

Uniform Application for Investment Adviser Registration

OMB APPROVAL	
OMB Number:	3235-0049
Expires:	February 28, 2011
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Name of Investment Adviser:							Riley Wealth Management, LLC						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:							
	306 West Seventh Street, Suite 602	Fort Worth	Texas	76102	(817)	870-4680							

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 government 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.

Applicant: <b>Riley Wealth Management, LLC</b>	SEC File Number: 801-	Date: 06/09/2010
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**1. A. Advisory Services and Fees.** (Check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

**Applicant:**

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

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

B. Does applicant call any of the services it checked above financial planning or some similar term? ..... Yes  No

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 and investment advisory contract before its expiration date

**2. Types of clients** – Applicant generally provides investment advice to: (check all that apply)

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals                      | <input type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/> B. Banks and thrift institutions               | <input 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).**

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

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

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

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

- |   |  |
|---|--|
| (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 type="checkbox"/> Timing services  |
| (2) <input checked="" 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 (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 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).**

Applicant:  
**Riley Wealth Management, LLC**

SEC File Number:  
801-

Date:  
06/09/2010

**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 checked="" 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 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.)

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

Applicant:  
Riley Wealth Management, LLC

SEC File Number:  
801-

Date:  
06/09/2010

**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.)

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 the 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.

**Investment Advisory Services:** The securities in every client's account will be under continuous review. Client accounts will typically be reviewed quarterly. Accounts will be reviewed by the CEO. Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations.

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

**Investment Advisory Services:** Each client will receive a monthly report from the Custodian detailing the clients account performance. Financial planning clients may arrange for additional reports for a separate fee.

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

Applicant:  
**Riley Wealth Management, LLC**

SEC File Number:  
801-

Date:  
06/09/2010

**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<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/> |
| (2) amount of the securities to be bought or sold?..... | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/> |
| (3) broker or dealer to be used?.....                   | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/> |
| (4) commission rates paid?.....                         | Yes<br><input checked="" type="checkbox"/> | No<br><input 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 products the applicant used during the last fiscal year to direct client transactions to a particular broker in return for any product 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<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals?.....  | Yes<br><input checked="" type="checkbox"/> | No<br><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

**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:	SEC File Number:	Date:
Riley Wealth Management, LLC	801-	06/09/2010

(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 1 of Form ADV: <b>Riley Wealth Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0879805</b>										
Item of Form (identify)	Answer											
<b>Part II, 1 D</b>	<p>Riley Wealth Management, LLC (hereinafter "RWM") offers the following services to advisory clients:</p> <p><b>INVESTMENT SUPERVISORY SERVICES</b></p> <p>RWM will offer ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Investment Supervisory Services include, but are not limited to, the following: Investment strategy; Personal investment policy; Asset allocation; Asset selection; and Regular and/or continuous portfolio monitoring.</p> <p>RWM will evaluate the current investments of each client with respect to their risk tolerance levels and time horizon. RWM will be compensated via a fee share from third party money managers to which it directs clients. This relationship will be disclosed in each contract between RWM and each third party money manager. The fees shared will not exceed any limit imposed by any regulatory agency and will not exceed the schedule below. RWM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels will be documented in the Investment Policy Statement, which will be given to each client. Fees for these services will be based on a percentage of Assets Under Management as follows:</p> <table border="0"> <thead> <tr> <th style="text-align: center;"><b>ASSETS UNDER MANAGEMENT</b></th> <th style="text-align: center;"><b>ANNUAL FEE</b></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">\$100,000 – \$500,000</td> <td style="text-align: center;">1.50%</td> </tr> <tr> <td style="text-align: center;">\$500,001 – \$1,000,000</td> <td style="text-align: center;">1.25%</td> </tr> <tr> <td style="text-align: center;">\$1,000,001 – \$2,000,000</td> <td style="text-align: center;">1.00%</td> </tr> <tr> <td style="text-align: center;">Above \$2,000,000</td> <td style="text-align: center;">Negotiable</td> </tr> </tbody> </table> <p>These fees are negotiable and the final fee schedule will be attached in the Investment Advisory Contract. Fees are paid monthly in arrears, and clients may terminate their account with thirty days written notice. Because fees are paid in arrears there is no refund. Clients may terminate their accounts without penalty, for full refund, within 5 business days of signing the advisory contract. Fees are withdrawn directly from the client's accounts with written authorization. There is an account minimum, \$100,000, which may be waived by the investment adviser based on the needs of the client and the complexity of the situation.</p>		<b>ASSETS UNDER MANAGEMENT</b>	<b>ANNUAL FEE</b>	\$100,000 – \$500,000	1.50%	\$500,001 – \$1,000,000	1.25%	\$1,000,001 – \$2,000,000	1.00%	Above \$2,000,000	Negotiable
<b>ASSETS UNDER MANAGEMENT</b>	<b>ANNUAL FEE</b>											
\$100,000 – \$500,000	1.50%											
\$500,001 – \$1,000,000	1.25%											
\$1,000,001 – \$2,000,000	1.00%											
Above \$2,000,000	Negotiable											

