC provides trust and custodial services to clients of shareholder investment advisory firms, such as AM&M, across the United States.

Because AM&M Financial Services, Inc., the parent corporation of Ensemble has an interest in NAH, and therefore indirectly has an interest in NATC, fees earned by NATC will accrue to the benefit of Ensemble and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize the trust services provided by NATC and may choose to use another fiduciary and still retain Ensemble to provide its advisory services.

Mr. Achzet, Founder and Vice Chairman of AM&M Financials' Board of Directors, is CEO of Achzet-Monaghan Inc., dba 457 Plan Group. Achzet-Monaghan provides securities services (through Ensemble Financial Services, Inc.) to participants in 457 retirement plans in the State of New York.

D.. Certain executive officers and related persons of AM&M are also member(s) of AMM/UTSF LP, (AMM/UTSF); a limited partnership formed for investment purposes, and 120 Linden Partners, the general partner of AMM/UTSF.

Ensemble Financial Services, Inc., as a broker dealer, occasionally participates in the sale of subordinated debentures of Intervest Mortgage Corporation ("Intervest"). At this time there are no Intervest Mortgage Corporation debentures held in managed accounts at Ensemble Financial Services, Inc. Ensemble does not offer these securities as part of its advisory services.

9. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS:

B. Ensemble Financial Services Inc. is an introducing broker dealer.

D. Persons or companies related to Ensemble may purchase or sell securities in which they have a financial interest. These securities may be recommended to clients.

E. Ensemble, independent investment advisor representatives or individuals associated with Ensemble may buy or sell securities identical to those recommended to customers for their personal account. It is the expressed policy of Ensemble that no person employed by or associated with Ensemble may place an order to purchase or sell any security before an order placed for a clients account for the same security the same day. Ensemble or any related persons may have an interest or position in (a) certain security(ies) that may also be recommended to a client. As these situations may represent a conflict of interest, Ensemble has established the following restrictions in order to ensure its fiduciary responsibilities:

A director, officer, employee or independent advisor of Ensemble shall not buy or sell for his/her personal portfolio where the decision is substantially derived, in whole or in part,

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by reason of his or her employment or association unless the information is also available to the investing public on reasonable inquiry. No person associated with Ensemble shall prefer his or her own interest to that of the advisory client.

Ensemble maintains a list of all securities holdings for itself, and anyone associated with the Ensemble. These holdings are reviewed on a regular basis by the Compliance Department.

9. CODE OF ETHICS:

Ensemble Financial Services, Inc. has adopted a Code of Ethics designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940 ("Advisers Act"). The Code is designed to ensure that the high ethical standards long maintained by Ensemble continue to be applied. The purpose of the Code is to preclude activities that may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of our firm continues to be a direct reflection of the conduct of each employee.

Pursuant to Section 206 of the Advisers Act, Ensemble, its independent investments advisor representatives and its employees are prohibited from engaging in fraudulent, deceptive or manipulative conduct. Compliance with this section involves more than acting with honesty and good faith alone. It means that Ensemble has an affirmative duty of utmost good faith to act solely in the best interest of its clients.

We will provide any client or prospective client with a copy of this Code of Ethics upon request.

It is further noted that Ensemble is in and shall continue to comply with the Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Ensemble has adopted a firm wide insider trading policy to be followed by Ensemble, its independent investment advisor representatives, associated persons and other employees. This statement has been distributed to all investment advisor representatives, associated persons and employees of Ensemble and has been signed and dated by each person. Further, Ensemble has adopted a written supervisory procedures statement highlighting the steps that shall be taken to implement the firm wide policy. These materials are also distributed to all investment advisor representatives,, associated persons and employees of Ensemble.

Provisions adopted include:

1. Restricting access to files;
2. Providing continuing education;
3. Restricting and/or monitoring trading on those securities of which Ensembles employees may have non-public information;
4. Requiring all of the Ensembles employees to conduct their trading through specified broker or reporting all transactions promptly to Ensemble; and
5. Monitoring the securities trading of the firm and its employees, associated persons and independent investment advisor representatives.

Ensemble requires that all individuals must act in accordance with all applicable federal and

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state regulations governing registered investment advisory practices.

Any individual not in observance of the above may be subject to termination.

10. CONDITIONS FOR MANAGING ACCOUNTS:

Ensemble Financial Services, Inc. does not require a minimum investment to manage accounts, though investment advisor representatives may decline clients that may be better served in another type of account.

Third Party Managed Asset or Wrap Fee Programs

Such programs may have their own minimum investment requirements.

