



629 South 4th Street Suite #302
Louisville, KY 40202

(502) 681-6264

(877) 681-6264 Fax (502) 584-3150

WWW.MARSHALLYOURMONEY.COM

March 30, 2011

**Firm Brochure
(Part 2A of ADV)**

This brochure provides information about the qualifications and business practices of Marshall Wealth Management . If you have any questions about the contents of this brochure, please contact us at 502-681-6264 or james@marshallyourmoney.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Marshall Wealth Management is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Marshall Wealth Management is 123661. ²

¹ The cover page of your wrap fee program brochure must state your name, business address, contact information, web site address (if you have one), and the date of the wrap fee program brochure.

Note: If you primarily conduct advisory business under a name different from your full legal name, and you have disclosed your business name in Item 1.B of Part 1A of Form ADV, then you may use your business name throughout your wrap fee program brochure.

² Display on the cover page of your wrap fee program brochure the following (or other clear and concise language conveying the same information) and identifying the document as a "wrap fee program brochure":

This wrap fee program brochure provides information about the qualifications and business practices of [your name]. If you have any questions about the contents of this brochure, please contact us at [telephone number and/or email address]. 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 [your name] also is available on the SEC's website at www.adviserinfo.sec.gov.

Marshall Wealth Management 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.³

³ *If you refer to yourself as a “registered investment adviser” or describe yourself as being “registered,” include a statement that registration does not imply a certain level of skill or training.*

Table of Contents ⁴

<i>Services, Fees and Compensation</i>	1
<i>Account Requirements and Types of Clients</i>	5
<i>Portfolio Manager Selection and Evaluation</i>	6
<i>Client Information Provided to Portfolio Managers</i>	9
<i>Client Contact with Portfolio Managers</i>	9
<i>Additional Information</i>	10
<i>Requirements for State-Registered Advisers</i>	17

⁴ Provide a table of contents to your wrap fee program brochure. **Note:** Your table of contents must be detailed enough so that your clients can locate topics easily. Your wrap fee program brochure must follow the same order, and contain the same headings, as the items listed in this Appendix 1.

Services, Fees and Compensation

Form ADV Part 2A, Appendix 1, Item 4

Description:

Marshall Wealth Management, LLC bases its fees on a percentage of Assets Under Advisement, hourly charges, fixed fees, and a retainer that is not calculated on an Asset Under Advisement basis or on an hourly estimate. **(All fees are negotiable).**

A. Comprehensive Financial Planning

Initial financial planning fees for the comprehensive financial planning agreement are calculated on a module fee basis and adjusted for complexity of individual situations. Initial fees are determined at the outset by an Service Contract and are based on a variety of factors, including but not limited to historical relationship, total assets, investable assets, type of assets, anticipated future additional assets, gross income, anticipated future earning capacity, complexity of financial needs, relationships with other professionals, related accounts, or negotiations with clients. The basic financial planning fee is \$750 and consist of six modules. The breakdown in fees for each module is listed below.

A breakdown of the financial planning modules and fees is as follows:

- Module One: Data gathering, budgeting and cash management \$125
- Module Two: Protection planning (Life, disability & LTC insurance strategies) \$125
- Module Three: Tax Reduction strategies \$125
- Module Four: Investment planning (investment policy statements, asset allocation & wealth accumulation strategies) \$125
- Module Five: Retirement Planning (Qualified Plan analysis & income strategies) \$125
- Module Six: Estate Planning (wealth transfer and estate tax reduction strategies) \$125
- Module Seven: Multi-family wealth management strategies \$1250 per family *(This is a special service for 2 to 3 extended families working as a family cooperative)*
- The iPad version of the comprehensive financial plan (Marshall Wealth Management iPlan) comes pre loaded with financial education books, webinars, podcasts and the client's comprehensive financial plan. Estimated fee is **\$2,250**

B. Investment advisory services

Include the construction and management of investment portfolios held at Shareholders Services Group and other third party money management firm such as Curian Capital and Jefferson National. This includes the buying and selling of various securities, bonds and other financial instruments based on the parameters of the financial plan or Investment Policy Statement. The construction and management of investments consist of helping clients define goals and objectives, as well as, researching and suggesting strategies for reaching said goals and objectives.