**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: Riley Wealth Management, LLC	SEC File Number: 801-	Date: 06/09/2010
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1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV: <b>Riley Wealth Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0879805</b>												
Item of Form (identify)	Answer													
<b>Part II, 1 D (cont.)</b>	<p><b>INVESTMENT ADVICE NOT INVOLVING SUPERVISION FINANCIAL PLANS</b></p> <p>Financial plans and financial planning may include, but are not limited to: life insurance; tax concerns; retirement planning; investment planning; college planning; and debt/credit planning. These services will be based on hourly fees and the final fee structure will be documented in Exhibit II of the Investment Advisory Contract.</p> <p>Depending upon the complexity of the situation and the needs of the client, the hourly fee for these services is \$150 - \$200. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Investment Advisory Contract. Fees are paid in arrears upon completion. Fees that are charged in arrears are not eligible for refunds. Clients may terminate their accounts without penalty, for full refund, within 5 business days of signing the advisory contract.</p>													
<b>Part II, K (3)</b>	<p><b>TYPES OF INVESTMENTS</b></p> <p>RWM will offer advice on Equipment Leasing, Life Settlement, and Private Equity.</p>													
<b>Part II, 6</b>	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p>Name: William Eugene Riley <span style="float: right;">Born: 1948</span></p> <p>Education Background:</p> <p>Texas Christian University, B.B.A. 1971 <span style="float: right;">Summerset University, MBA, 2006</span></p> <p>Business Background:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">2007 – Present</td> <td style="width: 33%;">CEO</td> <td style="width: 33%;">Riley Wealth Management, LLC</td> </tr> <tr> <td>2002 – Present</td> <td>Branch Manager</td> <td>Raymond James &amp; Associates</td> </tr> </table> <p>Name: Britta Ilene Horigan <span style="float: right;">Born: 1981</span></p> <p>Education Background:</p> <p>Texas A&amp;M University, B.S. Political Science, 2004</p> <p>Business Background:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">2007 – Present</td> <td style="width: 33%;">VP</td> <td style="width: 33%;">Riley Wealth Management, LLC</td> </tr> <tr> <td>2004 – Present</td> <td>Financial Advisor</td> <td>Raymond James &amp; Associates</td> </tr> </table>		2007 – Present	CEO	Riley Wealth Management, LLC	2002 – Present	Branch Manager	Raymond James & Associates	2007 – Present	VP	Riley Wealth Management, LLC	2004 – Present	Financial Advisor	Raymond James & Associates
2007 – Present	CEO	Riley Wealth Management, LLC												
2002 – Present	Branch Manager	Raymond James & Associates												
2007 – Present	VP	Riley Wealth Management, LLC												
2004 – Present	Financial Advisor	Raymond James & Associates												

