

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

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Hours per response.....4.07

Name of Investment Adviser: StraightLine Group LLC					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
	165 Kirts Blvd, Suite 600	Troy	MI	48084	248-269-8366

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

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

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

Applicant: **StraightLine Group LLC**

SEC File Number:
801- **63408**

Date:
4/7/2010

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | |
|-------------------------------------|--|-------------|
| <input type="checkbox"/> | (1) Provides investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services..... | 90 % |
| <input checked="" type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above... | 10 % |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above..... | _____ % |
| <input type="checkbox"/> | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | _____ % |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities... | _____ % |
| <input type="checkbox"/> | (8) Provides a timing service | _____ % |
| <input type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above..... | _____ % |

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

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

C. Applicant offers investment advisory services for: (check all that apply)

- | | | | |
|-------------------------------------|--|--------------------------|-----------------------|
| <input checked="" type="checkbox"/> | (1) A percentage of assets under management | <input type="checkbox"/> | (4) Subscription fees |
| <input 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 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 | | |

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

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

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

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

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

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

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

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

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

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

Applicant: StraightLine Group LLC

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801- 63408

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No

(If yes, please 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 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
- year of birth
- formal education after high school
- business background for the preceding five years

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

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

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

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

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

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

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. Yes No

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

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sell for itself securities it also recommended 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 advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes No

(If yes, describe on Schedule F)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory account, 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 triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please see Schedule F

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

Please see Schedule F

Applicant: StraightLine Group LLC

SEC File Number:
801-63408

Date:
4/7/2010

12. Investment or Brokerage Discretion.

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

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

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

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

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

13. Additional Compensation.

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

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

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

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

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

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

Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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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 Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 1	<p>Investment Advisory and Related Services to Plan Participants</p> <p>StraightLine Group LLC (“StraightLine;” “we,” “us” or “our”) offers discretionary account management and counseling services to individuals participating in an employer-retirement plan through our internet-based proprietary services known as StraightLine Account Services (the “Services”).</p> <p>Individuals may subscribe to the Service by accessing our website, applying for an account by supplying a username and password, agreeing to the terms of the investment advisory Services Agreement, and paying the applicable fee. Under the terms of our Services Agreement, our investment advisory relationship with a client lasts for the period the client is actively using the Service.</p> <p>Clients may choose two levels of Service, Pro(k)/Pro(b) Services or ProAdvice. A description of each Service follows:</p> <p><u>Pro(k)/Pro(b) Services.</u> Pro(k)/Pro(b) services provide account management on a discretionary basis. This service begins by clients identifying their investment objectives and allocations. An account is then opened and, using the investment profile developed by us based on the client’s risk profile, we will design and maintain a customized portfolio consistent with those objectives. Our Research Department will also monitor and purchase and sell securities in a client’s account when we believe changes are appropriate for an account. Clients grant us limited discretionary authority to purchase and sell securities for the account in the amounts and at the times our Research Department deems appropriate.</p> <p><u>ProAdvice Services.</u> Pro-advice services provide account management on a non-discretionary basis. This service includes developing a risk profile and then designing and recommending a customized portfolio with specific fund recommendations. Clients may accept, or reject, any of the recommendations made by us, thus no discretionary authority or continuous management services are provided. Ongoing allocation updates are provided and account activity, if provided by the client, is archived on our website.</p> <p>Prospective and existing clients should be aware that future results based on recommendations made by us are not guaranteed. Recommendations are based upon risk tolerance and personal information provided to us by the individual plan participants and future expectations of capital risk and return. Past performance should not be considered an indication of future results. We rely on current and historical data when making purchases and sales and providing recommendations.</p> <p><u>Fee for Pro(k)/Pro(b) and Pro-Advice Services</u></p> <p><u>Pro(k)/Pro(b) Services.</u> The fee for Pro(k)/Pro(b) retirement plan account management services ranges from \$0 (if the participant account balance is below \$5,000) up to \$500 per year. The fees are negotiable based on our discussions with the individual or individual’s employer. This service is for a 12-month period, during which time we will manage clients’ accounts on a limited discretionary basis as deemed appropriate by us. Investment decisions and account</p>

