

**FORM ADV**

**Uniform Application for Investment Adviser Registration**

**Part II - Page 1**

|                          |                   |
|--------------------------|-------------------|
| OMB APPROVAL             |                   |
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| Estimated average burden |                   |
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|  |                |           |              |                              |
|--|----------------|-----------|--------------|------------------------------|
| Name of Investment Adviser:<br><b>Retirement Wealth Advisors, Inc.</b> |                |           |              |                              |
| Address: (Number and Street)   | (City)         | (State)   | (Zip Code)   | Area Code: Telephone Number: |
| <b>501 Baldwin Ave, Suite 203</b>                                      | <b>Jenison</b> | <b>MI</b> | <b>49428</b> | <b>( 616) 667-2150</b>       |

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 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.

**FORM ADV**

**Part II - Page 2**

|   |                                      |                            |
|---|--------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801-67628</b> | Date:<br><b>01/12/2010</b> |
|---|--------------------------------------|----------------------------|

|  |   |
|--|---|
| 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>85%</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 checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities .....                                    | <u>5%</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 checked="" 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                           |  |  |  |

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

|   |                                       |                            |
|---|---------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801- 67628</b> | Date:<br><b>01/12/2010</b> |
|---|---------------------------------------|----------------------------|

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

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

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

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

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

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

**FORM ADV**

**Part II - Page 4**

|   |                                      |                            |
|---|--------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801-67628</b> | Date:<br><b>01/12/2010</b> |
|---|--------------------------------------|----------------------------|

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:  
 (1) broker-dealer  (7) accounting firm  
 (2) investment company  (8) law firm  
 (3) other investment adviser  (9) insurance company or agency  
 (4) financial planning firm  (10) pension consultant  
 (5) commodity pool operator, commodity trading adviser or futures commission merchant  (11) real estate broker or dealer  
 (6) banking or thrift institution  (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.)

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

|   |                                       |                            |
|---|---------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801- 67628</b> | Date:<br><b>01/12/2010</b> |
|---|---------------------------------------|----------------------------|

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.)

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 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.

**Please refer to Schedule F, Item 11.A.**

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

**Please refer to Schedule F, Item 11.B.**

|   |                                      |                            |
|---|--------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801-67628</b> | Date:<br><b>01/12/2010</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 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 type="checkbox"/>            | <input checked="" 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 checked="" type="checkbox"/> | <input 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 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                                  |
|  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

|   |                                       |                            |
|---|---------------------------------------|----------------------------|
| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801- 67628</b> | Date:<br><b>01/12/2010</b> |
|---|---------------------------------------|----------------------------|

|  |   |
|--|---|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:<br><b>Retirement Wealth Advisors, Inc.</b> | IRS Empl. Ident.No.:<br><b>20-3520859</b> |
|--|---|

