

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Keatley Wealth Management, LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
3514 Kingsmeade Court	Charlotte		28226	(704) 540-5535

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required.	Schedule G

(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 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.

Applicant: Keatley Wealth Management, LLC	SEC File Number: 801-N/A	Date: 01/03/2010
---	------------------------------------	----------------------------

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	<u>90%</u>
<input type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services	<u> %</u>
<input checked="" type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above	<u>5%</u>
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription	<u> %</u>
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above	<u> %</u>
<input type="checkbox"/>	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities	<u> %</u>
<input type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	<u> %</u>
<input type="checkbox"/>	(8) Provides a timing service	<u> %</u>
<input checked="" type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	<u>5%</u>

(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.)

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

	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
--	---	-----------------------------

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 type="checkbox"/> (5) Commissions
<input 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 type="checkbox"/> D. Pension and profit sharing plans	

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

Applicant:

Keatley Wealth Management, LLC

SEC File Number:

801- N/A

Date:

01/03/2010

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

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Equity securities
<input checked="" type="checkbox"/> (1) exchange-listed securities
<input checked="" type="checkbox"/> (2) securities traded over-the-counter
<input checked="" type="checkbox"/> (3) foreign issues

<input type="checkbox"/> B. Warrants

<input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper)

<input type="checkbox"/> D. Commercial paper

<input checked="" type="checkbox"/> E. Certificates of deposit

<input checked="" type="checkbox"/> F. Municipal securities

G. Investment company securities:
<input checked="" type="checkbox"/> (1) variable life insurance
<input checked="" type="checkbox"/> (2) variable annuities
<input checked="" type="checkbox"/> (3) mutual fund shares | <input checked="" type="checkbox"/> H. United States government securities

I. Options contracts on:
<input checked="" type="checkbox"/> (1) securities
<input type="checkbox"/> (2) commodities

J. Futures contracts on:
<input type="checkbox"/> (1) tangibles
<input type="checkbox"/> (2) intangibles

K. Interests in partnerships investing in:
<input type="checkbox"/> (1) real estate
<input type="checkbox"/> (2) oil and gas interests
<input type="checkbox"/> (3) other (explain on Schedule F)

<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)

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

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

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

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

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

Applicant: Keatley Wealth Management, LLC	SEC File Number: 801-N/A	Date: 01/03/2010
---	------------------------------------	----------------------------

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No
 (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="checkbox"/> (1) broker-dealer	<input type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input type="checkbox"/> (9) insurance company or agency
<input checked="" type="checkbox"/> (4) financial planning firm	<input type="checkbox"/> (10) pension consultant
<input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant	<input type="checkbox"/> (11) real estate broker or dealer
<input type="checkbox"/> (6) banking or thrift institution	<input type="checkbox"/> (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.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?..... Yes No

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

Applicant: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	-------------------------------------	----------------------------

9. Participation or 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.)

- 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 triggering 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.

Account assets for Investment Advisory clients are supervised continuously and formally reviewed at least quarterly by Karen R. Keatley. The review process will include: comparing the current asset allocation to the recommended asset allocation and evaluating the need for rebalancing or tax management activities. Additional account reviews may be triggered by any of the following events: a specific client request, deposit or withdrawal of client funds, or a change in the client's stated goals or objectives.

With regard to traditional hourly financial planning, Keatley Wealth Management, LLC ("KWM") does not undertake to provide continuous monitoring services, thus does not provide ongoing reviews of clients' accounts once the financial planning or hourly consultation engagement is completed.

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

Investment Advisory clients whose accounts KWM directly manages will receive quarterly performance reports that summarize the account's current asset allocation, transactions during the period and calculate performance for the quarter, year to date and since inception. These quarterly reports will be furnished in addition to the custodian's regular monthly statements.

Periodic reports are not furnished to hourly financial planning clients.

No separate reports will be furnished to clients regarding asset allocation reviews or rebalancing.

Applicant: Keatley Wealth Management, LLC	SEC File Number: 801-N/A	Date: 01/03/2010
---	------------------------------------	----------------------------

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

- 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 commissions 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 checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(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; 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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part
II**