**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: Riley Wealth Management, LLC	SEC File Number: 801-	Date: 06/09/2010
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Riley Wealth Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0879805</b>
Item of Form (identify)	Answer	
<b>Part II, 7 A, B</b>	<p><b>OTHER BUSINESS ACTIVITIES</b></p> <p>Riley Wealth Management, LLC sells insurance products to its clients.</p>	
<b>Part II, 8 C (1,9)</b>	<p><b>OTHER FINANCIAL INDUSTRY AFFILIATIONS</b></p> <p>The officers of RWM are registered representatives of a broker/dealer.</p>	
<b>Part II, 9</b>	<p><b>CODE OF ETHICS</b></p> <p>RWM has a written Code of Ethics that covers the following areas:</p> <p>Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions.</p> <p>ALL PROSPECTIVE AND CURRENT CLIENTS HAVE A RIGHT TO SEE OUR CODE OF ETHICS. FOR A COPY OF THE CODE OF ETHICS, PLEASE ASK YOUR FINANCIAL ADVISOR AT ANY TIME.</p>	
<b>Part II, 9 B,D &amp; E</b>	<p><b>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</b></p> <p>Representatives of this firm are registered representatives of Raymond James &amp; Associates, a broker/dealer and are also insurance agents. In that capacity, they may offer securities and receive normal and customary commissions as a result of securities transactions. This presents a conflict of interest to the extent that they recommend that a client invest in a security which results in a commission being paid to them.</p> <p>Clients are under no obligation to implement the plan or its recommendations through representatives of RWM in their capacity as insurance agents or registered representatives.</p> <p>From time to time, representatives of RWM may buy or sell securities for themselves that they also recommend to clients. RWM will always document any transactions that could be construed as conflicts of interest.</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:	SEC File Number:	Date:
Riley Wealth Management, LLC	801-	06/09/2010

1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV: <b>Riley Wealth Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0879805</b>
Item of Form (identify)	Answer	
<b>Part II, 10</b>	<b>CONDITIONS FOR MANAGED ACCOUNTS</b>	
	RWM has a minimum family of accounts value of \$100,000. RWM may waive conditions based on the complexities of the situation and/or the needs of the client.	
<b>Part II, 12 A (1-4) &amp; B</b>	<b>INVESTMENT OR BROKERAGE DISCRETION</b>	
	For those client accounts where RWM provides ongoing money management or investment advice with ongoing supervision, RWM will maintain limited power of attorney over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities will be explained to clients in detail before an advisory relationship has commenced. The Custodian was chosen based on their relatively low transaction fees. RWM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian. Every attempt will be made to get group discounts on transactions when possible.	
<b>Part II, 13 A</b>	RWM has agreements with other solicitor RIA's in which they compensate the outside RIA for client referrals with a percentage of the AUM. The exact nature of the fee sharing agreements is disclosed in the client contracts.	

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

Applicant: Riley Wealth Management, LLC	SEC File Number: 801-	Date: 04/07/2010
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(for sponsors of wrap fee programs)

Name of wrap fee program or programs described in attached brochure: Riley Wealth Management, LLC Wrap Fee Program