| Item of Form<br>(identify) | Answer  |
|----------------------------|---|
| Item 1.D.                  | <p><b><u>ADVISORY SERVICES AND FEES</u></b><br/> Retirement Wealth Advisors, Inc. (hereinafter "RWA" or the "Firm") offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities. The Firm's services and fee arrangements are described in the following pages.</p> <p>RWA is a corporation formed under the laws of Michigan. This Schedule F narrative provides clients with information regarding RWA and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of the Firm. Individuals associated with RWA will provide its investment advisory services. These individuals are appropriately licensed, qualified, or authorized to provide advisory services on behalf of RWA. Such individuals are known as Investment Adviser Representatives (IARs).</p> <p>Please contact Jason Wenk, President, if you have any questions about this Schedule F narrative. Additional information about RWA is available on the Internet at <a href="http://www.adviserinfo.sec.gov">www.adviserinfo.sec.gov</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for RWA is 137658.</p> <p><b><u>FINANCIAL PLANNING SERVICES</u></b><br/> RWA engages in financial planning services for a fee. Financial planning and consulting will typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of their financial resources based upon an analysis of their individual needs. An IAR of RWA will first conduct an initial consultation. After the initial consultation, if the client decides to engage RWA for financial planning services, an IAR will conduct follow up meetings as necessary, during which pertinent information about the client's financial circumstances and objectives is collected. Once such information has been reviewed and analyzed, a financial plan – designed to achieve the client's stated financial goals and objectives – may be presented to the client.</p> <p>RWA charges a negotiable hourly fee of \$200 for financial planning services due upon completion of services rendered. Financial planning fees are negotiable depending on the scope and complexity of the plan, the client's situation, and/or the client's objectives. For complex financial planning services, RWA may require that 50% of the fee be paid in advance, with the remaining portion due upon completion of the services rendered. Under no circumstances will RWA require prepayment of a fee more than 6 months in advance and in excess of \$500, as services will be rendered within six months of the date of contract.</p> <p>Clients may act on the Firm's recommendations by placing securities transactions with any brokerage firm the client chooses. The client is under no obligation to act on the Firm's financial planning recommendations. Moreover, if the client elects to act on any of the recommendations, the client is under no obligation to implement the financial plan through RWA.</p> <p>Financial plans are based on the client's financial situation at the time the plan is presented and on financial information disclosed by the client to RWA. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. RWA cannot offer any guarantees or promises that the client's financial goals and objectives will be met. As the client's financial situation, goals, objectives, or needs change, the client must notify RWA promptly.</p> |

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:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801- 67628</b> | Date:<br><b>01/12/2010</b> |
|---|---------------------------------------|----------------------------|

|  |   |
|--|---|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:<br><b>Retirement Wealth Advisors, Inc.</b> | IRS Empl. Ident.No.:<br><b>20-3520859</b> |
|--|---|

