

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

Applicant: Foothill Securities, Inc.	SEC File Number: 801-57293	Date: February 14, 2008
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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: Foothill Securities, Inc.	IRS Empl. Ident. No.: 94-1552459
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Item of Form (identify)	Answer
Items 1A(1) &(2):	<p>Foothill Securities, Inc. (“Foothill”) offers the following services:</p> <p>Asset Management Foothill will structure account portfolios to meet specific client objectives and needs and, on an ongoing basis, will provide asset allocation and buy and sell recommendations.</p> <p>Foothill Advisory Representatives provide asset management services through a variety of custodial broker-dealers, including, but not limited to, Pershing, Charles Schwab or TD Ameritrade. Advisory Representatives may maintain a limited power of attorney in these managed accounts. The limited power of attorney authorizes the Foothill Advisory Representatives to execute transactions in client accounts without contacting the client immediately preceding the trade. All transactions are made in accordance with the client’s stated investment objectives and have been previously discussed and agreed upon by the client and the Advisory Representative.</p> <p>Fees for this service will be charged on a percentage of assets under management basis not to exceed a 3% per annum. The fees will be discussed and agreed upon in advance by the Foothill Advisory Representative and the client. Fees will be charged in advance or in arrears and will be billed on a monthly or quarterly basis.</p> <p>Either Foothill, or the client, can terminate the investment advisory agreement by written notice to the other party. In certain instances, the client may receive a pro-rated refund, based on the fee calculation method being used and the amount of work already completed.</p> <p>Third Party Asset Managers Foothill Advisory Representatives may recommend the use of other independent investment advisors or asset management program sponsors that provide specialized investment advisory services. These advisors will charge advisory fees, independent of Foothill. A portion of the advisory fee will be paid to Foothill. Each advisory client will receive documentation including a third party asset management agreement and disclosure of compensation, and will receive Part II of form ADV from Foothill and the third party asset manager. Accounts managed by third party asset managers will be subject to the cancellation policy of the particular third party asset manager.</p> <p>Foothill is a Member of the Alliance of Independent Broker-Dealers (AIBD) It is in the financial interest of Foothill to recommend and use the services of asset managers reviewed by the AIBD because fees paid the AIBD by asset managers subsidize Foothill’s due diligence program by partially funding the AIBD, which is partially controlled by Foothill and is therefore a de facto arm of Foothill.</p>

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Item 1 A (3):	<p>Hourly Consultation Foothill provides hourly consulting services to clients upon request. The fee for this service will not exceed \$300.00 per hour depending upon a number of factors including complexity of project and the individual rendering the investment advice. Fees will be discussed and agreed upon in advance. Typically, these fees will be billed on a monthly basis, after services have been rendered.</p> <p>Financial Planning Services Foothill provides comprehensive investment advisory services predicated upon full and complete analysis of all assets, liabilities, objectives and goals of clients. Investments reviewed may include securities, real estate, insurance, business ownership or other investments. Different types of reports will be prepared for clients, but generally they may be described as "financial plans" for individuals and families or other written project reports. Clients will be encouraged to have their financial plans reviewed and updated annually.</p> <p>Payment for services will be according to individual arrangement. In general, a portion of the fee is paid in advance with the balance paid upon the completion and presentation of the project. Fees charged will be negotiable and will be charged on a fixed fee or hourly basis. Fixed fees may or may not be computed on the basis of the aggregate assets to be included in the plan. There is usually an additional charge for the annual review and update of the financial plan.</p> <p>In some cases Advisory Representatives charge a set-up fee when the client's investment advisory account is opened. Generally the set-up fee, which covers administrative costs, is non-refundable.</p> <p>Fees may be increased, decreased, or waived on an individual basis, but will be agreed upon in advance, between the Advisory Representative and Client. All fees are made payable to Foothill. In addition to the fee charged by Foothill, each mutual fund company in which a client's funds may be invested also pays its own investment advisory fees and other expenses. These fees are paid indirectly through the management fees assessed by the funds in their portfolio.</p> <p>Foothill may enter into a sub-advisory agreement relationship with other advisory firms in which Foothill will be acting as dual advisor or as a solicitor. Fees will be received by Foothill from the sub-advisor. The Client will be informed that the advisory fee will be split between Foothill and the designated sub-advisor. The fee disclosure "Disclosure of Compensation" will be detailed in the Foothill Asset Management Agreement and in information received from the other advisory firm.</p> <p>Proxy Voting: Foothill requests that clients engage another party to determine how proxies should be voted. Foothill will not provide proxy voting services to its clients.</p>