1. **Applicability of Schedule.** This Schedule must be completed by applicants that are compensated under a wrap fee program for sponsoring, organizing, or administering the program, or for selecting, or providing advice to clients regarding the selection of, other investment advisers in the program (“sponsors”). A wrap fee program is any program under which a specified fee or fees not based directly upon transactions in a client’s account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.
2. **Use of Schedule.** This Schedule sets forth the information the sponsor must include in the wrap fee brochure it is required to deliver or offer to deliver to clients and prospective clients of its wrap fee programs under Rule 204-3 under the federal Advisers Act and similar rules of jurisdictions. The wrap fee brochure prepared in response to this Schedule must be filed with the Commission and the jurisdictions as part of Form ADV by completing the identifying information on this Schedule and attaching the brochure. Brochures should be prepared separately, not on copies of this Schedule. Any wrap fee brochure filed with the Commission as part of an amendment to Form ADV shall contain in the upper right corner of the cover page the sponsors’ registration number (801- ).
3. **General Contents of Brochure.** Unlike Parts I and II of this form, this Schedule is not organized in “check-the-box” format. These instructions, including the requests for information in Item 7 below, should not be repeated in the brochure. Rather, this Schedule describes minimum disclosures that must be made in the brochure to satisfy the sponsor’s duty to disclose all material facts about the sponsor and its wrap fee programs. **Nothing in this Schedule relieves the sponsor from any obligation under any provision of the federal Advisers Act or rules thereunder, or other federal or state law to disclose information to its advisory clients or prospective advisory clients not specifically required by this Schedule.**
4. **Multiple Sponsors.** If two or more persons fall within the definition of “sponsor” in Item 1 above for a single wrap fee program, only one such sponsor need complete the Schedule. The sponsors may choose among themselves the sponsor that will complete the Schedule.
5. **Omission of Inapplicable Information.** Any information not specifically required by this Schedule that is included in the brochure should be applicable to clients and prospective clients of the sponsor’s wrap fee programs. If the sponsor is required to complete this Schedule with respect to more than one wrap fee program, the sponsor may omit from the brochure furnished to clients and prospective clients of any wrap fee program or programs information required by this Schedule that is not applicable to clients or prospective clients of that wrap fee program or programs. If a sponsor of more than one wrap fee program prepares separate wrap fee brochures for clients of different programs, each brochure must be filed with the Commission and the jurisdictions attached to a separate copy of this Schedule. Each such brochure must state that the sponsor sponsors other wrap fee programs and state how brochures for those programs may be obtained.
6. **Updating.** Sponsors are required to file an amendment to the brochure promptly after any information in the brochure becomes materially inaccurate. Amendments may be made by use of a “sticker”, *i.e.*, a supplement affixed to the brochure that indicates what information is being added or updated and states the new or revised information, as long as the resulting brochure is readable. Stickers should be dated and should be incorporated into the text of the brochure when the brochure itself is revised.
7. **Contents of Brochure.** Include in the brochure prepared in response to this Schedule:
  - (a) on the cover page, the sponsor’s name, address, telephone number, and the following legend in bold type or some other prominent fashion:  
**This brochure provides clients with information about [name of sponsor] and the [name of program or programs] that should be considered before becoming a client of the [name of program or programs]. This information has not been approved or verified by any governmental authority.**
  - (b) a table of contents reflecting the subject headings in the sponsor’s brochure.
  - (c) the amount of the wrap fee charged for each program or, if fees vary according to a schedule established by the sponsor, a table setting forth the fee schedule, whether such fees are negotiable, the portion of the total fee (or the range of such amounts) paid to persons providing advice to clients regarding the purchase or sale of specific securities under the program (“portfolio managers), and the services provided under each program (including the types of portfolio management services);

Applicant: Riley Wealth Management, LLC	SEC File Number: 801-	Date: 04/07/2010
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(d) a statement that the program may cost the client more or less than purchasing such services separately and a statement of the factors that bear upon the relative cost of the program (e.g., the cost of the services if provided separately and the trading activity in the client's account);

(e) if applicable, a statement that the person recommending the program to the client receives compensation as a result of the client's participation in the program, that the amount of this compensation may be more than what the person would receive if the client participated in other programs of the sponsor or paid separately for investment advice, brokerage, and other services, and that the person may therefore have a financial incentive to recommend the wrap fee program over other programs or services;

(f) a description of the nature of any fees that the client may pay in addition to the wrap fee and the circumstances under which these fees may be paid (including, if applicable, mutual fund expenses and mark-ups, mark-downs, or spreads paid to market makers from whom securities were obtained by the wrap fee broker);

(g) how the program's portfolio managers are selected and reviewed, the basis upon which portfolio managers are recommended or chosen for particular clients, and the circumstances under which the sponsor will replace or recommend the replacement of the portfolio manager;

(h) (1) if applicable, a statement to the effect that portfolio manager performance information is not reviewed by the sponsor or a third party and/or that performance information is not calculated on a uniform and consistent basis,  
 (2) if performance information is reviewed to determine its accuracy, the name of the party who reviews the information and a brief description of the nature of the review,  
 (3) a reference to any standards (i.e., industry standards or standards used solely by the sponsor) under which performance information may be calculated;

(i) a description of the information about the client that is communicated by the sponsor to the client's portfolio manager, and how often or under what circumstances the sponsor provides updated information about the client to the portfolio manager;

(j) any restrictions on the ability of clients to contact and consult with portfolio managers;

(k) in narrative text, the information required by Items 7 and 8 of Part II of this form and, as applicable to clients of the wrap fee program, the information required by Items 2, 5, 6, 9A and C, 10, 11, 13 and 14 of Part II;

(l) if any practice or relationship disclosed in response to Item 7, 8, 9A, 9C and 13 of Part II presents a conflict between the interests of the sponsor and those of its clients, explain the nature of any such conflict of interest; and

(m) if the sponsor or its divisions or employees covered under the same investment adviser registration as the sponsor act as portfolio managers for a wrap fee program described in the brochure, a brief, general description of the investments and investment strategies utilized by those portfolio managers.