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

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

Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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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 Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 1 - Cont.	<p>actions are made on an individual basis by determining each client’s investment objectives. Typically, client portfolios are comprised of mutual fund shares only. However, in certain circumstances, individual securities may be held (generally company stock in the form of a unitized fund). We may make investment purchases and sales in the client’s retirement plan account based on changes to a client’s personal financial circumstances and objectives, the markets and/or the economy. Our service fee is billed quarterly, semi-annually or annually either directly from the individual’s plan account, from the plan’s assets, directly from the plan sponsor or directly from the individual at the time the service is initiated. The administrator of the retirement plan may assist in facilitating the billing process.</p> <p><u>ProAdvice Platform Services.</u> The fee for ProAdvice retirement plan account services is currently \$250 per year. The fees are negotiable based on our negotiations with the individual or individual’s employer. This service includes a 12-month subscription, during which time the client has access to our proprietary account advice via the internet through a secure site and unlimited personal contact with an account professional. We will discuss retirement savings objectives, investment allocation and investment selections with participants.</p> <p>The account fee is billed quarterly, semi-annually or annually. The fee may be paid either directly from the individual’s savings plan account, from the plan’s assets, by the plan sponsor or by the client at the time the advice is provided. The administrator of the retirement plan may assist in facilitating the billing process.</p> <p>We or the client may terminate our Agreement at any time by written notification. A pro-rated refund of any pre-paid, unearned fees is provided to the client within 30 business days.</p> <p>Separate Account Management Program</p> <p>We provide discretionary account management services for clients who have invested or wish to invest in stocks, bonds and income-oriented securities, or invest in “no-load” and “load” families of mutual funds, or in subaccounts of variable annuities in accounts other than their retirement account with their employer. With the assistance of our investment adviser representatives, we start services with an initial consultation to determine financial objectives followed by investment recommendations. Placement of transaction orders on a discretionary basis is part of the service.</p> <p>Representatives typically recommend that clients use the custodial services of Charles Schwab & Co., Inc. (“Schwab”) or, other brokerage firms which specialize in providing custody and report services to advisory accounts. These firms carry client accounts on their records, process transactions ordered by our representatives and provide various software and computer support services to us. Other brokerage firms which specialize in providing custody and account reporting services may also be recommended.</p>

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

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Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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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 Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 1 - Cont.	<p>After the account is established, the account is monitored by our Research Department providing advice to the client. Transactions are placed by the Research Department on a discretionary basis depending on the contract signed.</p> <p>Portfolio management fees are paid quarterly, before services are provided. Fees vary from client to client based upon the types of securities to be managed, services requested, size of account and whether a solicitor imposes a fee which is in addition to the advisory fee. Fees typically range from a low of .50% to a high to 2% per year. If a client is referred to us by a solicitor, the total advisory fees will be based, in part, on the amount of the solicitation fee paid by us to the solicitor. Thus, you may be paying more or less than our other clients for the same advisory services depending upon the amount of your advisory fees that will be paid to the solicitor. In that case, you will receive a separate solicitor's disclosure brochure describing our solicitation arrangements, the compensation we pay to the solicitor, the terms of that relationship, and whether your solicitation fee is in addition to the investment advisory fee that you will pay.</p> <p>All portfolio management fees and the minimum account size are negotiable. Thus, clients receiving similar services may pay different fees. Transaction fees may be charged in addition to portfolio management fees.</p> <p>Fees for services are calculated based on the market value of assets maintained in the account, including any cash balances in the account held in a money market fund. The initial fee is charged from the date of the inception of the account through the end of the first calendar quarter in which the account is opened more than 30 days.</p> <p>Thereafter, fees are payable quarterly in advance based upon the market value of assets in the client's account at of the end of the just concluded calendar quarter. No adjustment is made to the quarterly fees for changes in the market value of securities held in an account during the calendar quarter. No adjustment is made if assets are withdrawn during the quarter. We may, at our discretion, combine the value of related accounts for fee calculation purposes. We may also amend our fees by advance notice to clients. Upon termination of the agreement, which can occur by advance written notice, fees are prorated to the date of termination. We may amend our fee upon 90 days advance notice to a client.</p> <p>Mutual Fund Additional Fees. <i>(Applicable to All Accounts Invested in Mutual Funds).</i></p> <p>Mutual funds of all types charge their shareholders various fees and expenses associated with the establishment and operation of the funds. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, shareholder servicing, other fund expenses and sometimes a distribution fee. If the fund also imposes sales charges, you will pay an initial and/or deferred sales charge. These separate mutual fund fees are disclosed in each fund's</p>

