

Name of Investment Adviser: <b>Abundance Wealth Counselors, LLC</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number
232 Regent Court	State College	PA	16801	814 861-3810

**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.)
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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.

**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	90 %
<input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services	_____ %
<input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above	5 %
<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.)

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

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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 checked="" type="checkbox"/> (5) Commissions
<input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees)	<input checked="" type="checkbox"/> (6) Other

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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

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**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	

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

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

- |  |  |
|--|--|
| <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   |  |

**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:
 

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

**9. Participation of 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.

<b>10. Conditions for Managing Accounts.</b> Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account?	Yes No
	<input checked="" type="checkbox"/> <input type="checkbox"/>
(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.

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.

**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

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

Applicant: <b>Abundance Wealth Counselors, LLC</b>	SEC File Number: 801- 60373	Date: 12/02/2009
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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: <b>Abundance Wealth Counselors, LLC</b>	IRS Empl. Ident. No.: 25-1881914
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Item of Form (identify)	Answer
1.C.(6) & 1.D.	<p>Abundance Wealth Counselors, LLC ("AWC") offers financial planning and investment management services to individuals, businesses, institutions, trusts, employee benefit plans, and charitable trusts. Each service may be billed for separately or, more typically, billings for both services are integrated, as described below.</p> <p><b>Client Services Agreement</b></p> <p>The specific services and compensation arrangement appropriate to each client are documented in a Client Services Agreement signed by the client prior to services being rendered. The Client Services Agreement provides for termination by either party upon thirty (30) days written notice. Should it receive notification of termination, AWC will, upon termination, promptly refund fees paid in advance prorated to the date of termination, subject to a minimal administrative charge designed to reflect the costs and expenses incurred in opening and closing a client account. Clients who terminate the Client Services Agreement within five (5) days of signing it are provided a full refund.</p> <p><b>Financial Planning Services</b></p> <p>AWC provides financial planning services for fees. Ordinarily, our investment management services are part of the implementation process that occurs once the initial financial planning has been accomplished. Use of our investment management services is not required of those who wish to use our financial planning services exclusively.</p> <p>The planning process involves the gathering of information through completion of the data collection questionnaire by the client and discussions with the client regarding the client's financial goals and objectives. Our initial data collection also includes having a client complete a risk profile questionnaire designed to identify their risk tolerance and expectations. Clients are periodically requested to complete a new risk profile questionnaire to verify and update their continuing perspective as to financial objectives and risk tolerance.</p> <p>We analyze possible solutions and take into account relevant factors. Clients are provided financial planning advice on topics such as retirement, the role of insurance, family savings, cash flow, charitable giving and other issues as needed or requested. In our normal planning relationship we regularly meet with clients to review and update the client's information, to measure progress in key financial areas, and to develop strategies designed to address changing circumstances.</p>

**Schedule F of  
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Part II**

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Item of Form (identify)	Answer
	<p>As the clients' financial plans are developed, we assist with the implementation of the plan, as requested by the client. We also follow-up, monitor and make changes in the plan as circumstances indicate.</p> <p>Clients receive a copy of a written financial plan that is developed and discussed during the time we work together. If there are questions, these are reviewed in our on-going discussions, or between meetings, through whatever means of communication is most convenient for the client. When acceptable to the client, we make active use of the telephone, email, and other forms of electronic or written communication as well as face-to-face meetings.</p> <p>Financial planning analysis, reports, and subsequent modifications and services is a service separate from our investment management services. Clients have full discretion as to the extent to which, if at all, they choose to implement the AWC recommendations discussed in the financial planning phase. There are no requirements to use AWC for investment management services. Some clients may use the services of AWC only for financial planning; others may choose to use AWC only for investment management services.</p> <p><b>Wealth Advisory Services</b></p> <p>Based on the nature and scope of the work to be performed, clients may pay for the wealth advisory services provided by AWC in one of three ways:</p> <p>Hourly fees at the rates set forth below. This approach is typically recommended for shorter term consulting requests or more limited financial planning and analyses.</p> <p>Financial Planning Fees. These are fixed at the beginning of the engagement and based on an estimate of the time required to complete the work. This approach is appropriate for both basic planning and for more complex planning cases.</p> <p>Retainer Fees. These are established during the relationship based upon the scope of work to be performed and the nature of ongoing consulting desired and can be updated annually. This approach is recommended where the nature of the planning work is complex and the client has multiple financial concerns requiring regular advice and guidance.</p>