**8. Organization and Cross References.** Except for the cover page requirements in Item 7(a) above, information contained in the brochure need not follow the order of the items listed in Item 7. However, the brochure should not be organized in such a manner that important information called by the form is obscured.

Set forth below the page(s) of the brochure on which the various disclosures required by Item 7 are provided.

	Page(s)		Page(s)		Page(s)	
Item	#7(a)	cover	Item	#7(f)	Item	#7(j)
	#7(b)			#7(g)		#7(k)
	#7(c)			#7(h)		#7(l)
	#7(d)			#7(i)		#7(m)
	#7(e)					

Riley Wealth Management, LLC

**WRAP FEE PROGRAM  
ACCOUNTS**

Wrap Fee Program Brochure

Sponsored by:

Riley Wealth  
Management, LLC  
Advisor address and  
phone

This brochure provides clients with information about Riley Wealth Management, LLC and our Wrap Fee Program (the “Program”). You should consider the information in this brochure carefully before becoming a Program client. Please note that this information has not been approved or verified by any governmental authority.

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## **Program Description**

Riley Wealth Management, LLC Wrap Fee Program has been designed to connect Riley Wealth Management, LLC clients with professional in-house money managers and investment vehicles suitable for their financial circumstances and investment objectives.

### **Riley Wealth Management, LLC Wrap Fee Program**

Riley Wealth Management, LLC will emphasize continuous personal client contact and interaction in providing mainly discretionary investment supervisory services. Further, Riley Wealth Management, LLC will work with its clients to identify their investment goals and objectives as well as risk tolerance in order to create an initial portfolio allocation designed to complement their clients' financial goals and objectives. Riley Wealth Management, LLC may create a portfolio, consisting of, but not limited to individual stocks or bonds, electronically traded funds, no-load funds and/or load-waived funds (front-end commissions will not be charged).

Each portfolio will be initially designed to meet a particular investment goal, which Riley Wealth Management, LLC has determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, Riley Wealth Management, LLC will review the portfolio at least quarterly and if necessary, rebalance the account based upon the client's individual needs, stated goals and objectives. However, each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Riley Wealth Management, LLC strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services on at least an annual basis, or more often, depending upon prior agreement.

### **Riley Wealth Management, LLC's Services**

*Riley Wealth Management, LLC's Wrap Fee Program Accounts.* The Riley Wealth Management, LLC's Wrap Fee Assets will generally be managed by Riley Wealth Management, LLC on a discretionary basis. Riley Wealth Management, LLC will review the Wrap Fee Assets on a regular and continuous basis and make changes as Riley Wealth Management, LLC deems appropriate. Because the Wrap Fee Program Accounts will generally be managed on a discretionary basis, Riley Wealth Management, LLC will implement any changes without the client's prior approval. The client agrees to review trade confirmations received from the client's custodian and notify Riley Wealth Management, LLC immediately of any errors.

### **Brokerage and Custody of Program Accounts**

Riley Wealth Management, LLC will direct transactions for Wrap Fee Program Accounts to broker-dealers that the client and Riley Wealth Management, LLC jointly agree upon. In directing or recommending broker-dealers, Riley Wealth Management, LLC seeks "best execution" for client accounts, which is a combination of a number of judgmental factors including price, execution quality and client needs. Recognizing the value of these judgmental factors, brokers selected or recommended may charge commissions that are higher than the lowest commissions that might otherwise be available.

Riley Wealth Management, LLC has a relationship with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, Member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Riley Wealth Management, LLC is independently owned and operated and not affiliated with Schwab. Schwab will provide custody and execution services in accordance with the terms set forth in their custodial agreement. Riley Wealth Management, LLC

reasonably believes that in the case of managed accounts, Schwab's blend of execution services, commission and transaction costs as well as professionalism allows Riley Wealth Management, LLC to seek best execution and competitive prices.

### **Program Fees**

The annual Program Fees payable to Riley Wealth Management, LLC are as follows:

Under the all-inclusive billing alternative, Riley Wealth Management, LLC will assess one client fee that captures the management, brokerage and administrative portions collectively. The standard rate schedule is shown below. As noted in Schedule F of Form ADV Part II, Riley Wealth Management, LLC reserves the right to offer its services on a flat basis in lieu of the below fee schedule. Any flat fee arrangement would not exceed the maximum fee charged in the fee schedule listed below.

