

Part 2A of Form ADV: Firm Brochure

Item 1—Cover Page

EQUIPOISE Wealth Management, Inc.

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SEC File Number: 801-46679

This brochure provides information about the qualifications and business practices of EQUIPOISE Wealth Management, Inc. If you have any questions about the contents of this brochure, please contact us at 303-765-4422. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about EQUIPOISE Wealth Management, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2—Material Changes

This document reflects changes in our fee structure effective January 1, 2012.

Our prepaid packages are no longer offered. Unused time remaining on existing prepaid packages (purchased prior to December 31, 2011) will be honored. When all prepaid time has been consumed, clients will be invited to continue their relationship with EQUIPOISE under a new agreement.

We continue to offer fee-only financial planning and investment management services. Now, however, new clients can purchase one of our most requested financial planning services—Investment Plan, Retirement Plan, or Comprehensive Plan—for a fixed amount. Of course, new clients can still purchase time, hourly.

Distinguishing new clients from those clients who have been loyal over time is a critical aspect of this year's changes. Renewing clients are rewarded with an hourly rate that is discounted by 17.5% from the new client rate.

Another change in 2012 is that Investment Management is recognized as a separate service. New clients, who wish to have EQUIPOISE oversee their investments, will incur setup fees to establish new Schwab Institutional accounts, transfer assets from other custodians, and implement recommendations. In 2012, all existing clients with Schwab Institutional accounts will be asked to sign a new service agreement covering account maintenance, periodic reviews, and other financial planning support.

The last change effective in 2012 provides for the cancellation of the Investment Management Service Agreement, Financial Planning Service Agreement (Renewing Clients), or a prepaid service package acquired prior to 12/31/2011, without cause. All time already consumed will be calculated at the New Client hourly rate and an administrative fee of \$50 will be assessed. Once these deductions have been subtracted from the original payment, any remaining balance will be refunded to the client within 30 days of receiving the written request to cancel.

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Item 4—Advisory Business

EQUIPOISE Wealth Management, Inc. is registered as an investment advisory firm with the Department of Regulatory Agencies, Division of Securities, in the state of Colorado.

Our core business is personal financial planning. We offer guidance in all financial planning disciplines—cash management, insurance, tax, retirement, investments, employee benefits, and estate.

Some clients authorize us to manage their investment accounts through Schwab Institutional under a limited power of attorney. We also offer investment advice through consultations without regard to which financial institution holds the client accounts.

About 25% of our business revenue is generated through Tax Preparation services. We have initiated registration with the Internal Revenue Service as professional, paid preparers and currently operate under a provisional PTIN. All IRS registration requirements will be completed in 2012.

Item 5—Fees and Compensation

EQUIPOISE Wealth Management, Inc. is a fee-only financial planning and investment advisory firm.

FINANCIAL PLANNING: New Clients or Non-Renewing Clients:

During initial engagement, clients will execute a New Client/Non-Renewing Client Service Agreement, identifying one of the following Financial Planning services. Fee payment is due when the Service Agreement is signed, before any work is started. The Service Agreement has a term of one-year. However, the Investment Plan, Retirement Plan, and Comprehensive Plan will be completed within a few weeks of Service Agreement date.

\$200 per hour (one hour minimum)

\$850 for an **Investment Plan** or a **Retirement Plan**

Investment Plan: reviewing current account structure and positions, defining asset allocation, designing portfolio, researching investments, and developing recommendations

Retirement Plan: determining liquidity needs, identifying income sources, assessing debt structure, evaluating timing choices, developing withdrawal strategies, outlining recommendations

\$1,200 for a **Comprehensive Plan**, including Investment and Retirement Plans, plus determining tax reduction strategies, evaluating employee benefits or stock options, mapping career transition, determining education savings methods, outlining family and charitable gifting, enhancing estate transfer tactics, reviewing mortgage alternatives, and evaluating risk mitigation coverage, etc.

Renewing Clients:

At anniversary of the initial engagement, the client can choose to renew or not. Renewal fees are due when the Renewal Service Agreement is signed. All work performed, including periodic portfolio reviews/updates, or any other service, will be billed hourly in two-hour increments.

