

Item 1 - Cover Page

Redwood Grove Wealth Management

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www.redwoodgrovewm.com

March 31st, 2011

This Brochure provides information about the qualifications and business practices of Redwood Grove Wealth Management (“RGWM”). If you have any questions about the contents of this Brochure, please contact us at 415-383-3381. 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.

Redwood Grove Wealth Management 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 Redwood Grove Wealth Management 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 dated March 31st, 2011 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 Tanya Steinhofner, Principal, at 415-383-3381 or tanya@redwoodgrovewm.com. Our Brochure is also available on our web site www.redwoodgrovewm.com, also free of charge.

Additional information about Redwood Grove Wealth Management 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 RGWM who are registered, or are required to be registered, as investment adviser representatives of RGWM.

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Item 4 – Advisory Business

Financial Planning Services & Fees:

Redwood Grove Wealth Management was founded in 2009 and is solely owned by Tanya K. Steinhofner. RGWM offers two types of services - comprehensive financial planning for individuals and investment research consulting for other investment advisory firms. RGWM is not affiliated with any other financial services firm and does not accept commissions, rebates or referral fees as compensation for its services. RGWM is compensated solely from fees paid by clients. RGWM manages \$2.6M as of 12/31/10 for one on-going financial planning client on a non-discretionary basis and manages no assets on a discretionary basis.

Financial planning services provided to clients are dependant upon the client's unique goals and circumstances and may include retirement planning, tax planning, investment planning, education funding, risk management, estate planning, charitable giving, and employee benefit planning including stock options and deferred compensation plans. Investment advice offered as part of the financial planning process tends to focus on passive index mutual funds and exchange-traded funds (ETFs) whenever possible. The core principles of RGWM's investment philosophy are diversification, market efficiency, long-term strategic allocations and tax-efficient, low-cost investing. RGWM does not prepare tax returns of any kind, nor draft any legal documents including wills and trusts.

Clients are under no obligation to act upon the recommendations provided or effect any transactions through RGWM.

Financial planning is an on-going process that should continue over a lifetime. Planning services for previously unaddressed topics or planning requiring extraordinary research or analysis may involve additional costs, which will be negotiated and agreed upon prior to the start of any such work.

Investment research consulting for other financial advisers:

RGWM also offers to conduct investment research consulting project work for other financial advisers. Examples of such work include determining an optimal asset allocation, evaluating new and existing investment managers, writing a quarterly newsletter and doing outsourced financial planning.

Item 5 – Fees and Compensation

Fees for financial planning services:

The fee for financial planning services is determined by the scope and complexity of the client's financial situation and is charged on a fixed-fee or hourly basis. A typical planning fee ranges from \$2,500 to \$5,000 for a one-time plan and \$3,500 to \$6,000 for an annual retainer. The hourly rate is \$200 per hour, subject to a four-hour minimum (\$800). All fees are subject to negotiation. For one-time plans, clients will be provided an estimate before the commencement of work, 50% of which is due at the first meeting and the remainder of which is due upon the completion of work. Annual retainer clients also receive an estimate of the fixed fee prior to commencement of work and pay a 25% deposit up front and then the remainder in quarterly installments. Hourly clients are required to pay the \$800 minimum fee up front and are billed for the remainder upon project completion. Under no circumstances will RGWM receive fees more than six months in advance of services being provided. Lower fees for comparable services may be available from other sources.

The specific manner in which fees are charged by RGWM is established in a client's written agreement with RGWM. RGWM bills all clients for fees incurred and does not deduct fees from client accounts.

RGWM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to RGWM's fees, and RGWM shall not receive any portion of these commissions, fees, and costs.

Clients have the unconditional right to cancel the Financial Planning Agreement within five business days after signing it, and to receive a complete refund of any fee actually paid. Thereafter, the client will have the right to cancel the agreement at any time prior to the final plan presentation. If such notice of cancellation is given after five business days, fees are refundable for any portion of advanced fees attributable to services not performed prior to termination of the agreement.

Fees for investment research consulting services for other financial advisers:

Projects for other advisers are billed on a flat-fee or hourly basis, based on the complexity and nature of the project. The hourly rate for these projects is \$200 per hour, subject to negotiation.

Clients billed on a flat-fee basis will be provided an estimate before the commencement of work, 25% of which is due at the commencement of work and the remainder of which is due upon the completion of work. Clients billed on an hourly basis will be billed monthly for hours spent on the client's project in the prior month. Under no circumstances will RGWM receive fees more than six months in advance of services being provided. RGWM bills all clients for fees incurred.

Clients billed on a flat-fee basis have the unconditional right to cancel the Consulting Services Agreement within five business days after signing it, and to receive a complete refund of any fee actually paid. Thereafter, the client will have the right to cancel the agreement at any time prior to the final project completion. If such notice of cancellation is given after five business days, fees are refundable for any portion of advanced fees attributable to services not performed prior to termination of the agreement.

Hourly clients have the unconditional right to cancel the Consulting Services Agreement at any time, in writing. However, because RGWM bills in arrears for such clients on a monthly basis, the client may owe a fee for the hours spent working on the client's project between the date of the last invoice and the termination of the agreement.

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

RGWM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

RGWM provides financial planning and investment advice to individuals and families. RGWM has no minimum account size required to work with clients. In addition, RGWM conducts investment consulting project work for other financial advisers.