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	<p>Hourly clients are billed for the time incurred at the completion of each key planning task. The current hourly rates charged to clients are:</p> <p>Advisors \$175 to \$300 per hour.</p> <p>Clerical/administrative \$75 per hour.</p> <p>For wealth advisory services, an agreed upon deposit, is payable in advance with the balance of the agreed-to fee due upon completion and presentation of the clients' analysis and report. The project fee is based on the hourly rates listed above multiplied by the number of hours AWC expects to spend on the project.</p> <p><b>Investment Management Services</b></p> <p>AWC provides investment management services on a fee basis.</p> <p>For those clients engaging AWC for investment management services AWC consults with the client to obtain detailed financial information and other pertinent data to enable the client to determine the appropriate investment guidelines. AWC's investment strategy, or the Abundance Strategic Allocation Portfolio, is a diversified investment strategy consisting of equity, fixed income, and commodity exposure. Alternative investments will be included when appropriate. The strategy is based upon a moderate, or balanced, mix typically having equity exposure between 55% to 65% of a portfolio's assets. Clients will be invested into this strategy unless there is an exception based upon the client's investment objectives, risk tolerance, net worth, net income, or other factors. AWC manages the client's accounts on an individualized basis, sensitive, where appropriate, to the management of taxable accounts.</p> <p>While AWC strives to obtain a complete understanding of each client's individual needs and particular background information relating to the client's investment objectives, such information is often not completely divulged by the client. Further restrictions and guidelines imposed by clients affect the composition and performance of portfolios. For these reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios will be identical with the average client of the AWC.</p>