A breakdown of the investment management fees are as follows:

Asset management fees range from 0 to 2% based on the value of their portfolio. Example of fee schedule breakdown: ***(Asset management fees are calculated annually and billed monthly in arrears)***

A detailed fee schedule showing calculations is provided with the initial investment application and the client must consent in advance to direct debiting of their investment account for management fees

- \$25,000 to \$500,000 (1.5% based on client service reviews, 24/7 web based access & misc support)
- \$500,001 to \$1 Million (1%)
- \$1,000,001 and over (negotiable in relation to market conditions)

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks, bonds and exchange-traded funds. These transaction charges are usually relatively small and are incidental to the purchase or sale of a security. In some cases, custodians also charge monthly, quarterly or annual custody fees. Fees for custody are disclosed to clients when this type of arrangement is recommended.

Mutual funds and exchange traded funds generally charge a management fee for their services as investment managers. The management fee is included in the expense ratio. Mutual fund fees also include transaction charges for the purchase or sale of securities within the fund and may charge other fees as disclosed in the fund prospectus. These fees are in addition to the fees paid by the client to Marshall Wealth Management, LLC.

Please see the section entitled "Brokerage Practices"

C. Financial Planning Consultation

This is an annual financial planning consulting agreement including, but not limited to assistance to client in designing personal financial planning goals and objectives and recommendations as to the allocation of present financial resources among different types of assets, at an hourly rate of \$150 for an estimated total of 5 hours. The actual fee may be lower or higher than the estimated amount.

(The annual comprehensive financial planning agreement is renewed annually until terminated in writing by the client, their court appointed representative or Marshall Wealth Management, LLC)

An Annual Financial Plan includes but is not limited to:

1. The Comprehensive financial plan outlined, which will include a review of Client's financial and tax circumstances, financial goals and a written report of recommendations.
2. Any updates in the financial plan as requested by Client; and changes to their benefit package and employer retirement plan.
3. Financial Planning consultation services upon Client's request during the year's period.
4. The ipad version of this plan (Marshall Wealth Management iPlan) comes pre loaded with financial education books, webinars, podcasts and the client's comprehensive financial plan. Estimated fee is **\$2,250** **(The retainer fee is the same as a standard plan)**

COMPENSATION:

Client shall pay Adviser an estimated fee of **\$750** for all services furnished under the financial planning agreement. The fees do not include any additional charge for analysis of Client's insurance needs and policies if prohibited by state statute; such analysis will be done at no cost to client if so prohibited. ***(All fees are negotiable)***

- Fees for financial planning consultations (as listed in I.A) will be billed to Client before the services are performed. However the plan will be complete and delivered within 45 days of written agreement
- Clients may retain Marshall Wealth Management, LLC to provide a onetime financial plan, portfolio analysis or investment policy statement for a fixed fee. Financial planning fees range from \$125 to a maximum fee of \$5,000; However a typical financial planning fee is \$750
- Annual retainer fees for the annual financial planning service is billed in January and payable upon receipt. ***(there is a 20% discount if paid before March 31st of each year)*** an example of a typical annual retainer fee is \$500 (\$400 with the 20% discount)
- Annual investment management fees range from 0% to 2% as indicated on the investment management account application. ***(see paragraph 1.A for schedule of fees in relation to account balances)***
- Financial planning contracts terminated within 6 months of execution will have fees fully refunded. After 6 months fees will be refunded based on a pro rata bases.
- Investment management contracts with Marshall Wealth Management are non-discretionary; nor do they grant custody of customer funds

D. Investment management services

Marshall Wealth Management, LLC charges a 1% annual management fee for funds it advises through a solicitor's agreement with Curian Capital and Jefferson National. MWM charges a 1% management fees for funds held with our custodian Shareholders Services Group. However, some transaction from the Shareholders Services Group account will be charged directly to the client. Charges such as, wire transactions, overnight funds delivery, etc. **See "Other fees" section**

E. Specialized services

Marshall Wealth Management, LLC is Registered Investment Advisory firm specializing in comprehensive financial planning. We construct, analyze and implement financial planning strategies addressing the following basic concepts of financial planning:

- Cash Position management
- Debt management
- Investment planning
- Retirement planning
- Tax planning
- Estate planning

F. Conflicts of interest

Marshall Wealth Management, LLC acknowledges that there might be some conflicts of interest:

1. Marshall Wealth Management is a Registered Investment Advisory firm.
2. James Marshall is also a licensed agent for various insurance companies.
3. Adviser and its IARs may recommend to Client that he/she purchase insurance products, such as life insurance, disability insurance and annuities. Sales commissions are paid to the writing agent on insurance product sales
4. Currently Marshall Wealth Management, LLC has a license and solicitation agreement with Jefferson National, One America, Aviva, Allianz, American General, Pacific Life and Curian Capital.

