

Name of Investment Adviser: Abundance Wealth Counselors, LLC				
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.)

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 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).

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.)

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

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.

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 <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account?	Yes No
	<input type="radio"/> <input type="radio"/>
(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? | <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: Abundance Wealth Counselors, LLC	SEC File Number: 801- 60373	Date: 03/22/2010
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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: Abundance Wealth Counselors, LLC	IRS Empl. Ident. No.: 25-1881914
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Item of Form (identify)	Answer
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>Client Services Agreement</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. Clients who terminate the Client Services Agreement within five (5) days of signing it are provided a full refund.</p> <p>Financial Planning Services</p> <p>AWC provides financial planning services. 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. For those clients who engage AWC exclusively for financial planning services, AWC will provides the services for fees as may be agreed upon between AWC and each client.</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>

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	<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>Wealth Advisory Services</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><u>Hourly Fees.</u> This approach is typically recommended for shorter term consulting requests or more limited financial planning and analyses. 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> <ul style="list-style-type: none"> ● Advisors \$175 to \$300 per hour ● Clerical/administrative \$75 per hour <p><u>Financial Planning Fees.</u> 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><u>Retainer Fees.</u> 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>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>Investment Management Services</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, the Abundance Strategic Allocation Portfolio, is a diversified investment strategy consisting of equity, fixed income, and commodity exposure. Alternative investments may 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 account's year-end market value. Generally, 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><u>Fee Calculation:</u> The fee charged is calculated as described above. AWC is not compensated on the basis of a share of the capital gains upon, or the capital appreciation of the funds or any portion of the funds of an advisory client (Section 205 (a)(1) of the Advisers Act).</p> <p><u>Mutual Fund Fees:</u> All fees paid to AWC for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders.</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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	<p>These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of AWC. In that case, the client would not receive the services provided by AWC which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by AWC to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.</p> <p><u>Class Action Suits:</u> 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>
2.G.	<p>Types of Clients</p> <p>AWC provides investment management services to Limited Partnerships and/or Limited Liability Companies (hereinafter "Funds") formed by certain AWC advisory client(s) for investment purposes. These Funds are formed solely for investment by such client's family members only; no other advisory clients of AWC are solicited to or may participate in such investment vehicles.</p>
3.K.(3) & 3.L.	<p>Types of Investments</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 (ETFs), hedge funds, venture capital opportunities, derivative debt and equity securities, private and public real estate investment trusts (REITs), 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>

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Item of Form (identify)	Answer
4.C.(7)	<p>Investment Strategies</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>The Abundance Strategic Allocation Portfolio is a diversified investment strategy incorporating a relatively balanced blend of equity, fixed income, and commodity exposure. Equity assets will typically represent between 55% and 65% of the portfolio's holdings. Alternative investments may be included when appropriate.</p>
5.	<p>Education-Business Standards</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>Education & Business Background</p> <p>Richard F. DeFluri Born: 1950</p> <p><u>Professional Designations/Licenses:</u> PA Life, Accident, & Health Insurance, Certified Investment Management Consultant (CIMC), Registered Financial Consultant (RFC), and Accredited Investment Fiduciary® (AIF).</p> <p><u>Education:</u> Pennsylvania State University, Bachelor of Science in Business Administration (1974).</p>

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

Applicant: Abundance Wealth Counselors, LLC	SEC File Number: 801- 60373	Date: 03/22/2010
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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: Abundance Wealth Counselors, LLC	IRS Empl. Ident. No.: 25-1881914
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Item of Form (identify)	Answer
	<p><u>Work Experience:</u> Richard F. DeFluri, Ltd, State College, PA, Financial Advisor 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; General Partner, NOTA, State College, PA, 2003 to present.</p> <p>Jamie L. Felker Born: 1971</p> <p><u>Professional Designations:</u> Accredited Investment Fiduciary® (AIF)</p> <p><u>Education:</u> 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><u>Work Experience:</u> Merrill Lynch, Pennington, NJ, Vice President (2003-2005); Abundance Wealth Counselors, LLC, Chief Operating & Chief Compliance Officer, December 2005 to present.</p> <p>Geoffrey P. Caber Born: 1967</p> <p><u>Professional Designations/Licenses:</u> FINRA Series 7, 63 and 65 licensed; Accredited Investment Fiduciary® (AIF). PA Life, Accident, & Health Insurance.</p> <p><u>Education:</u> University of Arizona, Bachelor of Science in Operations Management (1992); Central Atlantic School of Trust & Investment Management (2003)</p> <p><u>Work Experience:</u> Abundance Wealth Counselors, LLC, Chief Investment Officer, March 2004 to present; Registered Representative, Purshe Kaplan Sterling Investments, April 2005 to present.</p>