Applicant: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	---	--------------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer
1.A(3)(7)(9)	<p>The following provides details regarding questions in the accompanying Form ADV Part II, pages 1-6.</p> <p><u>Financial Planning Services</u></p> <p>Keatley Wealth Management, LLC ("KWM") provides financial planning services to individuals and families. These services may be general in nature or focused on particular areas of interest or need, depending upon each Client's unique circumstances. Advice is rendered in the areas of cash flow and debt management, risk management, college funding, retirement planning, estate planning, tax planning, asset allocation and investment selection. The Advisor employs fundamental, long-term financial planning and investment strategies.</p> <p>The Advisor first conducts an initial interview and gathers data to assist Client in determining specific needs, goals, objectives and tolerance for risk. Advisor then prepares analysis of the current financial situation and possible future scenarios, when appropriate. Next, the Advisor presents the analysis and a written summary of the significant observations, assumptions and recommendations over each area that the Advisor was engaged to provide advice. Upon the completion of this presentation the engagement is concluded. Clients may re-engage Keatley Wealth Management, LLC as needed. Periodic financial check-ups are recommended and it is the Client's responsibility to initiate this review.</p>
1.C(2)	<p><u>Financial Planning Fees</u></p> <p>Fees for financial planning services are \$250 per hour and are negotiable at the sole discretion of KWM. Hourly fees are billed in six (6) minute increments. Projects spanning more than three months will be billed quarterly. Fees are not collected for services to be provided more than 6 months in advance. For financial planning services, KWM requires a deposit for initial engagements in the amount of the lesser of \$500 or 1/2 of the lower end of the estimated fee range. The balance of fees due are payable immediately upon presentation of the plan or advice to Client. Services to be provided and the anticipated fee range are detailed in the written Service Agreement.</p> <p>Either party may terminate an engagement upon written notice within (5) days of signing the Service Agreement, at which time no fees would be due. Should Client terminate the engagement after this date, Client is responsible and will be invoiced for any time charges incurred by Advisor in the preparation of their Plan.</p>
1.A(1)	<p><u>Investment Advisory Services</u></p> <p>KWM manages investment portfolios for individuals, charitable organizations and other entities. KWM will work with the Client to determine the Client's investment objectives, tax situation, and ability and willingness to assume risk. KWM will evaluate the Client's existing investments, if requested to do so. KWM will allocate the Client's account among various asset classes taking into consideration the overall investment allocation agreed to by the Client.</p>

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: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	---	--------------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer								
1.C. (1)	<p>KWM primarily recommends portfolios consisting of no-load, institutional class funds offered by Dimensional Fund Advisors (DFA), Fidelity and others, in addition to exchange traded funds (ETFs), individual fixed income securities, certificates of deposit, and rarely, individual equity securities. KWM manages all portfolios on a discretionary basis. KWM acts as a fee-only investment advisor for Clients who contract with KWM for investment advisory services. KWM does not receive any commissions or other income in connection with acting as the Client's investment advisor except for the fees described below.</p> <p><u>Investment Advisory Fees</u></p> <p style="text-align: center;">Investment Fee Schedule* <i>(Applies to entire account balance)</i></p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;"><i>Portfolio Value</i></th> <th style="text-align: left;"><i>Annual Fee</i></th> </tr> </thead> <tbody> <tr> <td><i>First \$500,000</i></td> <td><i>1.00% (new acct. minimum is \$300,000)</i></td> </tr> <tr> <td><i>The next \$1,500,000</i></td> <td><i>.75%</i></td> </tr> <tr> <td><i>\$2,000,000 and above</i></td> <td><i>.50%</i></td> </tr> </tbody> </table> <p>KWM, at its discretion, may accept new investment accounts under our published minimum.</p> <p>Advisory fees are normally computed on the entire account balance and charged quarterly in advance based upon the market value of Client's account as reflected in the custodian statement as of the end of the prior quarter. Initial charges will be pro-rated for the current quarter.</p> <p>Additional assets deposited into Client's account after it is opened may be charged a pro rata fee based upon the number of days remaining in the current calendar quarter. No fee adjustments will be made for partial withdrawals. If an account falls below the minimum account size requirement, KWM reserves the right to terminate advisory services.</p> <p>Individual accounts for members of the same household may be assessed fees based upon the total account balances of all members. Individual accounts for extended family members may be assessed fees based upon the accounts of the primary Client.</p> <p>Owners or employees of KWM and their immediate family members are charged a maximum annual fee of .25%.</p> <p>KWM advisory fees will be withdrawn directly from the Client's account held by an independent custodian. The custodian of the account is advised in writing of the limitation on KWM's access to the account. The custodian will also send a statement directly to the Client, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid to KWM.</p> <p>All fees paid to Keatley Wealth Management, LLC for financial planning and advisory services are completely separate and distinct from the fees and expenses charged by mutual fund, ETF's to their shareholders. These fees and expenses are described in each fund's prospectus. A Client could invest in the funds directly without the services provided by KWM. In this case, the Client would not receive the advice and services provided by KWM which are designed, among other things, to assist the Client in determining which</p>	<i>Portfolio Value</i>	<i>Annual Fee</i>	<i>First \$500,000</i>	<i>1.00% (new acct. minimum is \$300,000)</i>	<i>The next \$1,500,000</i>	<i>.75%</i>	<i>\$2,000,000 and above</i>	<i>.50%</i>
<i>Portfolio Value</i>	<i>Annual Fee</i>								
<i>First \$500,000</i>	<i>1.00% (new acct. minimum is \$300,000)</i>								
<i>The next \$1,500,000</i>	<i>.75%</i>								
<i>\$2,000,000 and above</i>	<i>.50%</i>								