Account Requirements and Types of Clients

Form ADV Part 2A, Appendix 1, Item 5

Marshall Wealth Management, LLC generally provides investment advice to individuals, families, trusts and estates. Advice may extend to entities related to the client such as small businesses and charitable organizations, including foundations and endowments. Client relationships vary in scope and length of service.

The minimum account balance to open a fee based account through Marshall Wealth Management, LLC with one of our money management partners is \$25,000. However, we do except smaller accounts through our custodian Shareholders Services Group on a case by case bases.

Portfolio Manager Selection and Evaluation

Form ADV Part 2A, appendix 1, Item 6

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

A. Describe how you select and review portfolio managers, your basis for recommending or selecting portfolio managers for particular clients, and your criteria for replacing or recommending the replacement of portfolio managers for the program and for particular clients.

We use investment return data provided by portfolio managers to review their performance. We check their stated returns against the returns we calculate using the beginning portfolio balance and the ending portfolio balance. This is then compared against the indexes.

One of the key decision points on selecting third party money manage is accessibility and service delivery.

B. Disclose whether any of your related persons act as a portfolio manager for a wrap fee program described in the wrap fee program brochure. Explain the conflicts of interest that you face because of this arrangement and describe how you address these conflicts of interest. Disclose whether related person portfolio managers are subject to the same selection and review as the other portfolio managers that participate in the wrap fee program. If they are not, describe how you select and review related person portfolio managers.

We do not act as portfolio managers for wrap fee programs

Advisory Business

Part2A Items 4.B.:

Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.

Marshall Wealth Management, LLC was founded in 2001 by James L. Marshall, Jr., as Marshall Capital Management Group. In 2009 we converted to an LLC, and changed the name to Marshall Wealth Management to reflect the main focus of our mission statement. We provide comprehensive financial planning and investment management to individuals, families and institutions. Marshall Wealth Management works with clients to define financial objectives and to develop strategies for reaching those objectives, some of which may include: budgeting, debt management, money management, investment planning and portfolio management, tax reduction strategies, retirement planning and qualified fund management and estate planning. As well as other financial issues specific to the client.

We do a lot of work with the management of large case settlements and lottery winnings for clients. The area that we specialize in is financial education, financial advocacy and building family wealth through the construction and implementation of comprehensive financial plans.

The firm's compensation is management and advisory fees paid by clients and commissions paid by

other financial services companies for the placement of their products with our clients; i.e. life insurance, health insurance and annuities. No referral fees are paid or accepted.

Assets under the direct management of Marshall Wealth Management, LLC are held by an independent custodian, Shareholders Services Group, Inc, in the client's name. Marshall Wealth Management does not act as a custodian of clients assets.

We may recommend other professionals (e.g. lawyers, accountants, insurance agents, real estate agents, etc.) at the request of the client. Other professionals are engaged directly by the client on an as-needed basis even when recommended by the advisor. Any conflicts of interest will be disclosed to the client and managed in the best interest of the client.

James L. Marshall, Jr. owns 100% of Marshall Wealth Management, LLC. There are no intermediate subsidiaries.

Part2A Items 4.C.:

Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.

The primary type of advisory service offered by Marshall Wealth Management, LLC is financial planning. Marshall Wealth Management, LLC also provides investment supervisory services (i.e. "asset management") and furnishes investment advice, but only as a part of an on-going financial relationship.

At Marshall Wealth Management, LLC advisory services are tailored to the individual needs of the client. Client goals and objectives are clarified in meetings and via correspondence, and are used to determine the course of action for each individual client. The goals and objectives for each client are documented in our client relationship system and in client files, either in hard copy or in electronic files.

Every financial plan is created independently for each client and all recommendations are tailored to the comfort and risk level of the individual client. With our managed accounts offered through Curian Capital, clients can exclude certain companies or industries they do not want to invest in.

In performing its services, Marshall Wealth Management, LLC is not required to verify any information received from client or from the client's other professionals. Each client is advised that it remains his/her responsibility to promptly notify Marshall Wealth Management, LLC when there is any change in his/her financial situation and/or financial objectives for the purpose of reviewing, evaluating, or revising previous recommendations and/or services.