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 1 - Cont.	<p>current prospectus, which is available from the mutual fund and, upon request, can be provided by us.</p> <p>Consequently, for any type of mutual fund investment, it is important for you to understand that you are directly and indirectly paying two levels of advisory fees and expenses: one layer of fees and expenses at the fund level and one layer of advisory fees to us. Generally speaking, most mutual funds may be purchased directly, without using our services, and without incurring our advisory fees.</p> <p>Plan Policy Formation and Financial Summaries</p> <p>We can provide various forms of investment advice to plan sponsors. A defined investment policy is the foundation on which the administration and management of institutional plan assets are built. To properly review investment performance, it must be measured against specific goals and objectives set forth in a client's written policy statement. As described below, we assist clients in preparing their statement to the extent clients ask for such assistance and also assists sponsors to assess performance.</p> <p>1. <u>Policy Formation and Financial Summaries</u>. A defined investment policy is the foundation on which the administration and management of institutional plan assets are built. To properly review investment performance, it must be measured against specific goals and objectives set forth in a client's written policy statement. We assist clients in preparing their statement to the extent clients ask for such assistance.</p> <p>To develop policies and objectives for an institutional account, one of our representatives first meets with the client to obtain background information about the client, the client's investment objectives, and the composition of the client's portfolio, or expected portfolio, and investment restrictions. An analysis of that information is then made and, if requested by a client, an investment policy statement prepared for the client's review and approval. The statement is the framework for the management of plan assets and establishes objectives, risk tolerances, procedural guidelines, performance criteria and performance evaluation requirements.</p> <p>2. <u>Selection of Investment Categories</u>. Once an investment policy is developed, we assist a client by recommending various investment categories for the client's retirement plan. We will usually recommend mutual funds or other appropriate investments.</p> <p>3. <u>Selection of Investment Choices and Asset Allocations</u>. We will make recommendations concerning the investment strategies available in allocating investments in various types of mutual funds. This process is designed to assist a client in determining the most appropriate mix of assets based on plan objectives and historical rates of return for the various classes of assets, including equities, bonds and cash. Other important factors considered are the client's risk tolerance, and the impact of different types of investments in relation to the client's disbursement and income requirements. Before making such recommendations, we review historical investment performance data by comparing various asset allocation mixes and their rates of return and risk level.</p>

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

Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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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 Part I of Form ADV: StraightLine Group LLC		IRS Empl. Ident. No.: 37-1433079
Item of Form (identify)	Answer	
Item 1 - cont.	<p>4. Periodic Reviews and Meetings. On a regular, but non-continuous basis, we monitor the performance of the client's investment choices and overall performance of the account and provide periodic advice regarding possible changes to investment selections. Such reviews are made no less frequently than semi-annually. Meetings, scheduled by mutual agreement between the client and one of our representatives, are held to discuss investment performance and, if necessary, alternative investments. As plan investment reviews are made, we provide advice regarding whether investment selections should be added or deleted. Such changes may be required if a particular investment is not meeting plan objectives. The final selections are always made by the client.</p> <p>5. Written Reports. We will not provide clients with a written report. Such reports are provided by the plan sponsor or account custodian.</p> <p>6. Meeting with Participants. One of our representatives can meet initially at a group meeting with plan participants to describe the investments available to them and distribute information about the investments. To the extent time permits, our representative can also answer individual participant questions regarding investment choices and how to allocate. These meetings generally include discussions of investment mix profiles appropriate to various investor objectives. We will not make specific recommendations to participants regarding the final profiles to use to attempt to achieve a particular objective.</p> <p>7. Custodian and Administrator Selection. Because plan custodian and administrator selections are such an integral part of establishing a plan and having it work, we will, if needed, assist clients by recommending appropriate custodians and plan trustees/administrators. To the extent that a client already has a custodian or plan administrator, we can, if requested to do so, evaluate the level of services being provided.</p> <p>The fees for this service are negotiated and determined on a case-by-case basis. Most are flat fees based on the specific retirement plan in question. The fees may range from \$0 to \$25,000 or more depending upon scope of services requested and anticipated advisory services to plan participants. In select cases, we may require a retainer fee, however in most cases, an annual fee will be negotiated and an annual contract agreed upon.</p>	
Item 3	<p>Advice About Other Securities We will provide advice and recommendations of Guaranteed Investment Contract (GICS), Stable Value Fund Accounts and Managed Separate Accounts and/or Trusts and Common Trust Funds (CTF).</p>	