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: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	----------------------------------	-------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer
	<p>funds are most appropriate to each Client's financial situation and objectives. DFA funds also may not be available to the retail Client directly. Accordingly, the Client should review both the fees charged by KWM and the fees charged by the funds to fully understand the total amount of fees to be paid.</p> <p><u>Termination of Investment Advisory Services</u></p> <p>Client may terminate KWM advisory services without penalty within (5) business days of signing the investment advisory agreement. In all other situations, the investment advisory agreement is effective for one year and shall be automatically renewed for successive one year terms unless terminated by either the Client or KWM within (30) written notice. Upon proper notice, any unearned fees Client has paid to KWM will be refunded pro-rata based upon the number of days remaining in the current quarter.</p> <p>If Client transfers all assets to another custodian or removes KWM as the designated investment advisor with the current custodian, the advisory agreement in force will be deemed terminated without proper notice and no refund of fees will be required. KWM in its sold discretion may choose to refund fees as if proper notice was given.</p> <p>Clients are advised that they may keep any existing shares of DFA funds already owned, but new shares may not be purchased without approval from DFA. In addition, not all custodians will hold DFA funds so Clients may experience some limitation in managing these funds after terminating advisory services with KWM.</p>
3.	<p><u>Types of Investments</u></p> <p>Investment advice may be offered on any investments currently held, or under consideration by a Client. Recommendations for new investments will typically be limited to those items checked under Item#3 of form ADV, part II. KWM regularly advised on the exercise and sale of employer stock options but does not routinely recommend investing in options, or other derivative products.</p> <p>KWM does not usually recommend the purchase of public or private partnership programs of hedge funds due to their illiquidity, lack of transparency, and the fee structure of such programs. KWM may recommend various public real estate investment trusts (REITS) for those Clients who desire to include real estate in their asset allocation strategy.</p>
4.A, B & C	<p><u>Method of Analysis and Investment Strategies</u></p> <p>If Advisor is engaged to provide investment advice, Client's current financial situation, needs, goals, objectives and tolerance for risk are first evaluated. Asset allocation and investment policy decisions are then made to, in Advisor's best judgment, help Client to achieve his/her overall financial objectives while minimizing risk exposure. Asset allocation is a key component of investment portfolio design. Advisor believes that the appropriate allocation of assets across diverse investment categories (stock vs. bond, foreign vs. domestic, large cap vs. small cap, high quality vs. high yield, etc.) is the primary determinant of portfolio returns and critical in the long-term success of one's financial objectives.</p> <p>Advisor employs fundamental, long-term, buy-and-hold philosophies and approaches in</p>

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: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	---	--------------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer
	<p>their investment selection and implementation strategies. Recommendations provided are based on publicly available reports, analysis, research materials, computerized asset allocation models, and various subscription services. On occasion, Client may direct that a particular security be held or traded in their account, and KWM may accommodate their request without taking responsibility for the performance of that security.</p> <p>KWM does not represent, warrant or imply that the services or methods of analysis used by KWM can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or crashes. No guarantees can be offered that Client's goals or objectives will be achieved. Furthermore, no promises or assumptions can be made that the advisory services offered by KWM will provide a better return than other investment strategies.</p> <p>Client is advised that the investment recommendations and advice offered by KWM are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform KWM promptly with respect to any changes in Client's financial situation and/or investment goals and objectives. Failure to notify KWM of any such changes could result in investment recommendations not meeting the needs of the Client.</p> <p><u>Privacy Notice</u></p> <p>KWM gathers non-public information from Clients in order to provide advisory products and services. KWM does not share non-public information with nonaffiliated third parties except as directed verbally or in writing by the Client or required by law. Clients will be provided with a copy of KWM's privacy policy upon establishment of a Client relationship with KWM and annually thereafter as long as Client remains an active Client.</p>
5.	<p>Keatley Wealth Management, LLC employees who render investment advice to Clients must have a college degree, relevant financial planning and/or investment advisory experience and be a Certified Financial Planner (CFP[®]) practitioner in good standing with the Certified Financial Planners Board of Standards.</p>
6.	<p><u>Education and Business Background</u></p> <p>Name: Karen R. Keatley, CFP[®], CFA, born 1962</p> <p>Education: Certified Financial Planner (CFP[®]), 2003 Chartered Financial Analyst (CFA), 1992 Duke University, MBA, 1988 Lehigh University, Bachelor of Arts in Economics and Psychology, 1984</p> <p>Experience: Keatley Wealth Management, LLC (formerly K Squared Financial Financial Planning LLC). President, 4/03 – present Investment Advisor Representative The Prudential Insurance Company of America Vice President, Prudential Investment Corporation Managed portfolio of General Account consisting primarily of fixed-income, private placement assets. 6/88-4/95.</p>