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

The core principles of RGWM's investment philosophy are diversification, market efficiency, long-term strategic allocations and tax-efficient, low-cost investing. RGWM takes a long-term approach to investing and so recommends long-term strategic asset allocations and investment to clients and does not recommend frequent trading in and out of securities. RGWM also recommends well diversified portfolios to clients comprised of many asset classes, such as bonds, small and large stocks, US and foreign stocks, real estate securities and commodities. RGWM employs a largely passive approach to investing through the use of index mutual funds and exchange-traded funds (ETFs) whenever possible. However, in some cases (e.g., a client's 401k plan), RGWM is limited to the investment options available. RGWM uses fundamental analysis to evaluate securities and investments for recommendation to clients and evaluates them based on performance, fees and other quantitative and qualitative factors, such as adherence to a stated investment strategy, manager turnover and portfolio turnover.

Investing in securities involves risk of loss that clients should be prepared to bear. Examples of different types of risk involved in investing include asset allocation risk, stock market risk, currency risk, foreign investment risk, credit and interest rate risk to name a few.

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 RGWM or the integrity of RGWM's management. RGWM has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

RGWM is not actively engaged in any business other than giving investment advice. RGWM has no other financial industry affiliations or activities requiring disclosure.

Item 11 – Code of Ethics

RGWM 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, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at RGWM must acknowledge the terms of the Code of Ethics annually, or as amended.

RGWM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which RGWM has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which RGWM, its affiliates and/or clients, directly or indirectly, have a position of interest. RGWM's employees and persons associated with RGWM are required to follow RGWM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of RGWM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for RGWM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of RGWM 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 RGWM'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. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between RGWM and its clients.

RGWM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Tanya Steinhofer. For convenience, the Code of Ethics is included below:

Redwood Grove Wealth Management's Code of Ethics:

The Code of Ethics is predicated on the principle that RGWM owes a fiduciary duty to its clients. Accordingly, RGWM employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients. At all times, we must:

Place client interests ahead of RGWM's - As a fiduciary, RGWM must serve in its clients' best interests. In other words, our employees may not benefit at the expense of advisory clients. This concept is particularly relevant when employees are making personal investments in securities traded by advisory clients.

Engage in personal investing that is in full compliance with our Code of Ethics - Employees must review and abide by RGWM's Personal Securities Transaction and Insider Trading Policies.

Avoid taking advantage of your position - Employees must not accept investment opportunities, gifts or other gratuities having value of greater than \$100 from individuals seeking to conduct business with RGWM, or on behalf of an advisory client.

All material conflicts of interest under CCR Section 260.238 (k) are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

It is RGWM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. RGWM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

RGWM or any related person does not have the authority to determine, without obtaining specific client consent the following:

- Broker or dealer to be used
- Commission rates paid

RGWM or any related person does not suggest brokers to clients.

Item 13 – Review of Accounts

For one-time plan clients, Tanya K. Steinhofner, Principal of RGWM, reviews client accounts as part of the financial planning process, for adherence to target allocations and other factors, as applicable, based on economic conditions and individual client circumstances. All clients are advised that it remains their responsibility to implement investment recommendations. RGWM provides a written financial plan to clients once during the engagement that includes a review of current investments and recommended investments.

For annual retainer clients, Tanya K. Steinhofner will review the client's accounts on the frequency agreed upon with the client, which may be annually, semi-annually or quarterly. RGWM provides a written financial plan, which includes investment recommendations to the client, delivered in segments over the course of the first year of the engagement. The financial plan may be reviewed in subsequent years as determined by changes in the client's situation or at the request of the client.

Item 14 – Client Referrals and Other Compensation

RGWM has no additional compensation arrangements with others for giving investment advice or giving and receiving client referrals.

Item 15 - Custody

RGWM does not maintain custody of client funds or securities.

Regardless, clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. RGWM 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

RGWM does not typically manage clients' investments, but rather offers investment advice, which the client may or may not implement. However, in the case where RGWM manages client accounts, it does so without discretion, requiring approval of all trades prior to implementation.

When selecting securities and determining amounts, RGWM observes the investment policies, limitations and restrictions of the clients for which it manages accounts, as captured in a written Investment Policy Statement signed by the client. RGWM does not require a written investment policy statement for clients for which it does not manage the accounts.

Item 17 - Voting *Client* Securities

As a matter of firm policy and practice, RGWM 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. RGWM 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 RGWM’s financial condition. RGWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Tanya K. Steinhofner (born 1970) is the sole Principal of RGWM. She is a Certified Financial Planner (CFP®) and Chartered Financial Analyst (CFA) charter holder with more than a decade of diverse investment industry experience, including expertise in real assets (e.g., real estate, commodities) and sustainable/socially responsible investing (SRI).

Her prior experience includes several years as a Senior Research Analyst and Investment Advisor at Wetherby Asset Management, a San Francisco-based, independent wealth management firm. She began her investment career as an equity research analyst covering real estate investment trusts (REITs), first on the sell-side for Goldman Sachs in New York and then on the buy-side for a dedicated REIT money manager.

In addition to her professional experience, she is an active non-profit volunteer, with an emphasis on financial literacy. Most recently, she is serving as a Business Connector for Women’s Initiative for Self-Employment. She has also volunteered with Junior Achievement. She is Programs Chair for the Financial Planning Association of San Francisco and a member of the CFA Society of San Francisco. Her education includes both a BA and an MBA from UC Berkeley.