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

Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 4	<p>Sources of Information We utilize information obtained from various sources, such as Morningstar Datalab, Bloomberg Professional, Fiduciary Analytics and Klein Decisions for its due diligence analysis of mutual funds, mutual fund managers, economic forecast and individual stock and bond performance.</p>
Item 5	<p>Education and Business Standards We require that our investment adviser representatives have passed the examinations required by the jurisdiction in which the representative is located. We also require them to regularly engage in continuing education activities.</p>
Item 6	<p>Business and Educational Background of Officers and Investment Committee Members Bethany W. Mosshart - Born 1956 Formal Education Miami University - B.S. Employment History StraightLine - Chief Executive Officer - 5/2004 - present Troy School District - 9/2000 - 5/2004 Steven F. Mosshart - Born 1956 Formal Education Miami University, B.S. Business, Accredited Investment Fiduciary AIF® Employment History StraightLine - President - 2/2006 - present (Investment Committee Member) StraightLine - 5/2005 - present (Investment Committee Member) Citigroup Global Markets Inc. - Senior Vice President - 1/2002 - 5/2005 Morgan Stanley Dean Witter - Senior Vice President - 8/1997 - 1/2002</p>

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

Applicant: StraightLine Group LLC	SEC File Number: 801- 63408	Date: 4/7/2010
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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 Part I of Form ADV: StraightLine Group LLC	IRS Empl. Ident. No.: 37-1433079
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Item of Form (identify)	Answer
Item 6 - Cont.	<p>Doris C. Karras, IACCPsm - Born 1963 Formal Education Walsh College, Bachelor of Business Administration, Finance, 1997 Employment History StraightLine - Chief Compliance Officer - 8/2006 - present (Investment Committee Member) StraightLine - Vice President - 9/2005 - 8/2006 (Investment Committee Member) Citigroup Global Markets, Inc - Financial Consultant - 1/2002 - 8/2005 Morgan Stanley - Financial Consultant - 1/1997 - 12/2001</p> <p>Michael F. Bisaro - Born 1979 Formal Education New Mexico State University 1997-2002 Bachelor of Science, Finance and Marketing, Accredited Investment Fiduciary AIF® Employment History StraightLine - 10/2004 - present (investment Committee Member) Wachovia Securities - Financial Consultant - 2002-10/2004</p>
Item 9.D	<p>Participation or Interest in Client Transactions In July 2008, we conducted an exchange offer in which we offered to exchange promissory notes issued by Steve Mosshart individually and promissory notes issued by Steve and Beth Mosshart. Under the exchange offer, noteholders were given the opportunity either to exchange the principal and interest under their notes for units of nonvoting membership interest in StraightLine, or be paid the principal and outstanding interest under the notes. Prior to making their decision, the noteholders were given a confidential memorandum detailing information about us, our business and the risks inherent in exchanging the notes. We did not provide investment advice to the holders of the notes and, instead, encouraged them to seek outside professional advice. The promissory notes were issued to a small number of Mr. Mosshart's long time friends and the proceeds from the promissory notes were used to provide cash flow for our business operations.</p>

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Item 9.D - Cont.	<p>StraightLine may, from time to time, secure loans for expansion or operating capital from outside sources, including current clients. A loan from a current client could give rise to a conflict of interest. While StraightLine believes that it treats all clients fairly, having StraightLine owe money to our clients could result in StraightLine favoring clients who are lenders over clients who are not lenders. We have not and will not favor clients who are lenders over clients who are not lenders, but StraightLine also recognizes the importance of disclosing the potential conflict of interest to its clients.</p>	
Item 9.E	<p>Interest in Transactions Our representatives may buy or sell securities identical to those fund investments or securities which may be offered as investment options in any of our plan sponsor clients' qualified retirement plans. A priority is always placed on client transactions. We have developed a code of ethics which explains our procedures relating to personal securities account transactions. A complete copy is available upon request.</p>	
Code of Ethics	<p>StraightLine takes its responsibilities to protect your personal information and your account information very seriously. Each employee must sign our Code of Ethics and at least annually be reminded of and acknowledge its contents and requirements. The Code of Ethics is available for review at any time. Clients can email us at info@myrplan.com or call us at 248-269-8366.</p>	