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: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	----------------------------------	-------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer
9. E	<p><u>Participation or Interest in Client Transactions</u></p> <p>At times employees and other related parties to Advisor may hold positions in securities that may also be recommended to Clients. However, at no time will Advisor or any related party receive preferential treatment over Clients.</p> <p>Advisor enforces the applicable rules of the North Carolina Investment Advisors Act, including the prohibition against insider trading. Advisor maintains the required personal securities transaction records for all employees.</p> <p>Keatley Wealth Management, LLC has a Code of Ethics which states that the Advisor will place the Clients' interests first and will refrain from having outside interests that conflict with the Client. The Code of Ethics also requires that the Advisor disclose any potential and actual conflicts of interest to Clients. Advisor also adheres to the codes of ethics for both the National Association of Personal Financial Advisors and CPF Board of Standards.</p> <p>Advisor will provide a copy of its Code of Ethics to Clients upon request.</p>
10.	<p><u>Minimum Account Size for Investment Advisory Services</u></p> <p>KWM has no minimum net-worth or account balance for financial consulting services. KWM normally requires a new account minimum of \$300,000 for investment advisory services. Related household, family and business accounts may be aggregated to meet the minimum, subject to approval by KWM. Occasionally, the minimum may be waived for unique situations. Client is advised that smaller accounts are more difficult to diversify and rebalance and may not experience the same performance as larger accounts.</p>
12. A	<p><u>Investment Discretion</u></p> <p>KWM normally requires discretionary authority from advisory Clients to determine which securities and the amounts of securities that are bought or sold in a Client's account. Client grants this authority by means of a written Investment Advisory Agreement. This agreement does not grant KWM the authority to take custody or possession of any Client assets, rather Client gives KWM a limited power over the Client's account at the selected custodian. KWM does not have authority to accept any commissions from Client's investment transactions.</p>
12. B	<p><u>Brokerage Discretion and Recommendations</u></p> <p>KWM participates in the Fidelity Institutional Advisory Group (FIAG) program sponsored by Fidelity Investments, Inc. Fidelity is a NASD registered broker/dealer. KWM regularly reviews this program to ensure that it is consistent with KWM's ability to meet its fiduciary duty to Clients. This platform is essential to KWM's service arrangements and capabilities, and KWM may not accept Clients who direct the use of other custodians. KWM Clients will receive discounted transaction costs on securities trades placed in their accounts. These discounted transaction costs are normally less than would be charged by national, full service retail brokers, but may be higher than available with deep discount brokers. For certain fixed income transactions, KWM may request written authority from Client to direct the broker/dealer to be used for Client trades. KWM will assess the reasonableness of mark up/mark downs is based upon the broker/dealer's ability to provide professional</p>

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: Keatley Wealth Management, LLC	SEC File Number: 801- N/A	Date: 01/03/2010
---	---	--------------------------------

(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: Keatley Wealth Management, LLC	IRS Empl. Ident. No.: 14-1896276
--	--

Item of Form (identify)	Answer
13.	<p>services, competitive execution, and other assistance that will help KWM to provide investment management services to Clients. KWM does not have any arrangements to compensate or be compensated, by any broker/dealer for Client referrals or trades.</p> <p><u>Additional Compensation</u></p> <p>Fidelity extends various discounts for services and products to KWM that may not be offered to other advisory firms who do not custody assets at Fidelity. These may include electronic trading capability, electronic download statements, educational and marketing materials, a dedicated Client service manager and educational opportunities. KWM also receives free or discounted software or other services from various sources due to its memberships with other organizations such as the AIMR, FPA, NAPFA, etc.</p> <p>All non-public, personal Information exchanged between Client and Advisor shall be treated as confidential and shall not be disclosed to third parties, except as expressly requested by Client, required to provide services requested by Client, or as required by law.</p>

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