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Item of Form (identify)	Answer																								
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Market Value of Assets</th> <th style="width: 50%;">Annual Fee Range</th> </tr> </thead> <tbody> <tr><td>\$ 0 - \$ 250,000</td><td>1.50%</td></tr> <tr><td>\$ 250,001 - \$ 500,000</td><td>1.25%</td></tr> <tr><td>\$ 500,001 - \$1,000,000</td><td>1.15%</td></tr> <tr><td>\$ 1,000,001 - \$2,000,000</td><td>1.00%</td></tr> <tr><td>\$ 2,000,001 - \$3,000,000</td><td>0.95%</td></tr> <tr><td>\$ 3,000,001 - \$4,000,000</td><td>0.90%</td></tr> <tr><td>\$ 4,000,001 - \$5,000,000</td><td>0.85%</td></tr> <tr><td>\$ 5,000,001 - \$10,000,000</td><td>0.80%</td></tr> <tr><td>\$10,000,001 - \$15,000,000</td><td>0.70%</td></tr> <tr><td>\$15,000,001 - \$20,000,000</td><td>0.60%</td></tr> <tr><td>\$20,000,001 and above</td><td>0.50%</td></tr> </tbody> </table> <p>AWC requires each client to enter into a Client Services Agreement which sets forth the rights and obligations of the Advisor and the client. The Agreement provides that fees charged for investment management services are payable monthly on a pro rata basis utilizing the then-current fee structure, based upon the market value of assets in the client's account on the last business day of the preceding month. Fees are typically paid via deduction from a client's account or the client may elect to pay fees separately.</p> <p>Client Fee schedules are subject to an annual fee review using the 12/31/xx market value. Any deposits or withdrawals a client makes in excess of \$500,000 during a given year will generate a fee schedule review at that time so that the client's account will be billed proportionately.</p> <p>The forgoing fees are for the investment advisory services of AWC only, and are in addition to any management fees and expenses paid to investment companies where client funds are invested, or any transaction fees or commissions incurred in the buying and selling of the assets in the client portfolios.</p> <p>AWC is not compensated on the basis of a share of the capital gains upon, or the capital appreciation on the client's funds. With regard to certain investment products or services, AWC may receive fees from the sponsor of the product or service or affiliates of the sponsor. This may include the receipt of administrative fees or shareholder services fees for services rendered by AWC to its clients in respect of the product, service or its sponsor.</p>	Market Value of Assets	Annual Fee Range	\$ 0 - \$ 250,000	1.50%	\$ 250,001 - \$ 500,000	1.25%	\$ 500,001 - \$1,000,000	1.15%	\$ 1,000,001 - \$2,000,000	1.00%	\$ 2,000,001 - \$3,000,000	0.95%	\$ 3,000,001 - \$4,000,000	0.90%	\$ 4,000,001 - \$5,000,000	0.85%	\$ 5,000,001 - \$10,000,000	0.80%	\$10,000,001 - \$15,000,000	0.70%	\$15,000,001 - \$20,000,000	0.60%	\$20,000,001 and above	0.50%
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Item of Form (identify)	Answer
	<p>AWC may also receive solicitation fees from other investment advisers with respect to the investment of client assets in products sponsored by these advisers. In each of the foregoing situations, AWC will provide affected clients with information concerning the investment product or service, including the fees that may become payable to AWC, and will request the client's consent prior to the investment of the client's assets in any such product or service.</p> <p><b>Custody</b></p> <p>AWC acts as custodian with respect to client assets. With regard to client assets, for which AWC provides discretionary management services, AWC will cause client assets to be held with independent qualified custodians. Any charges that may be assessed by the custodians are paid directly by AWC out of the proceeds of its fee schedule listed above. In addition, the Client Services Agreement authorizes the payment of fees to AWC by deduction directly from the client's custodial account.</p> <p><b>Unaffiliated Brokerage Relationships</b></p> <p>AWC has entered into a brokerage relationship with Purshe Kaplan Sterling Investments (PKS) an independent registered broker-dealer and FINRA/SIPC member firm which may be considered to be material. Geoffrey P. Caber is a registered representative of PKS and may place clients into investment products sold through the unaffiliated broker/dealer. In doing so we may receive a usual and customary commission. Many, although not all, products have a fixed commission and they are sold through a prospectus.</p> <p>PKS is not involved in the advisory activities of AWC which would include financial planning, investment or product selection or other such activities. As with all brokerage relationships, AWC has no arrangements with PKS for research, equipment or economic benefit of any kind, other than as previously disclosed.</p> <p>AWC also maintains a fixed income trading relationship with Mid-Atlantic Capital Corp. (MACC), an unaffiliated registered broker-dealer and investment adviser, which assists AWC with AWC's fixed income investment strategy and management services.</p> <p>Under this relationship, MACC provides fixed income research, trading and monitoring services in exchange for AWC's fixed income order flow. AWC has negotiated competitive commission rates for fixed income transactions for AWC clients, taking into account the services provided. AWC also maintains other fixed income trading relationships with broker-dealer firms in addition to MACC.</p>

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Item of Form (identify)	Answer
3.K.(3) & 3.L.	<p><b>Sub-Advisers</b></p> <p>In some instances, AWC may engage other registered investment advisers to provide advice or perform services with regard to the management of the investments of AWC clients. In such instances the fees of such sub-advisers are in addition to the fees and expenses of AWC and are separately paid by the clients.</p>
4.C.(7)	<p><b>Types of Investments</b></p> <p>In addition to the securities checked in Item 3, including but not limited to stocks, bonds and mutual funds, AWC may offer advice on exchange traded funds (ETF's), hedge funds, venture capital opportunities, derivative debt and equity securities, private and public real estate investment trusts (REIT's), and other partnership interests such as those investing in mortgages. AWC may also offer advice on other types of investments such as business opportunities involving private securities offerings.</p> <p><b>Investment Strategies</b></p> <p>As a result of employee benefit perquisites arising from their position as an owner or executive of the company, some clients may own, be granted or may consider purchasing options in the shares of their own company. AWC offers advice about such investment decisions, as well as about the sale or liquidation thereof.</p> <p>Suitable categories of investments are selected in accordance with the clients' attitudes about risk and their need for capital appreciation or income production, with tax considerations of all transactions weighted appropriately. Within each category, individual securities are selected whose characteristics are most consistent with the particular objectives for which the category was chosen. Risk factors of the different investments are considered, particularly in light of the clients' willingness to assume risk.</p>