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Item of Form (identify)	Answer
Item 11.A and B	<p>Review and Reports</p> <p>We offer investment advice and discretionary account services to retirement plan participants via the internet and in person. The services are provided to the participant's retirement plan account and other retirement accounts designated by the plan participant. Services are also provided to individuals having accounts outside of retirement plans. These accounts are available for review by the participant or individual via the internet. We ask that participants and individuals visit our website at least quarterly to review their account allocation and to address any financial and objective information that may have changed and to update any personal information.</p> <p>We will review and/or update accounts under management on a semi-annual or more frequent basis as it is deemed necessary. Allocation models are reviewed and updated as economic events warrant.</p> <p>Account reviews and allocation models are updated by members of our investment committee which is made up by members of the executive staff. This committee includes Portfolio Specialists and other members of the research staff. It is anticipated that each staff member will handle multiple corporate plans but individual assignments will vary with the size of the group. The number of accounts assigned to any specific reviewer will vary throughout the year. A specific standard has yet to be established.</p> <p>Newsletters are provided to clients on a quarterly basis. More periodic reports may be provided to both individuals and to the corporate plan sponsors that are our clients. These reports include details on account activity, investment performance, allocation recommendations and economic outlooks for the previous and future periods. These reports are available upon request for both plan sponsors and individual clients. Clients will have open access to their account via their employer sponsored website, or with direct contact with their account custodian. Clients will continue to receive statements from the custodian in addition to any update we provide.</p> <p>Account reports or statements may be provided by StraightLine periodically as a service to our clients. These reports do not replace statements and information provided directly by account custodians. Clients should reconcile all statements and reports with those provided by their custodian and should contact the custodian and/or StraightLine immediately at 866-401-5238 if any questions arise.</p>

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Item of Form (identify)	Answer
Item 12	<p>Use of Discretion</p> <p>We offer discretionary account services to individuals through our Internet-based proprietary services, known as Pro(k)/Pro(b) services. Individuals may subscribe to the service by accessing our website, opening an account by supplying a username and password, agreeing to the terms of the Services Agreement, completing a risk profile questionnaire, and paying the applicable fee. We also offer discretionary account management services through our Separate Account Management Program. We will manage these clients' accounts on a limited discretionary basis as deemed appropriate by us and the client. By granting discretion, we have authority to purchase and sell investments in the amounts and at the times it deems appropriate. Typically, client portfolios are comprised of mutual fund shares only. However, in certain circumstances, individual securities may be held (generally company stock in the form of a unitized fund). Based on changes to a client's personal situation, the markets and/or the economy, we may make allocation changes to the client's account as it deems necessary. There may be transaction costs associated with the implementation of the advice.</p> <p>Our representatives may recommend broker-dealers and other firms that they believe, from past experience, can provide clients with the products and services needed to implement recommendations in a timely and efficient manner. Because our representatives recommend, and clients typically designate one custodian to execute securities transactions, we typically will not exercise discretion to evaluate the services of other firms. In our judgment, the custodians we recommend provide good client account summaries and competitive execution services. A small transaction service may be imposed by broker-dealers for security transactions, but we believe that the efficiencies gained justify the cost.</p> <p>The client may direct us in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate the terms and arrangements for the account with that broker-dealer, and we will not be able to seek better execution services or prices from other broker-dealers. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account that would otherwise be the case. Subject to our duty of best execution, we may decline a client's request to direct brokerage if, in our sole discretion, such directed brokerage arrangements would result in additional operational difficulties.</p>