Performance-Based Fees and Side-By-Side Management

Part 2A Item 6

We do not charge performance-based fees

Methods of Analysis, Investment Strategies and Risk of Loss

Part2A Item 8.A.:

Marshall Wealth Management uses several sources to analyze investments, i.e. Morningstar, Bloomberg and Yahoo finance, fund prospectus, S & P reports, Argus reports, Thompson Reuters Stock reports, financial newspapers and magazines, research materials prepared by others, filings with the Securities and Exchange Commission, and annual reports. We perform back test on long-term investment strategies and focus on asset allocation over stock selection. We also attend on and off site visits with fund and portfolio managers, conference calls, and industry conferences.

The primary investment strategy we use for client accounts is strategic asset allocation. We may use passively managed index and exchange-traded funds when appropriate for the client and actively managed funds, dividend paying stocks, and individual municipal bonds where they are opportunities to make a difference by security selection. Portfolios are generally globally diversified to control the risk associated with traditional markets. We may also at times recommend unrelated, third party investment managers who have a greater expertise in certain disciplines when appropriate for the client.

The investment strategy for a specific client is based upon the objectives, income needs, and tax situation stated by the client during consultations. The client may change these objectives at any time. The client's goals and objectives are recorded during meetings and via correspondence with the client. Each client portfolio is constructed solely for that client. We do not use model portfolios, and we do not utilize composites to illustrate results.

All investment programs have certain risks that are borne by the investor. Our investment approach keeps the risk of loss in mind. However, we are careful to inform our clients that there is risk involved in all types of investments, and that our goal is to manage the clients risk, returns and expectations. Investment risk includes the following: Loss of Principal Risk, Interest-rate Risk, Market Risk, Inflation Risk, Currency Risk, Reinvestment Risk, Business Risk, Liquidity Risk, and Financial Risk.

Voting Client Securities

Part2A Item17:

We do not have the authority to vote client securities

Client Information Provided to Portfolio Managers

Form ADV Part 2A, Appendix 1, Item 7

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Describe the information about clients that you communicate to the clients' portfolio managers, and how often or under what circumstances you provide updated information.

The clients name, address, telephone number, social security number, drivers license number and financial position to include net worth, income and expenses. For qualified accounts we also provide the name, birth date and social security number of their beneficiaries

Client Contact with Portfolio Managers

Form ADV Part 2A, Appendix 1, Item 8

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Explain any restrictions placed on clients' ability to contact and consult with their portfolio managers.

Clients do not have excess to the portfolio managers; however, they can request changes to their account allocations or make transaction in their directly with the custodians if they so please. The custodian first response will be to suggest the client contact Marshall Wealth Management to make these transactions on behalf of the client.

If the client chooses not to contact us he or she can request the transaction directly with the custodian.

Additional Information

Form ADV Part 2A, Appendix 1, Item 9

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

A. Respond to Item 9 (Disciplinary Information) and Item 10 (Other Financial Industry Activities and Affiliations) of Part 2A of Form ADV.

Disciplinary Information

Part 2A Item 9:

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

Items 9.A, 9.B, and 9.C list specific legal and disciplinary events presumed to be material for this Item. If your advisory firm or a management person has been involved in one of these events, you must disclose it under this Item for ten years following the date of the event, unless (1) the event was resolved in your or the management person's favor, or was reversed, suspended or vacated, or (2) you have rebutted the presumption of materiality to determine that the event is not material (see Note below). For purposes of calculating this ten-year period, the "date" of an event is the date that the final order, judgment, or decree was entered, or the date that any rights of appeal from preliminary orders, judgments or decrees lapsed.

Items 9.A, 9.B, and 9.C do not contain an exclusive list of material disciplinary events. If your advisory firm or a management person has been involved in a legal or disciplinary event that is not listed in Items 9.A, 9.B, or 9.C, but nonetheless is material to a client's or prospective client's evaluation of your advisory business or the integrity of its management, you must disclose the event. Similarly, even if more than ten years have passed since the date of the event, you must disclose the event if it is so serious that it remains material to a client's or prospective client's evaluation.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person

1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;

No criminal or civil actions

2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;

No pending criminal proceedings

3. was found to have been involved in a violation of an investment-related statute or regulation; or

In 2010 Finra found that James Marshall did not seek prior approval from his broker dealer to allow some clients to invest in his company, Mini Moguls, LLC. The activity was fully disclosed on his annual outside activity reports; but no approval was given by the broker/Dealer for client participation.

