

GREEN PARTNERS, LLC

Narrative ADV

This brochure provides information about the qualifications and business practices of Green Partners, LLC. If you have any questions about the contents of this brochure, please contact us at the listed email. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Green Partners, LLC is also available on the SEC's website at www.adviserinfo.gov.

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

While Green Partners, LLC believes the content of this ADV is substantially the same in intent as previous communications, the entire document has been re-written and is considered to contain material changes. Also, the section format follows the North American Securities Administrator general instruction guide.

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Item 4: Advisory Business

A. Description of the Advisory Firm

The firm has been in business since March, 1st of 2005 and the principal owner is Nicholas J. Green.

B. Types of Advisory Services Offered

Green Partners, LLC (hereinafter “Green Partners”) offers the following services to advisory clients:

Investment Supervisory Services

Green Partners offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Green Partners creates an Investment Objective for each client, which takes the client’s current situation (income, tax levels, and risk tolerance levels) into consideration and then constructs a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

Green Partners evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Green Partners will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Portfolio objectives are documented in the advisory agreement, which is given to each client.

Corporate Retirement Plans

Green Partners provides corporations and sole proprietors advisory services for defined contribution plan implementation and investment management advisory services for 401 (k) and Solo 401 (k), ESOP Plans, Profit-Sharing Plans, SIMPLE IRA's, SEP IRA's, and Rollover IRA's.

Services provided are; a 401(k) plan provider search based solely on the corporation's objectives, selection and new plan implementation. Green Partners also provides asset management for SEP IRA's, Rollover IRA's, and Solo 401 (k) plans. In addition to the new plan process listed above and asset management, other services such as; open-enrollment, on-going employee education

(quarterly), investment advice for participants (on demand), assistance to 401(k) administrator (on demand), annual plan review and rollover assistance to participants (on demand) are provided. Contracts are based on a mutual agreement between the registered investment advisor, Green Partners, LLC, and the corporate officers who review and sign prior to new plan installation.

Services Limited to Specific Types of Investments

Green Partners limits its investment advice and/or money management to mutual funds, equities, options, bonds, fixed income, ETFs, hedge funds, third party money managers, REITs, and private placements. Green Partners may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Green Partners offers the same suite of services to all of its clients. However, specific client financial objectives and their implementation are dependent upon the client's current situation (income, tax levels, and risk tolerance levels) and are used to construct a client's specific portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Green Partners from properly servicing the client account, or if the restrictions would require Green Partners to deviate from its standard suite of services, Green Partners reserves the right to end the relationship.

D. Wrap Fee Programs

Green Partners does not participate in any wrap fee programs.

E. Amounts Under Management

Green Partners has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$10,656,300.00	\$0.00	04/30/2011

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$1 to \$2,000,000	1.25%
\$2,000,001 to \$4,000,000	1%
\$4,000,001 to \$10,000,000	.75%
10,000,001 and up	.50%

These fees are negotiable and the final fee schedule is attached as Exhibit 6 of the Investment Advisory Contract. Fees are paid quarterly in arrears, and clients may terminate their contracts with ten days' written notice.

B. Payment of Fees

Payment of Investment Advisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in arrears.

Advisory fees may be invoiced and billed directly to the client with payments due at the beginning of the quarter or year. Clients may select the method in which they are billed.

C. Clients are Responsible for Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Green Partners. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

Green Partners does not take prepayment of fees.

E. Outside Compensation For the Sale of Securities to Client

Neither Green Partners nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

Green Partners does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

Green Partners generally provides investment advice and/or management supervisory services to the following Types of Clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Corporations or Business Entities

Minimum Account Size

There is an account minimum, \$100,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

A. Methods of Analysis and Investment Strategies

Method of Analysis

Green Partners primary method of analysis includes fundamental analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. Fundamental analysis also involves the analysis of supply/demand.

Investment Strategies

Green Partners uses long term trading and short term trading strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading generally hold greater risk and clients should be aware that there is a chance of material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Investments may also include equities, exchange traded funds, options, closed-end bond funds, publicly traded real estate investments trusts (REITS) and/or publicly traded master limited partnerships (MLPs). Green Partners believes none of these securities represent unusually risky investments when utilized judiciously.

Green Partners generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity and precious metal markets.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither Green Partners nor its representatives are registered as a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Green Partners nor its representatives are registered as a FCM, CPO, or CTA.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither Green Partners nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

Green Partners does not utilize nor select other advisors or third party managers. All assets are managed by Green Partners management.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

Green Partners does not recommend that clients buy or sell any security in which a related person to Green Partners has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Green Partners may buy or sell securities for themselves that they also recommend to clients. Green Partners will always document any transactions that could be construed as conflicts of interest and will transact client business before their own when similar securities are being bought or sold when the objectives are similar.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Green Partners may buy or sell securities for themselves at or around the same time as clients. Green Partners will trade client's non-mutual funds and non-ETF securities before they trade their own.

Item12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. Green Partners will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

Green Partners receives no research, product, or service other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. Brokerage for Client Referrals

Green Partners receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Green Partners allows clients to direct the broker/dealer/custodian to be used. While we recommend TD Ameritrade Institutional for simplicity since they are our primary custodian, clients nevertheless can choose their own if desired.

B. Aggregating (Block) Trading for Multiple Client Accounts

Green Partners maintains the ability to block trade purchases across accounts but will rarely do so. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly only by Nicholas J. Green, Managing Partner. Nicholas J. Green is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at Green Partners are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

B. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly a written report detailing the client's account which will come from the custodian. Each client will also receive periodically any other information necessary to service their account.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Green Partners does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Green Partners clients.

B. Compensation to Non –Advisory Personnel for Client Referrals

Green Partners does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

Green Partners does not take custody of client accounts at any time. Custody of client's accounts is held primarily at the Custodian. Clients will receive account statements from the custodian and should carefully review those statements.

Item 16: Investment Discretion

For those client accounts where Green Partners provides ongoing supervision, Green Partners maintains limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities (Proxy Voting)

Green Partners will accept voting authority for client securities in certain cases. When Green Partners does accept voting authority for client securities, it will always seek to vote in the best interests of its clients. Green Partners does not maintain preapproved voting guidelines but relies on the investment committee to determine the appropriate course of action in voting client securities that is in the best interest of the client. Clients may direct Green Partners on how to vote client securities by communicating their wishes in writing or electronically to Green Partners. When voting client proxies the investment committee will always hold the interests of the clients above its own interests. Clients of Green Partners may obtain the voting record of Green Partners on client securities by contacting Green Partners at phone number or e-mail address listed on the cover page of this brochure. Clients may obtain a copy of Green Partners proxy voting policies and procedures upon request.

Item 18: Financial Information

A. Balance Sheet

Green Partners does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Green Partners nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Green Partners has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements for State Registered Investment Advisors

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

The following is the education and business background of Nicholas J. Green:

Formal Education: El Camino College, Boise State University

Business Background: Nicholas Green has served as founder and managing partner of Green Partners since 2005. Prior to founding Green Partners Nicholas Green was registered as an independent representative with Purshe Kaplan Sterling Investments. Nicholas Green also served as a chief investment officer of Federal Street Investments as an independent consultant. Nicholas Green has given independent advice since 2003 and prior to that he was registered at Edward Jones.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Neither Green Partners, nor its personnel, are involved in any other business.

C. How Performance Based Fees are Calculated and Degree of Risk to Clients

Green Partners does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at Green Partners has been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither Green Partners, nor its management persons, has any relationship or arrangement with issuers of securities.