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Item of Form (identify)	Answer
Item 12 - Cont.	<p>Clients should be aware that errors may occur when orders are processed by us. When errors occur, it is our policy to absorb all losses which we are responsible for and also to retain any gain so that the error has no impact on the transaction or a value of any client's account.</p> <p>Multiple Day Trade Execution We strive to trade orders immediately upon receipt, but in no event more than 24 hours after receipt. With respect to our Pro(k)/Pro(b) clients, we often have a large volume of trades which means that there is a possibility from time to time that orders in the same securities for all of our clients can not be processed on the same day. Generally, the securities that are bought and sold by our Pro(k)/Pro(b) clients are mutual funds. Every investor buys and sells mutual funds at the same end of the day closing price. We will make every attempt to process mutual fund trades over a weekend and on the following Monday so that all clients will receive the same price. If we cannot complete all trades on the same day, it is possible that clients trading on different days will receive a higher or lower price. Some of our Pro(k)/Pro(b) clients have their accounts custodied with TIAA-CREF because the Plan Sponsor of their retirement plan has chosen TIAA-CREF. In that case, we may send trading instructions to TIAA-CREF. We cannot assure that TIAA-CREF will execute the trades in the same day; however, it has been the policy of TIAA-CREF to give all clients the same price as of the day the trades were requested by us.</p> <p>"Bunched" Trades and Partially Filled Trades From time to time, we may "bunch" client orders for the purpose of achieving better execution than what could be achieved executing a client's order individually. We are aware of our fiduciary and suitability requirements as to each client and we only bunch client orders when we have determined that it is the best execution for each client whose order is included in the bunch. When we are purchasing or considering for purchase any security on behalf of a client, our representatives may not effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when we are selling or considering the sale of any security on behalf of a client, none of our representatives may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. This includes partial trades - no representative may effect a transaction in the security until the partial trade has become a complete trade for the client. Client transactions will precede those orders placed for any proprietary trades. Our representatives are aware of their fiduciary duty to our clients and the prohibitions against the use of any insider information. We retain records</p>

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Item of Form (identify)	Answer
Item 12 - Cont.	of all proprietary trading activities of our representatives which are available to regulators to review at our offices. Whenever we deem that there may appear to be a conflict of interests, we will inform affected clients of the holdings involved prior to placing any orders.
Item 13.A	<p>Compensation from Others</p> <p>The custodians that we recommend carry client accounts on their records, process transactions ordered by us, provide computer access to us for customer positions and provide quotes and data needed by us for our reports to clients. These services are provided to us at minimal or no cost. We believe that use of the recommended firm(s) is a convenient means of obtaining efficient transaction executions, account data and reporting services for securities positions. However, receipt of such services at minimal or no cost also creates an inducement and conflict of interest for us since referring clients to any other firm(s) may result in higher reporting and overhead costs to us.</p> <p>One of the custodians recommended is Schwab Institutional division of Charles Schwab & Co. Inc. ("Schwab"), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. We are independently owned and operated and not affiliated with Schwab. Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Institutional. Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.</p> <p>For our accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities that are executed through Schwab or that settle into Schwab accounts.</p> <p>Schwab also makes available to us other products and services that benefit us but may not benefit our clients' accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of our fees from its clients' accounts; and assist with back-office functions, recordkeeping and</p>

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Item of Form (identify)	Answer	
Item 13.A - Cont.	<p>client reporting. Many of these services generally may be used to service all or a substantial number of our accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to us other services intended to help us manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to us by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to us. While as a fiduciary, we endeavor to act in our clients' best interests, and our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a conflict of interest.</p>	
13.B	<p>Payment to Others We may engage solicitors to market our services. If we do so, you will receive a separate solicitor's disclosure brochure describing our solicitation arrangements, the compensation we pay to the solicitor, and the terms of that relationship. You will also receive a copy of this Form ADV, Part II, as our disclosure brochure. The solicitor referral fees that we pay are negotiated on an individual basis with each solicitor. If you are referred to us by a solicitor, your total advisory fees may be based, in part, on the amount of the solicitation fee paid by us to the solicitor. You may be paying more or less than other clients for the same advisory services depending upon the amount of your advisory fees that will be paid to the solicitor.</p>	
Additional Information	<p>Voting of Proxies We do not vote proxies on behalf of our clients.</p>	
Privacy Policy	<p>PRIVACY AND SECURITY OF INFORMATION We are pleased to have you as a client of StraightLine Group, LLC ("StraightLine," "we," or "our"). StraightLine is your personal investment advisor for your account in your employer sponsored retirement plan. We understand that your privacy is very important to you, and we will</p>	

