

OMB APPROVAL
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Name of Investment Adviser: Soundmark Wealth Management, LLC					
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code	Telephone Number
11400 98th Ave. NE Suite 301	Kirkland	WA	98033	425	820.1769

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

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

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

Applicant:
Soundmark Wealth Management, LLC

SEC File Number:
801- 68799

Date:
01/01/2010

1. A. Advisory Services and Fees. (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

<input checked="" type="checkbox"/> (1) Provides investment supervisory services	95 %
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services	_____ %
<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 client may use to evaluate securities	_____ %
<input checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	5 %
<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 type="checkbox"/> (2) Hourly charges	<input checked="" type="checkbox"/> (5) Commissions
<input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees)	<input type="checkbox"/> (6) Other

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

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

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

<input checked="" type="checkbox"/> A. Individuals	<input type="checkbox"/> E. Trusts, estates, or charitable organizations
<input type="checkbox"/> B. Banks or 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)

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

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

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

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

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

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

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

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5. Education and Business Standards.

Yes No

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

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

6. Education and Business Background.

For:

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

On Schedule F, give the:

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

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

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

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

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

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

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

Yes No

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

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

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

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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 triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.
See Schedule F.

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

12. Investment or Brokerage Discretion.

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

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

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

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

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

13. Additional Compensation.

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

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

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

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

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

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

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

Applicant: Soundmark Wealth Management, LLC	SEC File Number: 801- 68799	Date: 01/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: Soundmark Wealth Management, LLC	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p><u>Item 1.D</u></p> <p>Soundmark Wealth Management, LLC (SWM), provides investment management services on a fee only basis. Our advisory services cover a wide range of investment objectives from conservative to aggressive, giving the client and their advisor the ability to create a plan to meet each individuals needs. We do not receive any income in connection with acting as your advisor, except for the fees we charge as described below. We receive no commissions, referral fees, finders fees or other cash compensation.</p> <p>INVESTMENT PROGRAMS</p> <p>SWM uses a buy and hold strategy of diversified no load (index) or passively managed mutual funds and does not rely on active management.</p> <p>SWM primarily invests its clients' managed portfolios in no load (index) or passively managed mutual funds, ETF's and bond funds. The primary (index) passively managed mutual fund family used by SWM is currently DFA (Dimensional Funds Advisors). These funds are only available to institutional investors.</p> <p>CHANGE IN CLIENT CIRCUMSTANCES</p> <p>If material changes occur to your financial circumstances or investment objectives or you wish to impose or modify restrictions on the management of your account, it is your responsibility to promptly inform SWM. A representative of SWM will respond to your questions and periodically discuss with you.</p> <p>PUBLICATIONS</p> <p>SWM provides books to some of their clients that explains the investment philosophy of the company. This book was written by one of the managing members, Bill Schultheis and is titled, <u>The Coffeehouse Investor</u>.</p>

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	<p>INVESTMENT ADVISORY AGREEMENT</p> <p>Clients of SWM are required to agree to the conditions stated in SWM's Investment Advisory Agreement. This agreement thoroughly states the details of how the client's assets will be managed. Some terms and conditions are negotiable depending on the client situation.</p> <p>Clients can cancel the agreement within 5 days of signing it without charge or penalty. The terms of the agreement between SWM and the client will be in effect until written notice by either party is given.</p> <p>INVESTMENT ADVISORY FEES</p> <p>SWM's stated management fees are as follows:</p> <p style="text-align: center;">\$0-\$500,000 = 1% annually</p> <p style="text-align: center;">\$500,001- \$1,000,000 = .75% annually</p> <p style="text-align: center;">\$1,000,001 and above = .50% annually</p> <p>*The above is our general fee schedule however each client should refer to their investment advisory agreement for the agreed upon schedule that applies to their account(s).</p> <p>The annual fee is charged on the entire account balance. SWM fees are computed and billed quarterly in advance and are based on the market value of your account as reflected in the statements of the custodian as of the last day in the previous calendar quarter. Initial charges will be prorated for the current quarter. Generally, fees are charged against the client accounts via the custodian. In any partial calendar quarter, the management fee will be prorated based on the number of calendar days that the account was opened during the quarter and any unearned portion promptly returned to the client.</p>