11. REVIEWS AND REPORTS OF ACCOUNTS:

A. Reviews: Ensemble is a discretionary advisor of money management assets. Accounts are reviewed on an as needed basis, but not less frequently than quarterly. The investment advisor representative assigned to the account is responsible for these reviews. For these reviews, the overall portfolio structure and asset allocations are examined to insure that they are consistent with the clients stated objectives, time horizon, and risk tolerance. Each investment position is also reviewed to insure that it continues to be an appropriate investment for the portfolio. Modifications are made to each clients agreed upon allocation, if appropriate.

Various facts may occur which can necessitate review of client accounts. These include, but are not limited to, significant changes in the stock market prices, bond market prices, and other capital market movements; significant changes in the macro-economic variables such as interest rates, GNP growth and international currency movement. The overall portfolio structure and asset allocation policies are reviewed and the performance of the portfolio is compared to benchmarks developed for each client. Portfolios may be rebalanced if necessary and prudent.

B. Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, Ensemble may provide additional reports as contracted for at the inception of the advisory relationship.

Investment advisor representatives may provide clients access to software allowing them to view their accounts electronically. These reports are provided as a convenience and for informational purposes only. However these programs are not reconciled and clients should only rely on statements provided from the account custodians.

Advisory Accounts

Reviews: Each independent advisor will review managed accounts with the client at least annually for continued suitability, conformance with objectives and to determine if any changes to asset allocation are required.

Reports: The custodian will provide reports as stated in account application. The Independent Advisor may also furnish additional reports upon request.

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Financial Planning/Financial Counseling and/or Consulting Services:

Reports: Financial Planning clients will receive a completed financial plan. Clients receiving Consulting Services and/or Financial Counseling may or may not receive a report depending upon the nature of the services provided. Additional reports will not typically be provided unless otherwise contracted for.

Third Party Managed Asset or Wrap Fee Programs

Reviews: The independent advisor for the MAP or WFP will review each clients account as required in the vendor agreement. Each independent advisor will review the MAP or WFP for continued suitability and conformance with objectives.

Reports: The MAP or WFP manager or sponsor will provide reports as stated in their disclosure documents and account agreements. The investment advisor representative may also furnish additional reports upon request.

Insurance Review and Analysis

Reviews: The Director of Ensemble Risk Solutions, Inc. evaluates the insurance reviews and analysis.

Reports: Clients will receive a written report providing an analysis of current insurance coverage, comparisons of other products, and a review of the appropriateness of any replacements.

12. INVESTMENT AND BROKERAGE DISCRETION:

A. As the discretionary adviser of its clients' money management assets, Ensemble has the authority to specify securities to be bought and sold, the total amount of securities to be bought or sold, the brokers or dealers through whom securities are to be bought and sold, and the commission rates at which securities are to be effected.

Ensemble evaluates its selection of broker dealers on an annual basis in order to assess the competitiveness of the services and costs in comparison to alternative services or trading platforms.

In seeking to obtain the best combination of price and quality execution the client may not necessarily pay the lowest commission rates available through other broker dealers.

All transactions are made on an account basis. Ensemble does not aggregate trades therefore, Client will not benefit from volume discounts if any are available.

Financial Planning and Financial Consulting:

Ensemble's associated persons are registered representatives of Ensemble Financial Services, Inc. In the event that a client freely chooses to implement the advice through such registered representatives, the broker/dealer would be Ensemble Financial Services, Inc.

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Pursuant to IA-1092, the following statement is also made by Ensemble concerning its Comprehensive Financial Planning and Financial Counseling:

1. Clients are under no obligation to have Ensemble, its independent investment advisor representatives or associated persons implement any suggestions made in a written financial plan.
2. If asked to implement the suggestions of the financial plan, Ensemble intends to implement such financial planning, in whole or part, through products offered by Ensemble Financial Services, Inc.
3. To the extent Ensemble, its investment advisor representative or associated persons do implement such financial planning, they will be acting as agent for the broker dealer and/or the insurance brokerage company.
4. If insurance or securities products are implemented, Ensemble Financial Services, Inc would receive commissions.
5. Clients shall have total freedom to execute securities transactions with any company of their choice.
6. It is likely that Ensemble and/or its investment advisor representatives or associated persons, if asked to implement, will recommend or use only the financial products offered by the broker dealer or insurance brokerage company as stated above and that the financial plan could be limited by such products.

Third Party Managed Asset Programs

Ensemble has entered into agreements with several Third Party Managed Asset Programs ("MAPs") to provide a wider range of management options for our clients. An independent advisor and client must determine that such a program is in the best interest of the client. Ensemble may enter into agreements with three types of MAPs:

Managed Account Programs

Clients are provided with advice about portfolio managers but are charged advisory fees together with transaction-based commissions (rather than a single fee). Ensemble's responsibility for investment and brokerage discretion, if any, will be described in the account documents.

Mutual Fund Asset Allocation Program

In a mutual fund asset allocation program, the independent advisor will work with the client to determine the most appropriate strategy for their investment goals. The program manager provides management of the funds used in that strategy. Ensemble's responsibility for investment and brokerage discretion, if any, will be described in the account documents.