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5.	<p><b>Education-Business Standards</b></p> <p>Advisory affiliates (investment advisor representatives) must be investment and financial planning professionals. Additionally, advisory affiliates must meet the applicable examination requirements of state authorities, where applicable. Advisory affiliates possess at least a bachelors degree and have one or more of the following credentials: Certified Financial Planner or program candidate, Chartered Financial Consultant, Personal Financial Specialist, Chartered Life Underwriter, Chartered Alternative Investment Analyst, Accredited Investment Fiduciary, Certified Investment Management Consultant, or Certified Public Accountant. Advanced degrees, in appropriate disciplines, may eliminate the necessity for financial planning accreditation.</p> <p>Support staff members bring other appropriate skills and experiences.</p>
6.	<p><b>Education &amp; Business Background</b></p> <p><b>Richard F. DeFluri</b></p> <p>Year of Birth: 1950</p> <p>Professional Designations/Licenses: PA Life, Accident, &amp; Health Insurance, Certified Investment Management Consultant (CIMC), Registered Financial Consultant (RFC), and Accredited Investment Fiduciary® (AIF).</p> <p>Education: Pennsylvania State University, Bachelor of Science in Business Administration (1974).</p> <p>Work Experience: Pennsylvania Financial Group, State College, PA, Financial Services Consultant, 1974-2001; 1717 Capital Management Company, a Registered Broker-Representative, 1974-2001; Provident Mutual Life Insurance Company, State College, PA, Insurance Sales Agent, 1985-2001; Richard F. DeFluri, Ltd, State College, PA, Financial Consultant since 1974; Principal Abundance Wealth Counselors, LLC 2001 to present; President Thoroughbred Aviation, Ltd., State College, PA, 1987 to present; Member Abundance Risk Management, LLC 2003 to present; Member Abundance Medical Consulting, LLC 2006 to present; President and Member of the Board of Directors of Abundance Holdings Inc., 2002 to present; Member of the Board of Directors of PFG Capital Corporation, York, PA, 1986 to present; President and Member of the Board of Directors of Home Delivery Pizza, Inc., State College, PA; Partner of Home Delivery Real Estate One, State College, PA, 2004 to present; Partner, NOTA Partners, LP, State College, PA, 2003 to present; NOTA Partners, LLC, State College, PA, 2005 to present.</p>

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	<p><b>Jamie L. Felker</b></p> <p>Year of Birth: 1971</p> <p>Professional Designations: Accredited Investment Fiduciary® (AIF)</p> <p>Education: University of Phoenix, Master of Arts in Organizational Management (2000); Robert Morris University, Bachelor of Science in Business Administration (1995); Community College of Beaver County, Associate of Science in Aviation (1992)</p> <p>Work Experience: Merrill Lynch, Englewood, CO Account Representative (1995-1997); Quality Integration Analyst (1997-1998); Assistant Supervisor (1998-1999); Supervisor (1999-2000); Six Sigma Black-belt (2000-2001); Assistant Vice President (2001-2003); Merrill Lynch, Pennington, NJ Vice President (2003-2005); Abundance Wealth Counselors, LLC, Chief Operating Officer, December 2005 to present.</p> <p><b>Geoffrey P. Caber</b></p> <p>Year of Birth: 1967</p> <p>Professional Designations/Licenses: FINRA Series 7, 63 and 65 licensed; Accredited Investment Fiduciary® (AIF). PA Life, Accident, &amp; Health Insurance.</p> <p>Education: University of Arizona, Bachelor of Science in Operations Management (1992); Central Atlantic School of Trust &amp; Investment Management (2003)</p> <p>Work Experience: First Union Securities, Inc., Tucson, AZ, Investment Consultant, 1992 - 2000; Aris Corporation of America, State College, PA, Portfolio Manager, 2001-2002; Susquehanna Trust &amp; Investment Co., Sunbury, PA, Vice President/Investment Officer, 2002-2003; Abundance Wealth Counselors, LLC, Chief Investment Officer, March 2004 to present.</p>