| Item of Form<br>(identify) | Answer   |                     |            |                       |              |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
|----------------------------|--|---------------------|------------|-----------------------|--------------|-----------------------|--------------|-----------------|-------|-------|-------|-------|-------|-----------------------|-------|-------|-------|-------|-------|---------------------|-------|-------|-------|-------|-------|-------------------|-------|-------|-------|-------|-------|-------------------|-------|-------|-------|-------|-------|
|                            | <p>If the disclosure brochure - Part II of the Form ADV - is not delivered to the client within 48 hours prior to the client entering into the financial planning agreement, the client may terminate the agreement within five business days of the date of acceptance without penalty. Where the client has received the disclosure documents 48 hours in advance or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. If applicable, unearned, pre-paid fees are returned to the client.</p> <p><b><u>PORTFOLIO MANAGEMENT SERVICES</u></b></p> <p>RWA offers discretionary and non-discretionary continuous portfolio management services where the investment advice provided is tailored to meet the needs and investment objectives of the client. The Firm offers an initial consultation in which pertinent information about the client's personal and financial circumstances and objectives is collected, and the scope of the engagement is determined.</p> <p>Where RWA enters into discretionary arrangements with clients, RWA will be granted discretion and authority to manage the client's account subject to any written guidelines that the client may provide. Accordingly, RWA is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions may include the determination of securities and the amount of securities to be purchased and/or sold. Once the portfolio is constructed, RWA provides ongoing supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require.</p> <p>For non-discretionary portfolio management services, RWA will monitor the client's assets and will provide recommendations as to the client's asset allocation. The client is free at all times to accept or reject any investment recommendation from RWA. For non-discretionary portfolio management, RWA will implement recommendations upon obtaining client approval.</p> <p>The annual fee for portfolio management services for FOLIOfn accounts and ProFunds accounts is billed quarterly in advance based on the asset value on the last business day of the previous quarter or billed quarterly in arrears based on the asset value on the last business day of the quarter, respectively. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter. Portfolio management fees may be negotiable depending on factors such as the amount of assets under management, range of investments, and complexity of the client's financial circumstances, among others. The annualized negotiable fee for discretionary and non-discretionary portfolio management services are based on the following fee schedule:</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th></th> <th>Aggressive</th> <th>Moderate Aggressive</th> <th>Moderate</th> <th>Moderate Conservative</th> <th>Conservative</th> </tr> </thead> <tbody> <tr> <td>First \$250,000</td> <td>2.43%</td> <td>2.27%</td> <td>2.11%</td> <td>1.95%</td> <td>1.79%</td> </tr> <tr> <td>\$250,000 - \$500,000</td> <td>2.36%</td> <td>2.19%</td> <td>2.02%</td> <td>1.86%</td> <td>1.69%</td> </tr> <tr> <td>\$500,000 - \$1 Mil</td> <td>2.21%</td> <td>2.04%</td> <td>1.92%</td> <td>1.74%</td> <td>1.57%</td> </tr> <tr> <td>\$1 Mil - \$2 Mil</td> <td>1.90%</td> <td>1.79%</td> <td>1.63%</td> <td>1.47%</td> <td>1.31%</td> </tr> <tr> <td>\$2 Mil and above</td> <td>1.80%</td> <td>1.50%</td> <td>1.40%</td> <td>1.30%</td> <td>1.20%</td> </tr> </tbody> </table> <p>*Generally, RWA requires an account minimum of \$250,000 for asset management services. However, in its sole discretion, RWA may waive or lower this minimum.</p> |                     | Aggressive | Moderate Aggressive   | Moderate     | Moderate Conservative | Conservative | First \$250,000 | 2.43% | 2.27% | 2.11% | 1.95% | 1.79% | \$250,000 - \$500,000 | 2.36% | 2.19% | 2.02% | 1.86% | 1.69% | \$500,000 - \$1 Mil | 2.21% | 2.04% | 1.92% | 1.74% | 1.57% | \$1 Mil - \$2 Mil | 1.90% | 1.79% | 1.63% | 1.47% | 1.31% | \$2 Mil and above | 1.80% | 1.50% | 1.40% | 1.30% | 1.20% |
|                            | Aggressive   | Moderate Aggressive | Moderate   | Moderate Conservative | Conservative |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
| First \$250,000            | 2.43%  | 2.27%               | 2.11%      | 1.95%                 | 1.79%        |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
| \$250,000 - \$500,000      | 2.36%  | 2.19%               | 2.02%      | 1.86%                 | 1.69%        |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
| \$500,000 - \$1 Mil        | 2.21%  | 2.04%               | 1.92%      | 1.74%                 | 1.57%        |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
| \$1 Mil - \$2 Mil          | 1.90%  | 1.79%               | 1.63%      | 1.47%                 | 1.31%        |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |
| \$2 Mil and above          | 1.80%  | 1.50%               | 1.40%      | 1.30%                 | 1.20%        |                       |              |                 |       |       |       |       |       |                       |       |       |       |       |       |                     |       |       |       |       |       |                   |       |       |       |       |       |                   |       |       |       |       |       |

