

Item 1 – Cover Page

LJCooper Capital Management, LLC

SEC File Number: 801-68547

Principal Business Office Address:

499 S Orem Blvd
Orem, UT 84058

Main Phone Number: 801-221-2939

Web Site Address: www.ljcooper.com

Date of Brochure: 03-31-2011

This Brochure provides information about the qualifications and business practices of LJCooper Capital Management, LLC, DBA LJCooper Wealth Advisors. If you have any questions about the contents of this Brochure, please contact us at 801-221-2939 and/or advisor@ljcooper.com. 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.

LJCooper Capital Management, LLC (LJCooper) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about LJCooper also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Cindy Nelson, Client Services Manager at 801-221-2939 or cnelson@ljcooper.com. Our Brochure is also available on our web site www.ljcooper.com, also free of charge.

Additional information about LJCooper is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with LJCooper who are registered, or are required to be registered, as investment adviser representatives of LJCooper.

Item 3 – Table of Contents

Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	8
Item 11 – Code of Ethics.....	9
Item 12 – Brokerage Practices	10
Item 13 – Review of Accounts.....	12
Item 14 – Client Referrals and Other Compensation.....	13
Item 15 – Custody.....	13
Item 16 – Investment Discretion.....	13
Item 17 – Voting Client Securities	14
Item 18 – Financial Information.....	14

Form ADV Part 2A – LJCooper Capital Management, LLC

Item 4 – Advisory Business

LJCooper Capital Management, LLC (LJCooper) was established in July, 2000 and is primarily owned by LJCooper Corporation. Principal owners of LJCooper Corporation include Timothy K. Whipple, Craig M. Rollins, and Kenneth G. Bown. Throughout this brochure you may see the term Associated Person or Investment Adviser Representative (IAR). As used in this brochure, our Associated Persons or Investment Adviser Representatives are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

Investment Management Services

LJCooper offers investment management services in which LJCooper manages client assets based on the client's individual financial and personal needs, investment objectives, time horizon, and risk tolerance.

LJCooper's investment strategies are designed for investors who seek long-term portfolio growth through primarily buy-and-hold strategies using tax-efficient, institutional asset-class mutual funds. The objective of this program is to maximize returns while minimizing portfolio risks, consistent with each client's individual risk tolerance and return objectives. This program can address levels of risk from very conservative to very aggressive, based on asset allocations tailored to the needs of each client. The program uses U.S. and international equity funds that capture the risk and return factors of multiple asset classes to limit risk exposure through proper diversification. Many portfolios also include short and intermediate-term bond funds to help limit the portfolio's volatility and provide for near term expected portfolio withdrawals.

It is the client's responsibility to inform LJCooper of any changes in their investment objectives and/or financial situation. LJCooper may manage the client's assets on a discretionary or non-discretionary basis. LJCooper has limited authorization from clients to issue trading instructions to the account custodian on behalf of the client.

Wealth Management & Financial Planning Services

LJCooper also offers wealth management and financial planning services by client request. These services may include, but are not limited to one or more of the following: retirement planning, estate analysis and planning, cash flow and net worth analysis, risk management analysis, asset protection, and philanthropic planning.

Assets Under Management

As of December 31, 2010, we managed:

- \$82,179,355 in client assets on a non-discretionary basis.
- \$0 in client assets on a discretionary basis.

Form ADV Part 2A – LJCooper Capital Management, LLC

Item 5 – Fees and Compensation

LJCooper is compensated for investment management services based on clients' assets under management. Fees are paid quarterly in advance and may be negotiable under special circumstances. Typically fees are deducted directly from client accounts. Fees are prorated for accounts opened during the quarter. Fees are due on the first day of the calendar quarter and are based on the account's asset value as of the last business day of the prior calendar quarter per the following fee schedule:

Value of All Managed Accounts with Firm	Per Quarter	Annualized
First \$500,000	0.3750%	1.50%
Next \$500,000 (\$500,001 to \$1,000,000)	0.3125%	1.25%
Next \$1 million (\$1,000,001 to \$2,000,000)	0.2500%	1.00%
Next \$3 million (\$2,000,001 to \$5,000,000)	0.1875%	0.75%
Amounts over \$5 million	0.1250%	0.50%

The account custodian will also charge fees, which are in addition to and separate from the investment advisory service fee. Custodians may charge accounts for various transaction costs, wire transfers, expedited shipping, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12(b)(1) fees and other mutual fund annual expenses as described in each fund's prospectus. We typically recommend no-load mutual funds and exchange traded funds which also charge their own internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to LJCooper's fee, and LJCooper shall not receive any portion of these commissions, fees, and costs. Advisory clients should also note that fees for comparable services vary and lower fees for comparable services may be available from other sources. Clients may have the option to purchase investment products we recommend through other brokers or agents that are not affiliated with us.