\$165 per hour, billed in two-hour increments

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INVESTMENT MANAGEMENT (Schwab Institutional):

When the client wants EQUIPOISE to oversee their investment accounts (no minimum imposed), an Investment Management Service Agreement must be signed. Setup fees are due when new accounts are created. Clients who already have Schwab Institutional accounts linked to the EQUIPOISE master account will only be assessed setup fees when additional accounts are added. An Investment Management Service Agreement must be executed in 2012 for all active Schwab Institutional accounts owners.

# Of Accounts	Setup Fees (one-time): Establishing new accounts at Schwab Institutional, transferring assets, and implementing Investment Plan recommendations.
1	\$200
2	\$380
3	\$455
4+	\$500

Account Maintenance: This service includes, but is not limited to, informing client of maturing securities, recommending replacement positions, identifying idle cash and suggesting appropriate investments, realizing gains/losses when appropriate, reviewing corporate actions, setup cash transfers and distributions in accordance with client requests.

Portfolio Reviews: Client can request a portfolio review at any time. The update provides visibility to historic performance data and provides a foundation to refine asset allocation and tweak investment choices.

NOTE: To retain a Schwab Institutional account through EQUIPOISE, Investment Management clients must arrange a portfolio review at least once every twenty-four months (estimated time, two – three hours).

These Investment Management services are billed at the applicable hourly rate in two-hour increments.

NOTE: To avoid the need for multiple Service Agreements, any Financial Planning support requested by Investment Management clients will be provided under the fees assessed for their active service agreement.

TAX PREPARATION fees are based on the complexity of the returns.

All fees are non-negotiable.

EQUIPOISE Wealth Management, Inc. does not receive any commissions or other compensation resulting from recommendations or placement of investments for or within client accounts. Client may, however, incur transaction fees on recommended securities or mutual funds acquired or sold within their accounts.

Item 6—Performance-Based Fees and Side-By-Side Management

Not applicable.

Item 7—Types of Clients

EQUIPOISE Wealth Management, Inc. provides financial planning, investment advisory, and tax preparation services to individuals, small businesses, trusts, and estates. We do not impose a minimum net worth or minimum account size.

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Item 8—Methods of Analysis, Investment Strategies and Risk of Loss

Generally, our first source of investment data is obtained from account statements provided by the client or statements available through Schwab Institutional (Investment Management clients only). Morningstar's Principia Suite is used to analyze historic performance of current positions and to guide future investment strategies and recommendations. We also might use analyst reports in formulating appropriate portfolio changes for each client.

We realize that financial planning and investment management must incorporate client circumstances and ever changing economic conditions. We work closely with clients to understand their goals so that we can design an investment strategy that integrates various, often conflicting, objectives. A portfolio is designed to best suit the lifestyle, age, health, income and financial resources, risk tolerance, financial wellness, and investment experience of each client. We encourage clients to establish long-term investment programs that incorporate various asset classes, including fixed income securities. The portfolio allocation is discussed with the client. A key component of our services is helping clients understand stock market volatility and potential for loss of their investment.

Item 9—Disciplinary Information

Neither EQUIPOISE Wealth Management, Inc. nor Susan H. O'Grady are involved in any legal or disciplinary events that are material to a client's or prospective clients' evaluation of our business or the integrity of our staff.

Item 10-Other Financial Industry Activities and Affiliations

EQUIPOISE Wealth Management, Inc. is registered as an institutional advisor for Charles Schwab & Company. We also have a few client-specific third-party arrangements with Vanguard Group and Fidelity Investments.

Item 11-Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

EQUIPOISE Wealth Management, Inc. conducts business according to the highest ethical, moral and legal standards. The firm and its representatives adhere to the CFP Board's Standards of Professional Conduct, including Code of Ethics and Professional Responsibility, Financial Planning Practice Standards, and Disciplinary Rules and Procedures. As a fiduciary, EQUIPOISE Wealth Management, Inc. acts in the best interest of each client. We comply with sections of Securities and Exchange Commission Rules 204A.