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7.C., 8.C.(9), 9.B. & 9.D.	<p>Daniel T. McCurdy Born: 1961</p> <p><u>Professional Designations/Licenses:</u> Chartered Alternative Investment Analyst (CAIA) and Accredited Investment Fiduciary® (AIF). PA Life, Accident, & Health Insurance.</p> <p><u>Education:</u> 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><u>Work Experience:</u> Abundance Wealth Counselors, LLC, Portfolio Manager 2003 to present; Financial Advisor 2008 to present.</p> <p>Taylor B. Russell Born: 1985</p> <p><u>Professional Designations/Licenses:</u> FINRA Series 63 and 6 licensed; Accredited Investment Fiduciary® (AIF) candidate.</p> <p><u>Education:</u> East Carolina University, Bachelor of Science in Accounting (2007)</p> <p><u>Work Experience:</u> 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> <p>Other Business Activities</p> <p>AWC is a SEC registered investment adviser. The Principal of AWC, Richard F. DeFluri, in addition to his AWC responsibilities, serves in various capacities for affiliated and unaffiliated companies as detailed below. 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.</p>

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	<p>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>Geoffrey P. Caber, an executive officer of AWC, is separately licensed as a registered representative of Purshe Kaplan Sterling Investments ("PKS"), a FINRA registered broker-dealer. Associated persons of AWC are also insurance agents or brokers for one or more insurance companies.</p> <p>As such, these individuals, in their separate capacities as a registered representative and/or insurance agents or brokers, will be able to effect securities transactions and/or purchase investment products (insurance) for clients, for which they will receive separate, yet customary compensation. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.</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; clients are under no obligation to engage either firm, if recommended.</p> <p>While these individuals endeavor at all times to put the interest of the clients first as part of AWC's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.</p> <p>Richard F. DeFluri is President and Director of Thoroughbred Aviation, Ltd.</p>

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9.E.	<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. In certain instances, the Principal of AWC may be a shareholder, director or officer or otherwise participate in the ownership or operation of the issuer of such securities. These other private partnerships may invest in publicly traded or private securities and real estate, among other things. Our policy generally is that clients of AWC are not solicited to invest in any such situations.</p> <p>The AWC Principal spends the majority of his time (over 85%) on the AWC advisory business. Other related persons of AWC will spend more than 98% of their time engaged in AWC advisory business activities.</p> <p>Code of Ethics</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>
10.	<p>Conditions for Managing Accounts</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>

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11.A.	<p>Review of Accounts</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>Reports to Clients</p> <p>Clients will receive reports and confirmations of any transactions from broker-dealers or custodians maintaining the client's account. In addition, AWC will provide an annual statement to clients which will include portfolio positions, values, performance and investment yields, among other information. Clients also have daily access to their account information through AWC's password protected web portal.</p>
12.A.	<p>Investment and Brokerage Discretion</p> <p>For discretionary clients, AWC is provided with written authority to determine which securities, the amounts of securities that are bought or sold, the broker dealer to use for client transactions and the commission costs that will be charged to our clients for these transactions.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.</p> <p>Advisory clients who elect not to grant such discretionary authority to AWC are advised that trades in their accounts will be executed subsequent to trades effected in discretionary accounts. Consequently, there may a difference in the price per share of a given security and the commission rates paid.</p>