4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

No

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or

No

2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority

(a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;

No

(b) barring or suspending your firm's or a management person's association with an investment-related business;

No

(c) otherwise significantly limiting your firm's or a management person's investment-related activities; or

No

(d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.

No

C. A self-regulatory organization (SRO) proceeding in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or

No

2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership;

(ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

In 2010 Finra found that James Marshall did not seek prior approval from his broker dealer to allow some clients to invest in his company, Mini Moguls, LLC. The activity was fully disclosed on his annual outside activity reports; but no approval for client participation. This resulted in \$10,000 fine

Marshall Wealth Management lacked written contracts for several clients, resulting in violations of 808 KAR 10:450 Section 2(17). Based on these violations, the Kentucky DFI assessed a fine of \$3,000.

Second, 808 KAR 10:030 Section 4 requires an investment advisor (“IA”) to annually furnish each advisory client a written disclosure statement, which must be a copy of Part II of the IA’s Form ADV, or at least the information contained in the Form ADV. Marshall Wealth Management could not produce evidence of such annual disclosure. Therefore, DFI assessed a fine in the amount of \$250 for this violation.

Finally, pursuant to KRS 292.500(5), all financial statements must be prepared in accordance with generally accepted accounting principles (“GAAP”). The financial statements supplied during the exam on behalf of Marshall Wealth Management did not conform to GAAP. For this violation, DFI assessed a fine of \$250.

Other Financial Industry Activities and Affiliations

Part 2A Item 10:

A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

No

B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.

No

C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships.

James Marshall sells insurance products as a general agent for Aviva, One America, Allianz and Pacific Life. Commissions are received for these services.

Marshall Wealth Management, LLC receives an annual management fee of 0% to 2% of account balance for referring clients to Curian Capital and Jefferson National. Marshall Wealth Management, LLC has a solicitor's contract with Curian Capital & Jefferson National. Curian provides portfolio management services to select clients. Jefferson National provides flat fee variable annuities to select clients. Both companies provide best practice consulting, marketing support and client seminar events for the benefit of clients and prospects. These companies provide Marshall Wealth Management access to its practice marketing templates, seminar marketing flyers and market outlook white papers and other market news and analysis. Marshall Wealth Management creates the investment Policy Statement and the Asset Allocation Model as well as monitoring the portfolio on a daily bases to assure it's alignment with client goals and Objectives.

B. Respond to Items 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading), 13 (Review of Accounts), 14 (Client Referrals and Other Compensation), and 18 (Financial Information) of Part 2A of Form ADV, as applicable to your wrap fee clients.

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

Form ADV Part 1, Item 11:

A. If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to [SEC rule 204A-1](#) or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.

Marshall Wealth Management, LLC has developed a Code of Ethics designed to detect & prevent violations of applicable investment advisory laws by its employees and IAR's, and to ensure compliance with the internal policies & procedures of Marshall Wealth Management, LLC. A copy of the Code of Ethics is available to clients upon request.

B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

Examples: (1) You or a related person, as principal, buys securities from (or sells securities to) your clients; (2) you or a related person acts as general partner in a partnership in which you solicit client investments; or (3) you or a related person acts as an investment adviser to an investment company that you recommend to clients.

James Marshall owns a financial education company called Mini Moguls edutainment, LLC. The company provides financial education comic books to schools and after school programs across the country. It also conducts camps for kids age 9 - 15. In the past James Marshall has allowed 6 clients to invest in Mini Moguls, LLC a company he as a financial interest in

C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

James Marshall owns some of the securities that he recommends to clients. There is no trading in my personal account ahead of clients.

D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

James Marshall owns some of the securities that he recommends to clients. There is no trading in my personal account ahead of clients.

Note: *The description required by Item 11.A may include information responsive to Item 11.B, C or D. If so, it is not necessary to make repeated disclosures of the same information. You do not have to provide disclosure in response to Item 11.B, 11.C, or 11.D with respect to securities that are not “reportable securities” under [SEC rule 204A-1\(e\)\(10\)](#) and similar state rules.*

Review of Accounts

Form ADV Part 1, Item 13:

A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.