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	<p><b>Daniel T. McCurdy</b></p> <p>Year of Birth: 1961</p> <p>Professional Designations/Licenses: Chartered Alternative Investment Analyst (CAIA) and Accredited Investment Fiduciary® (AIF). PA Life, Accident, &amp; Health Insurance.</p> <p>Education: Pennsylvania State University, Master of Business Administration - Investment Management and Portfolio Analysis (2003); University of Illinois, Doctor of Philosophy - Molecular Physiology and Biophysics (1996), The Ohio State University, Master of Science - Exercise Physiology (1989); DePauw University, Bachelor of Arts in Psychology (1983)</p> <p>Work Experience: Abundance Wealth Counselors, LLC, Portfolio Manager 2003 to present; Financial Advisor 2008 to present.</p> <p><b>Taylor B. Russell</b></p> <p>Year of Birth: 1985</p> <p>Professional Designations/Licenses: FINRA Series 63 and 6 licensed</p> <p>Education: East Carolina University, Bachelor of Science in Accounting (2007)</p> <p>Work Experience: The Vanguard Group Inc., Philadelphia, PA, Client Relationship Associate, 2007-2008; Abundance Wealth Counselors, LLC, State College, PA, Research Analyst, 2008-2009; Abundance Wealth Counselors, LLC, State College, PA, Portfolio Manager, 2009-present.</p>

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7.B., 8.C.(9) & 9.D.	<p><b>Other Business Activities</b></p> <p>As described above, AWC provides wealth advisory services to its clients in addition to investment management services. AWC estimates that approximately twenty-five percent (25%) of its activities involve financial planning and seventy-five percent (75%) involves providing investment management services.</p> <p>The Principal of AWC, in addition to his AWC responsibilities, serves in various capacities for affiliated and unaffiliated companies.</p> <p>Richard F. DeFluri serves as President and Director of Abundance Holdings, Inc., a Pennsylvania corporation which is the holding company, owner and parent company of AWC, Abundance Risk Management, LLC (ARM) and Abundance Medical Consulting, LLC (AMC) all of which are Pennsylvania limited liability companies. Richard F. DeFluri is a Member of ARM, which was established to receive and distribute revenues from the sale of life, long term disability, long term care lines, all of which are insurance related products. These revenues are generated from the sale of qualifying insurance products by individuals within the firm that hold the appropriate insurance licenses.</p> <p>In addition, and in his separate and individual capacity, Richard F. DeFluri is the President and sole director of Richard F. DeFluri, Ltd (RFDL), a Pennsylvania corporation, which previously employed Richard F. DeFluri as an insurance agent that had agreements with a number of insurance companies. Since the formation of ARM no new business is being written through RFDL. The source of its income is through trailing commissions from business placed prior to the formation of ARM.</p> <p>AWC advisory clients needing insurance related products may be referred to ARM and ARM insurance clients needing advisory services may be referred to AWC. There are no referral arrangements or referral fees paid by either firm, and clients are under no obligation to engage either firm, if recommended.</p> <p>Richard F. DeFluri is President and Director of Thoroughbred Aviation, Ltd.</p> <p>Richard F. DeFluri is also involved with various other businesses, venture capital opportunities, and limited partnerships formed by families or individuals for which Richard F. DeFluri serves as General Partner, director, or officer. These other private partnerships may invest in publicly traded or private securities and real estate, among other things.</p> <p>The AWC Principal spends the majority of his time (over 85%) on the AWC advisory business.</p>