Solicitation

In a solicitation arrangement the independent advisor simply introduces the client to the MAP and helps complete the initial paperwork. Management discretion, advisory and brokerage services, rebalancing and reporting are provided by the program for a disclosed fee. The independent contractor and Ensemble will receive a portion of that fee for introducing the client. There will be no additional fees from Ensemble for the assets in the program.

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Wrap Fee Programs

Ensemble is a sponsor of several wrap fee programs. As a sponsor Ensemble will share certain responsibilities to the clients with other sponsors of the program. Such responsibilities include information gathering, annual reviews and suitability of the WFP for the client in light of their goals.

The designated sponsor will generally retain certain investment and brokerage discretion as defined in the account documents and agreements.

12. DIRECTED BROKERAGE - BROKER RECOMMENDATIONS:

B. At this time Ensemble has not accepted any advisory clients for whom we do not have discretionary authority. If in the future Ensemble accepts a client for whom Ensemble does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients may direct Ensemble as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that Ensemble will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients.

For clients in need of brokerage and/or custodial services, and depending on client circumstances and needs, Ensemble may recommend other broker-dealers provided that such recommendation is consistent with Ensemble's fiduciary duty to the client. The factors considered by Ensemble when making this recommendation are the broker's ability to provide professional services, Ensemble 's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Ensemble clients must evaluate another broker before opening an account. Clients are not under any obligation to affect trades through any recommended broker.

Clients may request that brokerage transactions be directed to a particular broker or dealer. However, if Ensemble believes that the use of that broker dealer would hinder Ensemble in meeting its fiduciary obligations, Ensemble will not be able to accept the account.

13. ADDITIONAL COMPENSATION:

A. Ensemble and/or its principal executive officers may, from time to time, receive the usual and customary compensation for the recommendation/introduction of insurance products. The receipt of this compensation may affect Ensemble's judgment in recommending products to its clients.

The principal executive officers, other employees or independent investment advisor representatives of Ensemble may, from time to time, receive 12b-1 distribution fees from investment companies in connection with the placement of client funds into investment companies.

While Ensemble endeavors at all times to put the interest of the clients first as part of its fiduciary duty, clients should be aware that the receipt of additional compensation itself creates

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a conflict of interest, and may affect the judgment of these individuals when making recommendations.

The fees charged by Ensemble, acting in its role as broker dealer, may be less or more than fees charged by other broker dealers. Fees earned under this arranged will benefit Ensemble and may provide a conflict of interest.

Ensemble disclosed in Item 7 of the Schedule F narrative that it is a wholly owned subsidiary of Tompkins Financial Corporation, which may provide certain trust and custodial services. Advisory clients of Ensemble in need of custodial services may have Tompkins recommended to them. The fees charged by Tompkins may be greater or less than the fees charged by other custodians.

Because Ensemble is a subsidiary of Tompkins, fees earned by the parent company may directly or indirectly benefit Ensemble and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize the trust or custodial services provided by Tompkins and may choose to use another fiduciary and retain Ensemble to provide its advisory services.

As previously disclosed in Item 7 of this Schedule F narrative, Ensemble is a shareholder of National Advisor Holdings, Inc. ("NAH"). NAH has formed a federal trust company known as National Advisors Trust, FSB, ("NATC"). Advisory clients of Ensemble in need of custodial or trust services may have NATC recommended to them. The fees charged by NATC may be greater or less than the fees charged by other custodians or trustees.

Because Ensemble and certain principals of Ensemble have a less than 2% an interest in NAH, and therefore indirectly have an interest in NATC, fees earned by NATC will accrue to the benefit of such principals and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize the trust services provided by NATC and may choose to use another fiduciary and retain Ensemble to provide its advisory services.

Ownership in BenefitStreet by certain principal executive officers of Ensemble was also previously disclosed in Item 7.C. of this Schedule F narrative. Ensemble may recommend the services of BenefitStreet to advisory clients in need of such services.

Because principals of Ensemble have an interest in BenefitStreet, fees earned by BenefitStreet will accrue to the benefit of such principals and thus create a conflict of interest. Clients of Ensemble, however, are under no obligation to utilize the services provided by BenefitStreet and may choose to use another TPA and retain Ensemble to provide its advisory services.

B. Ensemble may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. Ensemble is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, Ensemble will maintain all written instruments and all applicable Federal and/or State laws will be observed.

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PROXY DISCLOSURE

As a matter of firm policy and practice, Ensemble does not have any authority to and does not vote proxies on behalf of advisory clients. Clients must retain the fiduciary responsibility for receiving and voting proxies for securities maintained in client portfolios. Ensemble, however, may provide advice to clients regarding the clients voting of proxies, if requested to do so by the client.