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

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| Applicant:<br><b>Retirement Wealth Advisors, Inc.</b> | SEC File Number:<br><b>801- 67628</b> | Date:<br><b>01/12/2010</b> |
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|                            | <p>RWA provides a performance fee-based account option. There is a minimum investment of \$100,000 for this type of account and the client must either have over \$750,000 under RWA's management or a net worth of at least \$1,500,000. The annual advisory fee for the program ranges from 1.00% to 2.00%. If the portfolio outperforms the individual benchmark for the portfolio, a performance fee will be assessed. The performance fee is generally equal to 20% tied to the annual gross profits, adjusted for deposits and withdrawals made during the year, in a client's account over a hurdle rate. Performance-based fees are charged annually or quarterly in arrears.</p> <p>Payment of the Firm's management fees will be made by the qualified custodian holding the client's funds and securities provided the client supplies written authorization permitting the fees to be paid directly from the account. RWA will not have access to client funds for payment of fees without written consent by the client. Further, the qualified custodian agrees to deliver an account statement directly to the client, at least quarterly, showing all disbursements from the account. The client is encouraged to review all account statements for accuracy. RWA will receive a duplicate copy of the statement that was delivered to the client.</p> <p>If the disclosure brochure - Part II of the Form ADV - is not delivered to the client within 48 hours prior to the client entering into the portfolio management agreement, the client may terminate the agreement within five business days of the date of acceptance without penalty. Where the client has received the disclosure documents 48 hours in advance or if the five-day grace period has expired, either party may terminate the agreement upon written notice to the other party. If applicable, unearned, pre-paid fees are returned to the client.</p> <p><b><u>SELECTION OF THIRD PARTY ADVISERS &amp; SUB ADVISERS</u></b></p> <p>RWA may recommend that clients utilize the services of a third party investment adviser ("TPA") to manage a portion of, or their entire portfolio. All TPAs that the Firm recommends to its clients must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).</p> <p>After gathering information about the client's financial situation and objectives, an IAR of RWA will make recommendations regarding the suitability of a TPA or investment style based on, but not limited to, the client's financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPA(s), RWA will monitor the performance of the TPA(s) to ensure their performance and investment style remains aligned with the investment goals and objectives of the client.</p> <p>RWA may share in the fee paid by the client to the TPA. Clients who are referred to TPAs will receive full disclosure, including services rendered and fee schedules, at the time of the referral by delivery of a copy of the relevant TPA's Form ADV Part II or equivalent disclosure document. In addition, if the investment program recommended to a client is a wrap fee program, the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. Certain TPA(s) may require a minimum account size, minimum fees, or other portfolio conditions as outlined in their disclosure statements. The Firm or the TPA will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees paid to RWA and its IARs.</p> <p>Fees paid by the client to the TPA are established and payable in accordance with the Form ADV Part II or other equivalent disclosure document provided by each TPA to whom</p> |

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|                            | <p>the client is referred and these fees may or may not be negotiable. Such compensation may differ depending upon the Firm's individual agreement with each TPA. As such, RWA or its IARs may have an incentive to recommend one TPA over another TPA with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements. Clients may be required to sign an agreement directly with the TPA(s) selected. The client, the Firm, or the TPA, in accordance with the provisions of those agreements, may terminate the advisory relationship. If the TPA is compensated in advance, the client will typically receive a pro rata refund of any prepaid advisory fees upon termination of an advisory agreement.</p> <p><b><u>GENERAL INFORMATION ON ADVISORY SERVICES AND FEES</u></b></p> <p>RWA shall never have custody of any client funds or securities except when the client has provided written authorization for the Firm to directly debit advisory fees and the services of an independently qualified custodian are used for such services.</p> <p>The fees charged are calculated as described above, and are 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.</p> <p>RWA does not represent, warrant, or imply that the services or methods of analysis used by the Firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections.</p> <p>Advice offered by RWA may involve investments in mutual funds. Clients are hereby advised that all fees paid to RWA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, transaction charges may apply when purchasing or selling securities. RWA does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, RWA, and others to fully understand the total amount of fees to be paid by the client.</p> |
| Item 3.L.                  | <p><b><u>TYPES OF INVESTMENTS</u></b></p> <p>RWA reserves the right to advise clients on any other types of investments deemed appropriate based on the client's stated goals and objectives. The Firm may also provide advice on other types of investment held in a client's portfolio at the inception of the advisory relationship or on investments for which the client requests advice.</p>  |
| Item 5.                    | <p><b><u>EDUCATION AND BUSINESS STANDARDS</u></b></p> <p>Associated persons of RWA involved in determining or giving investment advice to clients must meet examination, experience, and/or applicable registration requirements of the states and/or jurisdictions in which the individual provides advisory services.</p>   |
| Item 6.                    | <p><b><u>EDUCATION AND BUSINESS BACKGROUND</u></b></p> <p><b>Jason R. Wenk</b><br/> <i>Year of Birth:</i> 1980<br/> <i>Formal Education:</i></p> <ul style="list-style-type: none"> <li>▪ <i>Grand Valley State University</i></li> <li>▪ <i>The American College for Financial Planning</i></li> </ul> <p><i>Business Background Previous Five Years:</i></p> <ul style="list-style-type: none"> <li>▪ Retirement Wealth Advisors, President, 01/2005 – Present</li> </ul>   |