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8.C.(7)	<p><b>Other Financial Industry Activities</b></p> <p>AWC may from time to time become involved with business or venture capital opportunities involving the private placement of securities. In such instances, one or more of the related persons of the AWC may be a shareholder, director or officer or otherwise participate in the ownership or operation of the issuer of such securities. Our policy generally is that clients of AWC that invest in such situations are given prior written disclosure of such participation and the terms of any such investment in compliance with the Investment Advisers Act of 1940 and applicable federal and state securities laws.</p>
9.E.	<p><b>Code of Ethics</b></p> <p>AWC has adopted a Code of Ethics consistent with Rule 204A-1 of the Advisers Act. AWC's Code of Ethics provides for a high ethical standard of conduct for all AWC's professionals and employees, compliance with federal securities laws, and policies and procedures for the reporting of certain personal securities transactions on a quarterly basis and initial and annual security holdings by AWC's professionals and employees.</p> <p>Among other things, AWC's Code of Ethics also requires the prior approval of any IPO and private placement investments, supervisory reviews, enforcement and recordkeeping. A copy of the AWC Code of Ethics is available to AWC's advisory clients upon written request to the Chief Compliance Officer at AWC's office address.</p> <p><b>Participation or Interest in Client Transactions</b></p> <p>AWC or individuals associated with AWC may buy or sell securities identical to, or different than, those recommended to clients. It is the policy of AWC that no person employed by AWC may purchase or sell any security prior to a transaction being implemented for an advisory account, thus preventing such employees from benefiting from transactions placed on behalf of advisory accounts. This rule does not apply to mutual fund transactions and government funds.</p> <p>Since situations like those described above may represent a conflict of interest, AWC has established the following restrictions in addition to AWC's Code of Ethics discussed in the previous heading, to ensure its fiduciary responsibility is fulfilled:</p> <p>Any owner or employee of AWC shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry.</p>

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10.	<p>No employee or owner of AWC shall prefer his or her own interest to that of the advisory client.</p> <p>Abundance requires that all affiliated persons must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.</p> <p>Any affiliated person not in observance of the above may be subject to termination.</p> <p><b>Conditions for Managing Accounts</b></p> <p>It is the general policy of AWC that investment management accounts maintained for its clients must have a minimum initial equity of \$500,000. However, a lower limit may apply upon specific review of a client's financial position and needs considering future additions to the account. Consideration is also given to referral relationships with existing clients and such relationships are viewed globally.</p>
11.A.	<p><b>Review of Accounts</b></p> <p>AWC reviews accounts on an ongoing basis, as well as reviewing the goals and objectives of clients as part of AWC's monitoring and reporting process. Market information on client investments is reviewed on a regular basis including price, volume, news, research reports, as well as any changes in general economic and market conditions. Accounts are also reviewed upon other triggering events such as receipt of new money to be invested, a request to liquidate and disburse a significant portion of the portfolio; a significant change in the financial circumstances of the client; or a significant change in the status of the financial markets. Rebalance of client portfolios occurs when the firm deems it appropriate based upon market performance and conditions. Team members of AWC conduct such reviews and analysis under the supervision and direction of the principal of AWC who has the final responsibility for services to the client.</p>
11.B.	<p><b>Reports to Clients and Record Retention</b></p> <p>It is the policy of AWC to maintain a minimum of two years of client records at our business site. In addition we store at least three years records in a secure offsite location, in conformity with regulations issued by the Securities &amp; Exchange Commission. Copies of client quarterly statements are also maintained on searchable electronic media in a PDF file format. Vendors providing custodial services to AWC also retain electronic records of custodial and performance reports of clients.</p>

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12.A.	<p><b>Investment/Brokerage Discretion</b></p> <p>Generally, AWC has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, the broker dealer to be used and the commission rate to be paid.</p> <p>With regard to certain investment products or services, AWC may receive fees from the sponsor of the product or service or affiliates of the sponsor. This may include the receipt of administrative fees or shareholder services fees for services rendered by AWC to its clients in respect of the product, service or its sponsor. AWC may also receive solicitation fees from other investment advisers with respect to the investment of client assets in products sponsored by these advisers. In each of the foregoing situations, AWC will provide affected clients information concerning the investment product or service, including the fees that may become payable to AWC, and will request the client's consent prior to the investment of the client's assets in any such product or service.</p> <p><b>Proxy Voting</b></p> <p>AWC assumes the responsibility to vote any proxy received in the best interest of the investment client. Our firm maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting and makes appropriate disclosures about our firm's proxy policies and practices.</p> <p>Clients may receive the AWC Proxy Policy and/or an annual summary of the voting of proxies related to investments held on their behalf upon a written request to the Chief Compliance Officer at AWC's office address. Proxy voting reporting and documentation is handled by a third party, Broadridge Financial Solutions, Inc., when possible. Collateral accounts are not processed through the Broadridge service and are voted online after hard-copy notification.</p> <p><b>Best Execution</b></p> <p>It is our policy to seek "Best Execution" on behalf of all clients of our investment advisory firm. This means that we consider all relevant factors as to a full range of broker services, execution capability, commission rates, and responsiveness to placement of orders.</p> <p>The Investment Committee has the responsibility for monitoring our firm's trading practices, gathering relevant information, periodically reviewing and evaluating the services provided by broker-dealers, the quality of executions, research, commission rates, and overall brokerage relationships, among other things.</p>