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	<p>SWM upon agreement with the client may charge a negotiated fixed fee to manage their account which will be documented in the clients investment advisory agreement. In any partial calendar quarter, the management fee will be prorated based on the number of calendar days that the account was opened during the quarter and any unearned portion promptly returned to the client.</p> <p>The client grants SWM the authority to receive quarterly payments directly from the client's account held by an independent custodian. Client will provide, in writing, limited authorization in favor of SWM or a designated custodian to withdraw the contractually agreed upon fees from the account quarterly or as stated in the Investment Advisory Agreement.</p> <p>DISCLOSURE REGARDING FEES</p> <p>In addition to the advisory fees that you pay to SWM in accordance with our Investment Advisory Agreement, you pay fees to the mutual funds you own in the form of internal expenses at the fund level. These fees reduce the net value of the fund's shares and are ultimately borne by the owners of the funds such as clients of SWM. SWM does not share in any of the fees paid to the mutual funds.</p> <p>Individual accounts for members of the same family, defined as spouses and dependent children, are assessed fees based on the total balance of all family accounts under the management of SWM. Accounts for business entities and accounts related thereto, including those of the business owner, are assessed fees based on the account balances of all such related accounts.</p> <p>The following individuals affiliated with SWM are not charged a management fee:</p> <p>1/ Members, employees and immediate family members of SWM.</p> <p>From time-to-time, some of the investment advisor representatives of SWM may recommend that clients purchase insurance products or introduce clients</p>

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	<p>to other insurance professionals. SWM does not provide this service for all clients. Clients must request this service from SWM. Please refer to item 13 of this disclosure for a full discussion of the compensation associated with insurance product purchases.</p> <p><u>ITEM 6</u></p> <p>EDUCATION AND BACKGROUND</p> <p>William J Schultheis was born in 1960. Education: Washington State University, Pullman, WA - 1980. Texas A & M University, College Station, TX. B. S. Agriculture Economics, 1982. Business Background: Mr. Schultheis began his career in the financial services industry in 1983 as a registered representative for Smith Barney in Seattle, WA. In 1998-2000 he served as a national sales manager for Inter-pacific Investors Services in Seattle, WA. In June of 2000 he joined Pacific Asset Management, LLC as an investment advisor representative. He was a member of Pacific Asset Management, LLC from January 2001 through December 2007. In January 2008, Bill joined SWM.</p> <p>Todd David Flynn was born in 1967. He received a Bachelor of Arts degree from the University of Washington in Accounting and Finance in 1990 and a Masters in Taxation from Golden Gate University in 1995. Todd received his Certified Financial Planner' certificate January 4, 2006. Since 1990 and to present, Mr. Flynn has worked as a CPA at Martin, Bircher, Buller & Flynn, PC. Mr. Flynn has been an Investment Advisor Representative for SWM since January 2002.</p> <p>John Edward Buller was born in 1961. He received a Bachelor of Arts degree from the University of Washington in Business Administration in 1985. Since 1988 and to present Mr. Buller has worked as a CPA at Martin, Bircher, Buller & Flynn, PC. Mr. Buller has been an Investment Advisor Representative for SWM since January 2002.</p> <p><u>Items 7&8</u></p>

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	<p>OTHER BUSINESS ACTIVITIES</p> <p>SWM is engaged in the business of giving investment advice. Two out of the three members of SWM are CPA's at the accounting firm, Martin, Bircher, Buller and Flynn. From time to time. Martin, Bircher, Buller and Flynn may refer a client to SWM or vice versa. No referral fees are paid to either party for this service.</p> <p>Mr. Schultheis spends 100% of his time devoted to the practice of investment advisory services and is not involved, affiliated or employed by the accounting firm, Martin, Bircher, Buller and Flynn, P.C. Mr. Flynn spends approximately 10% of his time devoted in the practice of accountancy through the accounting firm of Martin, Bircher, Buller & Flynn, PC. Mr. Buller spends approximately 30% of his time devoted to the practice of accountancy through the accounting firm of Martin, Bircher, Buller & Flynn, PC.</p> <p><u>Item 9</u></p> <p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>From time-to-time the interests of SWM and its employees may coincide with those of a client. The same securities may be bought, held or sold by SWM, Mr. Schultheis, Mr. Flynn, Mr. Buller, or employees that is also recommended to or held by a client. If potential insider information is learned by Mr. Schultheis, Mr. Flynn, Mr. Buller or employee, it is the policy of SWM to strictly prohibit its use.</p> <p>It is the policy of SWM to permit its owners and employees to buy, sell and hold the same securities that they also recommend to clients. It is acknowledged and understood that SWM performs investment services for various clients with varying investment goals and risk profiles. As such, the investment advice may differ between clients and investments made by SWM and its owners and employees.</p> <p>SWM has no obligation to recommend for purchase or sale a security that</p>