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Item of Form (identify)	Answer
	<p>use our best efforts to respect and protect your privacy. We will maintain client information according to strict security and confidentiality standards. However, in order to gain the maximum benefit from our services, you will have to disclose to us certain personal and private financial information.</p> <p>The following provides you with information about our privacy policies and practices and our security precautions which are designed to protect your privacy. It includes information about:</p> <p>OVERVIEW</p> <ol style="list-style-type: none"> 1. The nonpublic personal information that is collected from you, which may be through our web site, from your retirement plan sponsor, provider, or record keeper, or through personal meetings with our representatives all in connection with the services we provide to you; 2. How we use the information that we collect; 3. Our policies regarding the sharing of your personally identifiable plan information with third parties (people or companies who are wholly unaffiliated with StraightLine); 4. The security procedures that are in place to protect the loss, misuse or alteration of information under our control; and 5. How we will notify you of any changes to our privacy policies and practices. <p>STRAIGHTLINE’S PRIVACY AND SECURITY OF INFORMATION STATEMENT</p> <p>1. Information Collected:</p> <p>We collect nonpublic information from you, our client, to assist us in giving you appropriate investment advice and in managing your investments. We have used our best efforts to determine the type of information needed to best serve you and to limit our collection of your information to only the information needed to provide our services to you. We will not sell, share, or rent this information to any third party in any way other than what is disclosed in this statement. We collect information from you from the following sources: our web site, applications and other forms that you complete your retirement plan sponsor or record keeper, and meetings with your representative of StraightLine. Much of this information we collect is “nonpublic personal information” or “personally identifiable financial information,” personal information about you for which you have a reasonable expectation of privacy. It is information that you would most likely not want shared with others. The information we collect may include:</p>

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	<ul style="list-style-type: none"> ▪ Your name, date of birth, address, telephone number, email address and social security number; ▪ Your income or salary, including your anticipated salary at retirement; ▪ Your spouse’s salary, including his or her anticipated salary at retirement; ▪ The identity of your employer, and your plans with respect to how long you intend to keep working; ▪ Your other assets which you have set aside for retirement, including other mutual funds and securities; ▪ Your other retirement savings plans or pensions, including information about retirement plans not included in our services rendered to you; ▪ Your spouse’s other assets which he or she has set aside for retirement, including other mutual funds and securities; ▪ Your spouse’s other retirement savings plans or pensions, including information about retirement plans not included in our services rendered to you; ▪ Your saving habits, and existing level of insurance coverage; ▪ Your opinion as to your life expectancy; and ▪ Your retirement goals. <p>This information is important to us because it helps us determine your “risk tolerance” and allows us to give you customized investment advice for your employer sponsored retirement plan, or your individual retirement account.</p> <p>a. Cookies Our web site does not collect personally identifying information about you except when you specifically and knowingly provide it. We leverage a technology called “cookies,” which can be used to provide customized information from our Web site. A cookie is an element of data that a Web site can send to your browser, which may then store it on your system for future use. You can set your browser to notify you when you receive a cookie, giving you the chance to decide whether or not to accept it.</p> <p>b. Log Files Our web site logs Internet Protocol (IP) addresses for systems administration purposes. IP addresses are logged to track a user’s session. This gives us an idea of which parts of our site users are visiting. We do not link IP addresses to anything personally identifiable. This means that a user’s session will be tracked, but the user will be anonymous.</p>