#### ***FEE SCHEDULE: Portfolio Management through Riley Wealth Management, LLC's Wrap Fee Program***

Riley Wealth Management, LLC's annual fee for investment management services provided under this Agreement shall be based on the market value of the assets under management in each account and be calculated as follows:

<b>ASSETS UNDER MANAGEMENT</b>	<b>ANNUAL FEE</b>
\$100,000 – \$500,000	1.50%
\$500,001 – \$1,000,000	1.25%
\$1,000,001 – \$2,000,000	1.00%
Above \$2,000,000	Negotiable

The above fees are negotiable and charged monthly in arrears. They are inclusive of all trading costs. In some cases, clients account termination fees may be absorbed by Advisor when accounts are being transitioned to Advisor for management from another firm. Clients may incur charges for other account services provided not directly related to the execution and clearing of transactions, including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for transfers of securities.

Advisory fees are based on the fair market value of the portfolio under management at the closing date of each quarter (March 31, June 30, September 30, December 31). In the event that the client terminates the managed account between quarterly billing cycles, the client will receive a pro-rata refund based on the amount of time their account has been under management and the time remaining within the calendar quarter.

**What services are covered by the Program Fees?** The Program Fees pay for Riley Wealth Management, LLC's advisory services to clients under the Program, administrative expenses of the Program, custody charges for clients custodied at Schwab and brokerage services for Program accounts to the extent trades are conducted through Schwab.

**What services are not covered by the Program Fees?** The Program Fees do not cover brokerage to the extent trades are conducted through brokers or dealers other than Schwab and custody charges if clients are custodied anywhere other than Schwab. Finally, the Program Fees do not include expenses of mutual funds and electronically traded funds that may be included in the client's portfolio.

**How are fees charged?** Program fees are charged monthly in arrears. If management begins after the start of a quarter, Program Fees will be prorated accordingly. If a client terminates its agreement with Riley Wealth Management, LLC, then any balance due to either party shall be settled in a reasonable time frame.

**Is there a minimum fee and are fees negotiable?** Program accounts are not subject to a minimum annual fee but clients are required to invest a minimum amount of \$100,000 in the Program. In some instances fees and minimums may be negotiable, at the discretion of Riley Wealth Management, LLC

**Additional Information about Program Fees.** Riley Wealth Management, LLC generally does not offer the services provided under the Program separately. However, clients may be able to purchase services similar to those offered under the Program from other service providers either separately or as part of a similar wrap fee program. These services or programs may cost more or less than the Program, depending on the fees charged by such other service providers.

### **About Riley Wealth Management, LLC and its Affiliations**

#### **Key Personnel**

Name:	William Eugene Riley	Born:	1948
Education Background:	Texas Christian University, B.B.A. 1971	Summerset University, MBA, 2006	
Business Background:	2007 – Present 2002 – Present	CEO Branch Manager	Riley Wealth Management, LLC Raymond James & Associates
Name:	Britta Ilene Horigan	Born:	1981
Education Background:	Texas A&M University, B.S. Political Science, 2004		
Business Background:	2007 – Present VP 2004 – Present Financial Advisor		Riley Wealth Management, LLC Raymond James & Associates

#### **Education and Business Standards**

Riley Wealth Management, LLC requires that all individuals who render investment advisory services on behalf of the firm attain all required investment-related licenses and/or designations.

#### **Additional Information**

Representatives of Riley Wealth Management, LLC are licensed insurance agent/broker with various companies. In that role as an insurance agent/broker, they may offer commissionable (non-variable) insurance products to Riley Wealth Management, LLCs' clients for which they may receive compensation. Insurance sales constitute about 10% or less of their time.

**Form ADV (Paper Version)**  
**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**STATE-REGISTERED INVESTMENT ADVISER EXECUTION PAGE**

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial application for state registration and all amendments to registration.

**1. Appointment of Agent for Service of Process**

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are applying for registration, or amending your registration.

**2. State-Registered Investment Adviser Affidavit**

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your *principal place of business* and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

**Signature**

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act. I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
Printed Name: William Eugene Riley Title: CEO  
Adviser CRD Number: 145734