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	<p>SWM employees may purchase sell or hold. When a decision to buy or liquidate a security from client accounts, priority would always be given to the client's orders before those of a related or associated person to the advisor.</p> <p>SWM has procedures dealing with insider trading, employee related accounts, "front running" and other issues that may present a potential conflict when such purchase, sales or recommendations are made. In general, these policies and procedures are intended to eliminate, to the extent possible, the adverse effect on clients of any such potential conflicts of interest. SWM has a company code of ethics available upon request. Please call (425) 820.1769 to request a full copy.</p> <p>PROXY VOTING</p> <p>SWM does not vote proxies for clients. All proxies are to be voted on by the client. All clients will receive any proxy notices directly at their current address on record via US mail.</p> <p><u>Item 10</u></p> <p>CONDITIONS FOR MANAGING ACCOUNTS</p> <p>Please see Item 1.D for additional comments regarding the SWM conditions for managing accounts under Investment Advisory Agreement and Investment Advisory Fees.</p> <p><u>Item 11</u></p> <p>REVIEW OF ACCOUNTS</p> <p>A representative of SWM will review client accounts periodically to compare the client's account performance to their stated goals. In addition, SWM's representatives will attempt to meet with the client periodically to review any changes in the client's financial situation, needs or investment objectives, as</p>

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	<p>well as the performance of the portfolio.</p> <p>The client will receive statements regarding their account performance returns, it's holdings, transactions and fees at least quarterly.</p> <p>An Investment policy statement is also created by SWM for each client so that they can review their allocation conveniently. The investment policy statement describes the allocation of the client portfolio based on the individual clients financial objectives and investment needs. The investment policy statement is drawn up by the representative after the client agrees to work with SWM and is signed by both SWM and client.</p> <p>FINANCIAL PLANNING</p> <p>Some, but not all clients are provided a written plan that may include a personal balance sheet and certain projections. All reports, financial statement projections and analyses are intended exclusively for the clients use in developing and implementing their financial plan. In view of this limited purpose, the statements should not be considered complete financial statements. We will not audit (examine), review or compile such statements and, accordingly we will not express an opinion or other form of assurance on them, including the reasonableness of assumptions and other data on which any prospective financial statements are based. It is likely that there will be differences between projected and actual results because events vary and circumstances frequently do not occur as expected and such differences may be material.</p> <p>Our analyses will be highly dependent on certain economic assumptions that about the future. Therefore, the client should establish familiarity with historical data regarding key assumptions such as inflation and investment rates of return, as well as an understanding of how significantly these assumptions affect the results of our analyses. We may counsel you as to the consistency of your assumptions with relevant historical data, but we will not express any assurance as to the accuracy or reasonableness of your specific data and assumptions. You are ultimately responsible for the assumptions and personal</p>

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	<p>data upon which our procedures and projections are based. The financial plan assumptions and reports are primarily a tool to alert clients to certain possibilities. The reports are not intended to nor do they provide any guarantee about future events including an individual's investment returns. The implementation of the plan is solely your responsibility.</p> <p>The financial plans provided for some of our clients do not address all potential aspects of financial planning. Typically our plans address retirement planning, college funding and other investments that the client may hold outside of the managed portfolio with SWM. Risk management issues such as life, health, disability and long-term care insurance are not typically addressed and the client is encouraged to seek professional counsel in these areas.</p> <p><u>Item 12</u></p> <p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>All investment management accounts will be maintained at an independent custodian. Currently, SWM utilizes Charles Schwab as their primary custodian. The criteria for suggesting a broker/dealer include reasonableness of commissions, financial strength, reputation, other costs of trading, ability to facilitate trades, access to client records, computer trading support, and other operational considerations.</p> <p>SWM may recommend that clients establish brokerage accounts 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. SWM is independently owned and operated and not affiliated with Schwab. Schwab provides SWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at Schwab Institutional, are not otherwise contingent upon Advisor committing to Schwab any specific amount of business (assets</p>

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

Applicant: Soundmark Wealth Management, LLC	SEC File Number: 801- 68799	Date: 01/01/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: Soundmark Wealth Management, LLC	IRS Empl. Ident. No.:
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Item of Form (identify)	Answer
	<p>in custody or trading). Schwab’s services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For SWM’s client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.</p> <p><u>ITEM 13</u></p> <p>ADDITIONAL COMPENSATION</p> <p>Schwab also makes available to SWM other products and services that benefit SWM but may not benefit its clients’ accounts. Some of these other products and services assist SWM in managing and administering clients’ accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of SWM’s fees from its clients’ accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of SWM accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to SWM other services intended to help SWM manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to SWM by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to SWM. While as a fiduciary, SWM endeavors to act in its clients’ best interests, and SWM’s recommendation</p>

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	<p>that clients maintain their assets in accounts at Schwab may be based in part on the benefit to SWM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.</p> <p>Some of the investment advisor representatives of SWM may recommend that clients purchase insurance products or introduce clients to other insurance professionals. If the client purchases an insurance product through the SWM investment advisor representative or other insurance professional the SWM investment advisor representative will receive a portion of the insurance commission generated by the insurance product sale. The sales commission creates a financial incentive to recommend the purchase of an insurance project. The financial incentive creates a potential conflict of interest between the client, the investment advisor representative and SWM.</p>