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	<p>2. How we use your Nonpublic Personal Information: StraightLine uses your nonpublic personal information to provide our services to you. In addition to providing you with investment education, we provide customized online investment advice to you based on your participation in your sponsor’s retirement plan. Whether you have an individual retirement plan account or a plan sponsor account, we provide you with a menu of investment options to choose from. You may decide which of these funds you want to invest your savings in. Professional analysts at StraightLine conduct research in an effort to determine the objectives, strengths, and weaknesses of each investment option. The results of this research, when joined with your nonpublic personal information, allows us to give you specific advice as to how to allocate your account among the various investment options.</p> <p>3. Sharing of Nonpublic Personal Information We share your personally identifiable information with third parties only as part of normal business operations to the extent that the participation of the third party is necessary to provide our services to you. In the event we contract with a third party to help us provide our services to you, our agreement with the third party will expressly prohibit the third party from using your nonpublic personal information for any purpose other than assisting us in providing our services to you. We may use information such as your email address to send you ongoing communications that we feel are beneficial to you. If you do not wish to receive these ongoing communications, you may let us know by replying to a message and typing, “unsubscribe” in the subject line of your response, or you may email us at members@straightlineadvisors.com. We also share information when required as part of normal legal and regulatory requests by the Internal Revenue Service, Securities and Exchange Commission, and other regulatory and government entities.</p> <p>4. Security Procedures StraightLine also takes precautions to protect your private information transmitted to us via our website. When you submit nonpublic personal information to us via our website, your information is protected both online and off-line. We protect your account information by placing it on the secure portion of our Web site. That’s why you have to enter a unique User Name and Password each time you want to access your information. Your Password should never be shared with anyone. When you are asked to enter nonpublic personal information (such as your social security number) that information is encrypted and is protected with the Secure Sockets Layer (SSL) protocol,</p>

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	<p>the leading encryption technology. While you are on a secure page, such as our order form, the “lock” icon on the bottom of your web browser page becomes “locked,” which indicates that the site is using a secure protocol, as opposed to appearing unlocked, or open as it normally appears when you are accessing the non-secure sites.</p> <p>SSL works like this: information that you enter (such as your Social Security number) becomes a string of unrecognizable numbers before entering the Internet. When your encrypted data reaches StraightLine, our server decodes the information and stores it in our database. Both StraightLine’s server and the browser you use to navigate the Web understand the mathematical formulas used to turn your personal data into numeric code and then back again. Every time you enter information and every time the information is accessed from our database, it is encrypted. Each time you log-on to the StraightLine site, our server and your Web browser agree on a random number (your session ID.), which serves as the “decoding key” while you are logged into the site. The random number used depends on the level of encryption your browser supports.</p> <p>We will encrypt your information in 128-bit encryption. This means that there are literally billions upon billions of possible key codes for each encrypted session. This level of encryption is also known as “domestic-grade encryption” and is the same that is used for paying bills or transferring money via your bank’s on-line banking service. Another common type of encryption is 41-bit or “international grade” encryption. This level of encryption is approved for export to countries other than Canada.]</p> <p>It’s easy to determine the level of encryption your browser supports. From the our Member Sign-In page...</p> <ul style="list-style-type: none"> ▪ If you’re using Netscape Navigator or Communicator, select the “Security” icon from the top menu bar. Then select the “Open Page Info” button. ▪ If you’re using Microsoft Internet Explorer, double click on the padlock icon at the bottom of your screen. From the dialog box, select “Encryption type.” <p>Information retained in our offices</p> <p>In addition to using SSL encryption to protect sensitive information online, we take other steps to protect personally identifiable information in hardcopy or on our servers.. All of your information, not just the sensitive information mentioned above, is restricted in our offices. Only employees who need the information</p>

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	<p>to perform a specific job (for example, our billing clerk or a customer service representative) are granted access to nonpublic personal information. Our employees must use password-protected screen-savers when they leave their desk. When they return, they must re-enter their password to re-gain access to your information. Furthermore, ALL employees are kept up-to-date on our security and privacy practices. Every quarter, as well as any time new policies are added, our employees are notified and/or reminded about the importance we place on privacy, and what they can do to ensure our client's information is protected. Finally, the computer servers storing your nonpublic personal information are kept in a secure, locked room.</p> <p>5. Notification of Changes to This Policy</p> <p>If we change our privacy policy, we will notify you of those changes and we will post those changes on our Homepage so you will be aware of how those changes may affect you.</p> <p>Unfortunately, no data transmission over the Internet or any wireless network can be guaranteed to be 100% secure. While we strive to protect your personal information, StraightLine cannot ensure or warrant the security of any information you transmit to us from our online services. Once we receive your nonpublic personal information, we will make our best effort to ensure its security on our systems.</p> <p>We thank you for taking the time to read this statement.</p> <p>For more information call us at 1-866-401k-advice or 1-877-edu-403b to speak with a member of our team.</p>

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