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12.B.	<p>Abundance Wealth Counselors, LLC also conducts periodic reviews of the firm's brokerage and best execution practices, evaluates services and documents these reviews.</p> <p>A Best Execution file is maintained for the information obtained and used in Abundance Wealth Counselors, LLC's periodic best execution reviews and analysis and to document the firm's best execution practices.</p> <p><b>Directed Brokerage</b></p> <p>It is the policy of AWC to not accept client direction on brokerage services to be utilized unless they are received in writing and reviewed and approved by the Chief Compliance Officer.</p> <p>Directed brokerage arrangements requested by the client relieve AWC from responsibility to negotiate commissions, obtain volume discounts or aggregate directed transactions. Further directed brokerage arrangements may generate commission charges that vary among clients and best execution may not be obtained. Directed Brokerage arrangements may not be in the client's best interest.</p> <p><b>Principal Trading</b></p> <p>The policy of AWC is to prohibit principal trades with advisory clients and the policy has been communicated to relevant individuals, including management, traders and portfolio managers, among others.</p> <p>Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client.</p> <p><b>Agency Cross Transactions</b></p> <p>An agency cross transaction occurs when a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.</p> <p>Generally, it is the policy of AWC to not engage in any agency cross transactions.</p>

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	<p><b>Class Action Suits</b></p> <p>The policy of AWC is to not make decisions on class action lawsuits on behalf of clients as to whether to participate, or not, in such actions. The decision and preparation of the documentation necessary to participate, should a client decide to do so, are the obligation of the client. AWC will assist in determining the ownership of a given security required to participate in the class action suit, but no additional direction will be provided. Clients should contact their attorney for clarification of such issues and direction as to the appropriate action to be taken.</p> <p><b>Soft Dollars</b></p> <p>The policy of AWC is that the firm, as a matter of policy and practice, does not obtain or utilize research, research-related products and other services from broker-dealers, or third parties, on a soft dollar commission basis.</p> <p>This policy has been communicated to relevant individuals including management, traders and portfolio managers, among others.</p> <p><b>Aggregation/Allocation</b></p> <p>Our firm’s policy is to aggregate client transactions where possible and when advantageous to clients. In these instances clients participating in any aggregated transactions will receive an average share price. Transaction costs related to these trades may vary between clients based on both our negotiated fee agreement with the custodian and the custodian's fee policy, which is based on the market value of each client's portfolio. These transactions costs are no different than the amount that would have been charged to each individual client as if it were a none aggregated transaction.</p> <p>In the event that there are any transactions for the adviser, its employees, or principals (“proprietary accounts”) included in these aggregate transactions, they will receive the same average share price as the clients.</p> <p>Abundance Wealth Counselors, LLC's policy prohibits any allocation of trades in a manner that Abundance Wealth Counselors, LLC's proprietary accounts, affiliated accounts, or any particular client(s) or group of clients receive more favorable treatment than other client accounts.</p>

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	<p><b>Valuations of Securities</b></p> <p>It is the policy of AWC , to the fullest extent possible, to utilize recognized and independent pricing services for timely valuation information for advisory client securities.</p> <p>For securities where independent valuation information is not readily available e.g., hedge funds, private placements, illiquid securities, foreign investments, derivatives or other such situations are to be reviewed and priced in good faith by Taylor Russell using available information and reviewed and approved by the Investment Committee in order to reflect the security's fair and current market value.</p> <p>Unlisted securities are intended to be priced, at least annually, to the extent that reliable third-party information is available. Certain investments are extremely difficult to price and those that don't provide information considered to be reliable will be reviewed by the Investment Committee.</p>