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**Continuation Sheet for Form ADV Part II**

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| Item 7.C. & Item 8.C(9)  | <ul style="list-style-type: none"> <li>▪ Retirement Resources, President, 01/2005 – Present</li> <li>▪ Woodbury Financial Services, Investment Adviser Representative, 09/2002 – 12/2004</li> <li>▪ Geneos Wealth Management, 12/2004 – 01/2005</li> <li>▪ Kasia Insurance Agency, Vice-President &amp; Treasurer, 03/2005 – Present</li> </ul> <p><b>Gerald D. Sikkenga</b><br/> <i>Year of Birth:</i> 1953<br/> <i>Formal Education:</i><br/> <ul style="list-style-type: none"> <li>▪ Calvin College, B.S.; Major: Business / Minor: Accounting; 1975</li> </ul> <i>Business Background Previous Five Years:</i><br/> <ul style="list-style-type: none"> <li>▪ Retirement Wealth Advisors, Vice-President &amp; Secretary, 01/2006 – Present</li> <li>▪ Rothbury Hardware &amp; Farm Supply, Inc., Treasurer, 02/1976 – 12/2005</li> </ul> </p> <p><b>Leonard M. Rhoades</b><br/> <i>Year of Birth:</i> 1970<br/> <i>Formal Education:</i><br/> <ul style="list-style-type: none"> <li>▪ Grand Rapids Community College</li> </ul> <i>Business Background Previous Five Years:</i><br/> <ul style="list-style-type: none"> <li>▪ Retirement Wealth Advisors, Investment Adviser Representative, 01/2007 – Present</li> <li>▪ Comprehensive Asset Management and Servicing, Inc., Registered Representative, 03/2007 – Present</li> <li>▪ Woodbury Financial Services, Inc., Registered Representative / Investment Adviser Representative, 09/2002 – 01/2007</li> <li>▪ Foresters Equity Services, Inc., Registered Representative, 09/1998 – 08/2002</li> </ul> </p> <p><b>Jason M. Crump</b><br/> <i>Year of Birth:</i> 1977<br/> <i>Formal Education:</i><br/> <ul style="list-style-type: none"> <li>▪ Calvin College; B.S., Science, 1999</li> </ul> <i>Business Background Previous Five Years:</i><br/> <ul style="list-style-type: none"> <li>▪ Retirement Wealth Advisors, Investment Adviser Representative, 01/01/05 – Present</li> <li>▪ Fifth Third Securities; 2004-2007</li> <li>▪ Bank One Securities; 2002-2004</li> </ul> </p> <p><b>Joel G. VanWoerkom</b><br/> <i>Year of Birth:</i> 1977<br/> <i>Formal Education:</i><br/> <ul style="list-style-type: none"> <li>▪ Calvin College; B.A. 2001</li> </ul> <i>Business Background Previous Five Years:</i><br/> <ul style="list-style-type: none"> <li>▪ Retirement Wealth Advisors, Investment Adviser Representative, 09/2007 – Present</li> </ul> </p> <p><b><u>OTHER BUSINESS ACTIVITIES AND OTHER FINANCIAL AFFILIATIONS</u></b><br/> IARs of RWA may be licensed to sell insurance products through various independent insurance agencies. In some instances, certain IARs may sell insurance products through their independently owned insurance agency. In either case, these IARs, in their capacity as independent insurance agents, may sell insurance products to advisory clients. These individuals will receive normal and customary commissions as a result of selling insurance</p> |   |