The agreement for investment management services shall continue in effect until terminated by either party by giving to the other party written notice at least thirty (30) days prior to the date on which the termination is to be effective, and any prepaid, unearned fees will be promptly refunded upon written request, determined on a pro-rata basis. There will be no termination fee; however, Client accounts may be subject to a modest cost of reimbursement of fees related to transferring the account and the custodian may impose a fee to close the account. Client has the right to terminate the contract without penalty within five (5) business days after entering into the agreement. If the Client terminates the contract on this basis, all fees paid by the Client will be refunded. On the termination of the agreement, Adviser will have no obligation to recommend or take any action with regard to the securities, cash or other investments in the account. If

Form ADV Part 2A – LJCooper Capital Management, LLC

Client is a natural person, the death, disability or incompetency of Client will not terminate or change the terms of the agreement. However, Client's executor, guardian, attorney-in-fact or other authorized representative may terminate the agreement by giving written notice to Adviser.

Clients may be charged an hourly or project-based fee for financial planning and consulting services. Fees generally range from \$150 to \$300 per hour and are payable as services are performed. Fees for these services may vary depending on the scope of services provided, complexity of the process undertaken, types of issues addressed, and frequency of services rendered. Any fees in addition to investment management fees should be agreed upon at the time the client agreement is executed. All financial planning fees do not include fees incurred by the client with other professionals (i.e. personal attorney, accountant, etc.) in connection with the financial planning process.

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

LJCooper does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client) or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Item 7 – Types of Clients

LJCooper primarily provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, and endowments. In general, we require a minimum of \$100,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size.

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

Please be aware that investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Form ADV Part 2A – LJCooper Capital Management, LLC

Investment Strategies

LJCooper's investment strategy is founded on a belief in global diversification that seeks to minimize unique business, sector, or country risks and to use a mix of stocks and bonds to deliver the optimal level of risk for each client. In implementing such a strategy, we primarily use passively managed mutual funds or exchange traded funds (ETFs) that seek to deliver or exceed the returns of the asset class benchmark to which they are providing exposure. These investments expose client to general market risk.

LJCooper has developed model investment portfolios based on our asset allocation approach. Three central tenants form the basis for the approach:

1. Comprehensive market diversification minimizes the risks inherent in concentrating investments in relatively few companies, industries, sectors, or countries.
2. A portfolio's asset allocation determines its results. Emphasizing the risks inherent in small and value oriented companies can increase expected returns – commensurate with additional levels of risk. The role of fixed income in a portfolio is to reduce overall volatility and high quality, shorter term bonds perform this function most effectively.
3. Investment fees detract directly from investment results. In an effort to maximize the potential for investment results, portfolios should reduce all unnecessary expenses – particularly those associated with speculation and trading.

The risks inherent in such a strategy are the risks of investing in general – which involve the potential for market losses. Investing in small company stocks, stocks with a value orientation, and stocks from emerging market countries carry additional risks and may lose value more sharply and to a greater extent during down periods in the market. Investing in fixed income securities involves credit risk including the risk of default and interest rate risk.

Financial Planning and Related Consulting Services

LJCooper IARs will provide financial planning services primarily from financial planning software to determine your current financial position and to define and quantify your long-term goals and objectives. In order to determine a suitable course of action for an individual client, we perform a review of the variables that are presented. Such review may include, but would not necessarily be limited to, investment objectives, consideration of the client's overall financial condition, income and tax status, personal and business assets, risk profile, liquidity constraints and other factors unique to the client's particular circumstances. Pursuant to a written financial planning agreement we will review and analyze the information you provide to our firm and the data derived from our financial

Form ADV Part 2A – LJCooper Capital Management, LLC

planning software. We will then deliver a written plan designed to help you achieve your stated financial goals and objectives.

Recommendations developed by your IAR are based upon their professional judgment; however, we cannot guarantee the results of any of their recommendations. Results may use simplifying assumptions that do not completely or accurately reflect your specific circumstances. No financial plan or report has the ability to accurately predict the future. As investment returns, inflation, taxes, and other economic conditions vary from assumptions, your actual results will vary (perhaps significantly) from those presented.