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12.B.	<p>Brokerage Practices</p> <p>Except in those instances where a client wishes to retain discretion over broker selection and commission rates, AWC accepts discretionary authority to determine the brokers used and the commissions paid.</p> <p>In the absence of any client direction to utilize a particular broker or dealer for the execution of transactions in any client accounts, AWC's overriding objective in effecting portfolio transactions is to obtain the best combination of price and execution. AWC seeks to effect each transaction at a price and commission that provides the most favorable total cost or proceeds reasonably attainable under the circumstances. AWC may consider various factors when selecting a broker or dealer, including, but not limited to, the nature of the portfolio transaction, the size of the transaction, the execution, clearing and settlement capabilities of the broker or dealer; the desired timing of the transactions; confidentiality, and, under appropriate circumstances, the availability of research, research-related services, and execution-related services provided through such broker or dealer.</p> <p>AWC maintains a fixed income trading relationship with Mid-Atlantic Capital Corp. (MACC), an unaffiliated registered broker-dealer, 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> <p>AWC also has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides AWC with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like AWC in conducting business and in serving the best interests of their clients but that may benefit AWC.</p> <p>Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables AWC to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.</p>

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	<p>As part of the arrangement, Fidelity also makes available to AWC, at no additional charge to AWC, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by AWC (within specified parameters). These research and brokerage services presently include services such as Standard & Poor's, Argus, Barclays Capital, Decision Economics, Municipal Market Advisors, and BondTraderPro, which are used by AWC to manage accounts for which AWC has investment discretion.</p> <p>As a result of receiving such services for no additional cost, AWC may have an incentive to continue to use or expand the use of Fidelity's services. AWC examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of AWC's clients and satisfies its client obligations, including its duty to seek best execution.</p> <p>A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the AWC determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although AWC will seek competitive rates, to the benefit of all clients, it may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by AWC will generally be used to service all of AWC's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. AWC and Fidelity are not affiliates, and no broker-dealer affiliated with AWC is involved in the relationship between AWC and Fidelity.</p> <p>Directed Brokerage</p> <p>Under certain circumstances, clients may direct AWC to place securities transactions for their accounts with one or more designated broker-dealer(s) ("Directed Brokerage"). 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>

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	<p>Under these circumstances, AWC will not seek to negotiate broker-dealer commissions for the client, and consequently clients may (or may not) pay higher commissions on transactions than other clients of AWC who do not direct transactions to a particular broker-dealer. The direction of brokerage to a particular broker-dealer may (or may not) also mean that a client may not be able to take advantage of volume discounts or otherwise to obtain best price and execution on each transaction. Furthermore, AWC may not be able to block trades for client accounts who direct the use of broker other than Fidelity, and therefore a disparity in commission charges may exist between the commissions charged to other clients.</p> <p>AWC reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than Fidelity, if AWC believes that the broker dealer would adversely affect AWC's fiduciary duty to the client and/or ability to effectively service the client portfolio.</p> <p><u>Trade Aggregation & Allocation</u> AWC may aggregate client trades in accordance with the initial order ticket or other written statement of allocation. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients' accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows AWC to execute equity trades in a more timely and equitable manner and to reduce overall commission charges to clients. However, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid deviations from pre-determined minimum/maximum holdings limits (established for any account).</p> <p>1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with AWC, or AWC's order allocation policy.</p> <p>2) The portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.</p> <p>3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable AWC to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.</p>

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	<p>4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients. The order ticket or other written statement should indicate both the minimum and maximum amount (either in dollar or number of securities) that the portfolio manager will accept for each account.</p> <p>5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid deviations from pre-determined minimum/maximum holdings limits (established for any account).</p> <p>6) Each client that participates in the order must do so at the average price for all the transactions. Under the client's agreement with the custodian/broker, transaction costs will be based on the number of shares traded for each client.</p> <p>7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Compliance Officer no later than the morning following the execution of the aggregate trade.</p> <p>8) Client account records must be reflected separately for each account in which the transaction occurred, including aggregated transactions, and the securities which are held for each account.</p> <p>9) Funds and securities for aggregated orders should be clearly identified on AWC's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.</p> <p>10) No client or account will be favored over another.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 15

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13.A.	<p>Additional Compensation</p> <p>As previously disclosed, certain principal executive officers of AWC may, from time to time, receive incentive awards for the recommendation/introduction of insurance products. The receipt of this compensation may affect AWC's judgment in recommending products to its clients. Related persons of AWC may, from time to time, receive 12b-1 distribution fees from investment companies in connection with the placement of client funds into investment companies.</p> <p>While these individuals endeavor at all times to put the interest of the clients first as part of AWC's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.</p> <p>Proxy Voting</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, information on how certain proxies for his/her shares were voted 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>