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| Item 9.E.                  | <p>as well as advisory fees for providing advisory services through RWA. Clients are hereby advised that such commissions and advisory fees are separate and apart from the fees charged by the Firm.</p> <p>Clients are under no obligation, contractually or otherwise, to purchase insurance products or receive investment advice through these associated persons in their separate capacities as insurance agents and/or advisory representatives of RWA. However, if the client freely chooses to implement the plan through such individuals, the investment adviser used will be RWA, and commissions/fees will be earned in addition to any fees paid for advisory services provided by the Firm.</p> <p>Separate and distinct from RWA, IARs of RWA may be Registered Representatives of CAMAS, Inc. ("CAMAS"), a registered broker/dealer. CAMAS and RWA are unrelated firms. IARs of RWA may suggest that clients place transactions through CAMAS, among others. If securities products offered by CAMAS are purchased through the Representative of CAMAS, normal commissions and fees would be earned; thus a conflict of interest may exist between their interests and those of advisory clients. Clients are under no obligation to purchase products recommended by IARs or to purchase products either through RWA or CAMAS.</p> <p><b><u>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</u></b></p> <p>From time to time, RWA or persons associated with RWA may buy or sell securities that are recommended to its clients or securities in which its clients are invested. This presents a conflict of interest. To mitigate this conflict, it is RWA's policy that associated persons of RWA shall not have priority over any client account in the purchase or sale of securities. Under certain circumstances, exceptions to the trading policy may be made.</p> <p><i>Code of Ethics</i></p> <p>RWA has adopted a Code of Ethics, the full text of which is available to clients and potential clients upon request. RWA strives to comply with all applicable laws and regulations governing its practices. Therefore, RWA has set forth guidelines for professional standards of conduct for its associated persons, the goal of which is to protect client interests at all times and to demonstrate its commitment to its fiduciary duties of honesty, good faith, and fair dealing with clients. All associated persons are expected to adhere strictly to these guidelines. RWA's Code of Ethics requires that Associated Persons submit personal securities transactions and holdings reports to RWA which will be reviewed by a qualified representative of RWA on periodic basis. Associated persons are also required to report any violations of RWA's Code of Ethics. Additionally, RWA maintains and enforces written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about clients or their account holdings by RWA or any associated person.</p> |
| Item 10.                   | <p><b><u>CONDITIONS ON MANAGING ACCOUNTS</u></b></p> <p>Generally, RWA requires an account minimum of \$250,000 for asset management services. However, in its sole discretion, RWA may waive or lower this minimum.</p>  |
| Item 11.A.                 | <p><b><u>REVIEW OF ACCOUNTS</u></b></p> <p>Managed accounts are reviewed on an ongoing basis for discretionary accounts held by advisory clients. Reviews are conducted for the purpose of evaluating, reporting, and implementing the investment objective of each client. Client accounts may be reviewed more often depending on market conditions. The assets may be reallocated to keep the portfolio allocation consistent with the client's Investment Policy Statement. Accounts are</p>  |