Managed Account Services

IARs have access to third party vendors that provide programs or software to analyze and trade individual securities. We also offer IARs access to third party vendors that provide support services in portfolio design and strategy implementation. Investment Adviser Representatives may use these tools along with investor profile or questionnaires to recommend a program that will assist a client to achieve their objectives and risk tolerances.

Factors IARs consider in selecting and monitoring third-party programs performance may include comparing the performance of accounts in the programs relative to certain market indices or asset allocation objectives, other money managers, strategies, and or programs. Other factors include allocation and or manager risk analysis, comparison of expenses, and other qualitative factors and analyses.

Margin Risk

Leverage increases a portfolio's risk as price swings are amplified in a margin account and clients can lose more funds than deposited if value of securities decline.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of LJCooper or the integrity of LJCooper's management. LJCooper has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

The majority of LJCooper IARs are also registered securities representatives of Triad Advisors, a registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA"). In addition, associated persons may also be insurance agents/brokers of various insurance companies. In these capacities associated persons of

Form ADV Part 2A – LJCooper Capital Management, LLC

LJCooper may recommend securities, insurance, advisory, or other products, and receive normal insurance or securities transactions commissions if products are purchased through any firms with which associated persons are affiliated.

Thus, a conflict of interest exists between the interests of associated persons and those of the advisory clients. However, clients are under no obligation to act upon any recommendations of the associated persons or effect any transactions through the associated persons if they decide to follow the recommendations.

Timothy Whipple is an Enrolled Agent. He prepares tax returns, gives tax advice, and represents clients in IRS audits. These services are offered through LJCooper Tax Strategies, LLC. Other associated persons have business interests that may include but are not limited to restaurants and rental property. Although the entities may have clients in common it is not due to cross marketing initiative and is purely incidental. It is anticipated that these activities will not result in a conflict of interest.

LJCooper and/or its employees currently serve as advisors to the investment committee for the Ladenburg Thalmann Alternative Strategies Fund (ticker symbol LTAFX) and may be compensated for their advice. LJCooper IARs may recommend that clients invest in the Alternative Strategies Fund. These recommendations create a conflict of interest because of the compensation which we may receive in connection with the purchase of these funds.

Item 11 – Code of Ethics

LJCooper has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to:

- The confidentiality of client information
- A prohibition on insider trading
- Restrictions on the acceptance of significant gifts
- Personal securities trading procedures

All supervised persons at LJCooper must acknowledge the terms of the Code of Ethics annually, or as amended.

In certain appropriate circumstances, our Associated Persons may hold investment positions which we also recommend that clients or prospective clients purchase. LJCooper's Associated Persons are required to follow LJCooper's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of

Form ADV Part 2A – LJCooper Capital Management, LLC

LJCooper and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for LJCooper's clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of LJCooper will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of LJCooper's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee.

LJCooper's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Cindy Nelson.

Item 12 – Brokerage Practices

LJCooper typically requires that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and provide other brokerage services. Fees Schwab charges LJCooper are reduced as the assets LJCooper custodies at Schwab increases. We are able to streamline procedures and achieve operational efficiencies for the client's benefit by directing brokerage to Schwab. Not all advisers require their clients to custody investments with a specific broker, and by our practice of directing brokerage to Schwab we may be unable to achieve the most favorable execution of client transactions, and this practice may cost our clients more money.

Schwab also makes available to LJCooper other products and services that benefit LJCooper but may not benefit its clients' accounts. Some of these other products and services assist LJCooper in managing and administering clients' accounts. These include software and other technology, allocation of aggregated trade orders for multiple client accounts, research, pricing information, and other market data, facilitate payment of LJCooper's fees from its clients' accounts, and assist with back-office functions, record-keeping and client reporting. Many of these services are used to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab.

Schwab also makes available to LJCooper other services intended to help LJCooper manage and further develop its business enterprise. These services may include consulting,

Form ADV Part 2A – LJCooper Capital Management, LLC

publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Schwab may also make available, arrange, and/or pay for these types of services rendered to LJCooper by independent third parties. Schwab 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 LJCooper. Based on the availability of the aforementioned benefits and services LJCooper has an incentive to require that clients use Schwab, which is a potential conflict of interest.

It is likely that LJCooper from time to time will affect securities transactions and pay a commission that exceeds the commission another broker-dealer would have charged. We believe that Schwab provides execution services at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In exchange for the level of quality this company provides, you may pay higher or lower commissions and/or trading costs than those that may be available elsewhere.