The frequency of reviews is individually negotiated with each client. Comprehensive Financial Planning clients generally are provided with quarterly, semi-annual, or annual reviews, which vary in focus by quarter, may include asset allocation updates and rebalancing, performance reviews, tax and estate planning reviews, investment reviews, cash flow monitoring, and more.

There will be one reviewer, James L. Marshall, Jr., President and Senior Financial Advisor. Currently I will be reviewing approx. 143 accounts.

B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

Account reviews for Comprehensive Financial Planning clients are performed more frequently when market conditions dictate, or when a client's objectives change. A review may be triggered by client request, changes in market conditions, new information about an investment, changes in tax laws, or other important changes.

C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

Reviews are web based reviews through eMoney, Pershing and the progress reports generated by Curian Capital, Jefferson National, Allianz and Aviva. The client's account positions are updated to the web based personal financial plan and homepage.

Marshall Wealth Management sends out a written summary after each meeting covering the areas reviewed during the meeting: Cash Management, Protection Planning, Investment Planning, Retirement Planning, Tax Planning and Estate Planning, or other reports as needed.

Client Referrals and Other Compensation

Form ADV Part 1, Item 14:

A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

Marshall Wealth Management, LLC has been fortunate to receive many client referrals over the years. The referrals have come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other sources. The firm does not pay for referrals.

Marshall Wealth Management, LLC receives an annual management fee of 0% to 2% of account balance for referring clients to Curian Capital and Jefferson National. Marshall Wealth Management, LLC has a solicitor's contract with Curian Capital & Jefferson National. Curian provides portfolio management services to select clients. Jefferson National provides flat fee variable annuities to select clients. Both companies provide best practice consulting, marketing support and client seminar events for the benefit of Marshall Wealth Management clients and prospects. These companies provide Marshall Wealth Management access to its practice marketing templates, seminar marketing flyers and market outlook white papers and other market news and analysis. Marshall Wealth Management creates the investment Policy Statement and the Asset Allocation Model as well as monitoring the portfolio on a daily bases to assure it's alignment with client goals and Objectives.

B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

Note: *If you compensate any person for client referrals, you should consider whether [SEC rule 206\(4\)-3](#) or similar state rules regarding solicitation arrangements and/or state rules requiring registration of investment adviser representatives apply.*

We do not compensate any person or organization for client referrals

Financial Information

Form ADV Part 1, Item 18:

A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.

1. The balance sheet must be prepared in accordance with generally accepted accounting principles,

audited by an independent public accountant, and accompanied by a note stating the principles used to prepare it, the basis of securities included, and any other explanations required for clarity.

NA

2. Show parenthetically the market or fair value of securities included at cost.

NA

3. Qualifications of the independent public accountant and any accompanying independent public accountant's report must conform to [Article 2 of SEC Regulation S-X](#).

Note: *If you are a sole proprietor, show investment advisory business assets and liabilities separate from other business and personal assets and liabilities. You may aggregate other business and personal assets unless advisory business liabilities exceed advisory business assets.*

Note: *If you have not completed your first fiscal year, include a balance sheet dated not more than 90 days prior to the date of your brochure.*

Exception: *You are not required to respond to Item 18.A of Part 2A if you also are: (i) a qualified custodian as defined in [SEC rule 206\(4\)-2](#) or similar state rules; or (ii) an insurance company.*

Click here to enter text.

B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.

Note: *With respect to [Items 18.A](#) and [18.B](#), if you are registered or are registering with one or more of the state securities authorities, the dollar amount reporting threshold for including the required balance sheet and for making the required financial condition disclosures is more than \$500 in fees per client, six months or more in advance.*

We do not have discretionary authority or custody of client funds or securities

C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

NA

Requirements for State-Registered Advisers

Form ADV Part 2A, Appendix 1, Item 10

****If you are registering or are registered with the SEC, remove this section. If you are registering or are registered with one or more state securities authorities, you must respond to the following additional item.**

THIS SECTION IS REQUIRED. YOU MAY NOT OMIT THIS HEADING. You must answer each item. If an item is not applicable, you must state that it is not applicable.

Respond to Item 19.E of Part 2A of Form ADV.

Form ADV Part 2A, Item 19.E.

In addition to any relationship or arrangement described in response to Item [10.C. of Part 2A](#), describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item [10.C. of Part 2A](#).

There are no additional relationships other than what was disclosed in 10.C of Part 2A