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| Item 11.B.                 | <p>reviewed by the IAR responsible for managing the account. For financial planning accounts, accounts are reviewed annually by the IAR assigned to the client account.</p> <p><b>REPORTS TO CLIENTS</b><br/>RWA may provide clients with quarterly portfolio evaluations for managed accounts. In addition, clients will receive reports from the custodian holding client funds on at least a quarterly basis. Financial planning clients may receive written financial plans, which are designed to achieve the client's stated financial goals and objectives.</p>  |
| Item 12.A.(1), (2)         | <p><b>INVESTMENT OR BROKERAGE DISCRETION</b><br/>Clients can grant RWA complete discretion over the selection and amount of securities to be purchased or sold without obtaining their prior consent or approval. However, RWA's investment authority may be subject to specified investment objectives, guidelines and/or conditions imposed by the client. For example, a client may specify that at the time of purchase the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry. Where the Firm enters into non-discretionary arrangements with clients, RWA will implement recommended transactions upon obtaining client approval.</p>  |
| Item 12.B. & Item 13.A.    | <p><b>SUGGESTION OF BROKERS</b><br/>RWA will recommend that securities be purchased through facilities of TD Ameritrade Institutional ("TD Ameritrade"), FOLIOfn Institutional ("FOLIOfn") or ProFunds Distributors, Inc. ("ProFunds"), all of which are Member FINRA/SIPC. All firms recommended to clients for these services are independent and unaffiliated. It may be the case that the recommended broker charges higher fees or commission rates than another broker charges. Clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through such broker as RWA recommends.</p> <p>In suggesting a broker dealer based on discretionary authority or on behalf of a non-discretionary account, the Firm will endeavor to recommend those brokers or dealers that will provide quality services at reasonable commission rates. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, and other services.</p> <p>The research products and services that RWA may receive from brokerage firms (e.g. TD Ameritrade, FOLIOfn, ProFunds) may include financial publications, information about particular companies and industries, and other products or services that provide lawful and appropriate assistance to the Firm in the performance of its investment decision-making responsibilities. Such research products and services are provided to all investment advisers who utilize TD Ameritrade, FOLIOfn, ProFunds, and are not considered to be paid for with soft dollars. However, the commissions charged by a particular broker for a particular transaction, or set of transactions, may be greater than the amounts another broker who did not provide research services or products might charge.</p> <p><i>Directed Brokerage</i><br/>In limited circumstances and at the Firm's discretion, some clients may instruct RWA to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the Firm to use a particular broker should understand that this may prevent RWA from effectively negotiating brokerage compensation on their behalf and may also prevent</p> |

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| Item 13.B.                 | <p>RWA from obtaining the most favorable net price and execution. Moreover, clients that direct brokerage may incur additional costs for performance reporting. Thus, when directing brokerage business, clients should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that RWA would otherwise obtain for its clients.</p> <p><b><u>COMPENSATION FOR CLIENT REFERRALS</u></b><br/>Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, investment advisers, accountants, attorneys, etc., who are directly responsible for bringing a client to RWA, may receive compensation from RWA for the client referral. Under these arrangements, the client does not pay higher fees than RWA's normal/typical advisory fees.</p> <p>Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Act, including a written agreement between RWA and the solicitor. Non-employee solicitors must provide a copy of RWA's ADV Part II (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor and RWA to the prospective client at the time of the solicitation or referral. The prospective client will be requested to acknowledge this arrangement prior to acceptance of the account for advisory services. Applicable state laws may require these persons to become either licensed or registered as representatives of RWA or as an independent investment adviser.</p> <p><b><u>MISCELLANEOUS</u></b><br/><i><u>Proxy Voting</u></i><br/>RWA does not take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, the issuers of securities in which client's assets may be invested. Any proxy related materials received directly by RWA will be forwarded to the client for direct action.</p> <p><i><u>Class Action Lawsuits</u></i><br/>From time to time, securities held in the accounts of clients may be the subject of class action lawsuits. RWA has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. RWA also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, RWA has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.</p> <p>Where RWA receives written or electronic notice of a class action lawsuit, settlement or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials, to the client. Electronic mail is acceptable where appropriate if the client has authorized contact in this manner.</p> <p><i><u>Trading Errors</u></i><br/>On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for a client account instead of sold. In such situations, RWA seeks to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken.</p> |

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|                            | <p><u><i>Privacy Policies</i></u></p> <p>The Firm views protecting its customers' private information as a top priority and, pursuant to the requirements of the federal Gramm-Leach-Bliley Act, the Firm has instituted policies and procedures to ensure that customer information is kept private and secure.</p> <p>RWA does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client's account, RWA may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers. RWA restricts internal access to nonpublic personal information about the client to those associated persons of the Firm who need access to that information in order to provide services to the client. As emphasized above, it has always been and will always be the Firm's policy never to sell information about current or former customers or their accounts to anyone. It is also the Firm's policy not to share information unless required to process a transaction, at the request of a customer or client, or as required by law.</p> <p>A copy of the Firm's privacy policy notice is provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, RWA delivers a copy of the current privacy policy notice to its clients annually. Questions regarding this policy are directed to Jason Wenk, President of RWA, at (616) 667-2150.</p> |

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