Our trading policy is to implement all client orders on an individual basis. Therefore, we do not aggregate or “block” client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are materially hindered because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Further, the investments we are responsible for trading in client accounts are typically limited to mutual funds, ETFs, and other broadly traded positions. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

We frequently recommend to clients the mutual funds developed by Dimensional Fund Advisors (DFA). While we do not receive compensation for this recommendation, nor do we receive commissions on the sale of the mutual funds, DFA provides us with access to a software program that enables us to generate risk and return data relative to their indexes and funds. This program assists us in providing data to clients and potential clients. DFA also provides an ongoing education program through webinars on advanced topics, educational conferences that provide analytics and current research data, and a proprietary website of articles, research, and analytical tools.

Associated persons in their capacity as registered representatives of Triad Advisors may suggest that clients implement recommendations through Triad Advisors. If the client so elects, associated persons would receive normal and customary commissions as sales agents resulting from any securities transactions, presenting associated persons with a conflict of interest. Furthermore, in implementing a plan through relationships maintained

Form ADV Part 2A – LJCooper Capital Management, LLC

by associated persons, clients may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to implement the plan or its recommendations through the associated persons in their capacities as registered representatives.

Item 13 – Review of Accounts

Client accounts are reviewed at least annually, or more frequently as agreed. Reviews of investment accounts typically look at portfolio consistency with regards to your risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Reviews also consist of covering account holdings, transactions, charges, & performance as provided on such statements and other account reports. Clients who also receive financial planning advice are reviewed on the same schedule. Reviews cover progress toward financial independence, anticipated distributions toward family legacy goals, anticipated distributions for social capital or charitable goals, as well as other goals communicated by the client. In either type of review, accounts will also be reviewed upon notice of changes in a client's circumstances.

Accounts are primarily reviewed by the Investment Adviser Representative. In addition, LJCooper's compliance program includes the periodic review of a sample of customer accounts for consistency with a client's risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. There is currently no limit on the number of accounts that can be reviewed by an associate.

Clients are provided with monthly or quarterly account statements from the qualified custodian, depending on the activity in the account. Reports include details of client holdings, asset allocation, and other transaction information. Also see "Custody" for additional information on custodian and account statements.

LJCooper or the IAR may provide you with additional account review reports. Comparisons to market indices and account performance may be used to evaluate account performance in connection with these review reports.

Information in these account review reports may be provided by clients or third parties. LJCooper does not independently verify information provided by a custodian, client or other third party, nor does LJCooper guarantee the accuracy or validity of such information. LJCooper is not liable in connection with its use of any information provided by a client, a custodian, or other third-party in the account review reports.

Item 14 – Client Referrals and Other Compensation

LJCooper may receive solicitors' (referral) fees based on a written agreement from unrelated investment adviser firms for referring clients for financial planning and/or investment advisory services. A disclosure letter will be provided to the client prior to or at the time of entering into any solicitation arrangement for financial planning and/or investment advisory services that identifies the solicitation fee.

LJCooper may enter into agreements with third parties that will solicit clients for LJCooper and receive compensation for solicitation efforts. In such instances, the third party solicitor will receive either a percentage of, or a set fee from, the fee charged to the client. If a solicitor is used in connection with a client's account, the structure and arrangement of the solicitation agreement, as well as the compensation paid to the solicitor, will be fully disclosed to the client, which disclosure will be acknowledged in writing by the client when participating in an LJCooper program. The fee charged to a client is not affected by the use of a third-party solicitor in connection with client accounts, and a client will not be charged any additional fees for the use of such services.

As set forth in "Fees and Compensation" above, LJCooper and the IARs in their capacity as registered representatives of Triad, may receive compensation from third parties in connection with trades executed for or investments held in advisory accounts.

Item 15 – Custody

LJCooper does not take physical custody of your funds or securities. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. The account statements received from the qualified custodian are the official statement of your accounts. Any account information provided by LJCooper or your IAR is for informational purposes only. LJCooper urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Investment Adviser Representatives of LJCooper ordinarily provide advisory services on a non-discretionary basis. However, IARs may have trading discretion over certain client accounts. Clients grant this discretion in their advisory agreements with LJCooper. This discretion is generally limited to trading in an account and does not generally include the ability to move assets out of an account. In all cases such discretion is to be exercised in a

Form ADV Part 2A – LJCooper Capital Management, LLC

manner consistent with the stated investment objectives for the particular client account. Any other limitations on the discretion will also be set forth in the agreement.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, LJCooper does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive proxies directly from their custodian or transfer agent and such documents will not be delivered by our Firm. LJCooper may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. LJCooper has no financial commitment that impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. LJCooper does not require prepayment of advisory fees six months or more in advance.