Susan H. O'Grady is a registered representative of EQUIPOISE Wealth Management, Inc. She may hold, buy or sell, as part of a personal portfolio, an investment recommended to a client. In our view, this situation does not create a conflict of interest. No employee may purchase or sell a security, either personally or on behalf of others, while in possession of material, non-public information. Further, EQUIPOISE Wealth Management, Inc. forbids communicating material, non-public information to others in violation of the law (referred to as 'insider trading').

Continuing education requirements imposed by the Certified Financial Planner™ Board of Standards (The CFP Board) apply to EQUIPOISE Wealth Management, Inc. and its associates. Each CFP® designee must complete 30 hours of continuing education every two years. The Chartered Retirement Planning Counselor™ designation

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requires 16 hours of continuing education every two years. And, the Internal Revenue Service requires 15 hours of continuing education annually to retain registration.

Item 12—Brokerage Practices

If clients request guidance on selecting a broker-dealer, we make recommendations based on our understanding of the client's account size, investment experience, expected involvement, availability of consumer-based investment choices, along with broker-dealer management fees and expenses. EQUIPOISE Wealth Management, Inc. does not receive any soft dollar benefits for these referrals. Client satisfaction is our only motivator.

EQUIPOISE Wealth Management, Inc. has an institutional relationship with Charles Schwab & Company. This relationship was established to provide clients with an account custodial service. Schwab Institutional was selected for various reasons:

- Recognizable name
- Large, established, stable firm
- Quality customer service
- Online account access
- Reasonable fee structure

Clients may select Schwab Institutional as their broker-dealer, but are not required to do so.

As a fee-only financial planning and investment advisory firm, EQUIPOISE Wealth Management, Inc. does not generate any revenues for referrals or product recommendations.

Item 13—Review of Accounts

Susan O'Grady, CFP®, CRPC™ and president of EQUIPOISE Wealth Management, Inc., currently conducts all reviews. Investment reviews are prepared at the clients' request. Clients can request a formal review at any time. There is no pre-established review schedule. We may initiate contact with clients, suggesting a review, if there are changes in local or national economic factors, market conditions, or other relevant factors. To retain a Schwab Institutional account through EQUIPOISE, Investment Management clients must arrange a portfolio review at least once every twenty-four months.

Item 14—Client Referrals and Other Compensation

EQUIPOISE Wealth Management, Inc. subscribes to the Financial Planning Association (www.fpanet.org) client referral system. The only economic benefit we derive from this arrangement is when a consumer hires us.

Item 15—Custody

Clients who custodial their accounts through Schwab Institutional, authorize EQUIPOISE Wealth Management, Inc. under a non-discretionary limited power of attorney to trade and disburse assets to client's address on record.

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This authorization provides direct access and visibility to the client accounts through Schwab's Data Delivery and Schwab Institutional website. Proceeds from the redemption of client securities may not be directed to EQUIPOISE Wealth Management, Inc.

Item 16—Investment Discretion

Refer to Item 15.

We generate email correspondence or telephone conversations in order to explain our rationale and obtain client authority before any trade and/or disbursement actions are taken.

Item 17—Voting Client Securities

EQUIPOISE Wealth Management, Inc. does not vote proxies for clients. We will relay the client's vote, under rare circumstances, such as when the client is travelling outside the United States.

Item 18—Financial Information

None required.

Item 19—Requirements for State-Registered Advisers

Susan H. O'Grady, born in 1943, founded EQUIPOISE Wealth Management, Inc. in 1987, after years of service within major corporations. Susan has earned the Certified Financial Planner™ and Chartered Retirement Planning Counselor™ professional designations. Both designations require a rigorous course of study, successfully passing a national examination, and a minimum of two years of relevant work experience. In addition, Susan received a Bachelor of Science degree from Towson State University and an MBA from University of Phoenix.

Item 19 includes all information that would have otherwise been required in a Brochure Supplement, Part 2B of Form ADV.