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<p>Item 3K(3):</p> <p>Item 5:</p> <p>Item 6:</p> <p>Items 7 (ABC) & 8A:</p> <p>Items 8C(1)(3)(4):</p>	<p>Best Execution: On an annual basis, custodial broker-dealers are interviewed to compare the services and fees offered by the different firms. Best execution is not the only factor to be considered in providing investment management services to clients. We believe that several of the custodial broker-dealers including Charles Schwab and Fidelity provide good execution for our clients' transactions. In addition, they provide our firm and our clients with other valuable information on their accounts both electronically and by mail. They also provide a forum for advisory professionals to meet and to discuss compliance issues, rules and regulations that are important for the client and for our firm. We will review our agreement with the custodial broker-dealers on an annual basis and will compare them with firms offering comparable services to investment advisory firms and their clients.</p> <p>Foothill may also offer advice on other types of direct participation programs including tax credit, REITS and mortgage programs.</p> <p>Foothill Advisory Representatives will be required to meet the examination and qualification requirements in the states where they offer investment advisory services.</p> <p>Stephen Chipman, President and CEO Year of Birth: 1960 Education: BBA Finance from the University of Massachusetts Business Background for preceding 5 years: Foothill Securities, Inc.: April 2006 to present Pershing LLC: October 2003 to April 2006 BNY Clearing Services: September 1999 to October 2003</p> <p>Christine Marie Flynn, Chief Operating Officer, Chief Compliance Officer, Chief Financial Officer Year of Birth: 1955 Education: Broward Community College, Davie, FL Cabrillo College, Aptos, CA Business Background for preceding 5 years: Foothill Securities, Inc.: September 1989 to present</p> <p>Foothill is a registered broker-dealer and is primarily engaged in the sale of investment securities. Foothill maintains a fully disclosed clearing agreement with Pershing. Pershing is responsible for clearing commissionable trades on behalf of Foothill. Additionally, Pershing is responsible for sending trade confirmations and statements to Foothill Clients.</p> <p>Foothill Advisory Representatives may refer clients to other investment advisors or financial planners depending upon client need. Generally Foothill will receive a portion of the compensation received by the other investment advisor or asset</p>

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Item 8C(7):	manager. Additionally, certain Foothill Advisory representatives maintain their own independently registered investment advisory registrations. A portion of the fees earned by these independent investment advisors is received by Foothill.	
Items 8 C (9):	Certain Foothill Advisory Representatives are licensed CPAs with the state of California. In the course of offering investment advice, clients may retain the Advisory Representative to provide accounting services. Clients are under no obligation to obtain accounting services through the Foothill Advisory Representative	
Item 8 C (11):	Certain Advisory Representatives are independently licensed insurance agents. In the course of offering investment advice, Advisory Representatives may recommend that clients purchase insurance products. Clients are under no obligation to purchase insurance products from the Advisory Representatives or the insurance companies that they represent.	
Item 8D:	Certain Advisory Representatives are independently licensed real estate brokers. In the course of offering investment advice, Advisory Representatives may recommend that clients purchase real estate. Clients are under no obligation to purchase real estate from the Advisory Representatives or the insurance companies that they represent.	
Items 9 B & D & 12B:	William Lawver is the General Partner of Central Valley Broadband. Units of the offering are available to clients who meet the suitability requirements as detailed in the offering.	
Item 9E:	Foothill is a registered broker-dealer and an investment advisor. Clients are under no obligation to purchase securities from Foothill. When making investment recommendations, an inherent conflict of interest may exist in that advisory representatives may receive securities commissions in addition to investment advisory fees. Clients are under no obligation to purchase securities through the Advisory Representative or through Foothill Securities.	
Item 10:	Foothill Advisory Representatives may take positions in securities recommended to Clients. However, they may not take positions contrary to those recommended to Clients. (e.g.: for example, selling an investment product while recommending that a Client buy the product. All transactions will be placed with the client's best interest in mind and in accordance with the SEC, NASD and State requirements.	
Items 12A (1) & (2):	<p>Certain third party asset managers require a minimum investment in order to open a managed account. The specific amounts are detailed in the third party asset managers' agreements.</p> <p>Foothill Advisory Representatives may utilize a limited power of attorney in certain managed accounts. The limited power of attorney authorizes the Foothill Advisory</p>	

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Item of Form (identify)	Answer
Item 13A:	<p>Representatives to buy or sell securities on behalf of clients without contacting the client immediately prior to the purchase or sale. The limited power of attorney does not authorize this use of discretion in the account. Rather, it enables the representative to transact business on behalf of the client in accordance with the client's stated investment objectives, which have been previously discussed and agreed upon by the advisory representative and the client.</p>
Item 13B:	<p>Many Foothill Advisory Representatives utilize the services of custodial broker-dealers including Fidelity and Schwab Institutional. Schwab makes available to Foothill, other products and services that benefit Foothill but may not benefit its clients' accounts. Some of these other products and services assist Foothill 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 Foothill's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Foothill's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to Foothill other services intended to help Foothill 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 Foothill 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 Foothill. While as a fiduciary, Foothill endeavors to act in its clients' best interest, and Foothill's recommendations that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Foothill of the availability of some of the foregoing products and services and are not solely on the nature, cost or based in part on the benefit to Foothill 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 potential conflict of interest.</p> <p>Foothill may pay solicitors fees for the referral of investment advisory clients. All solicitors' fees will be paid in accordance with SEC rules and regulations.</p> <p style="text-align: center;">Foothill Business Continuity Plan</p> <p>Foothill Securities, Inc. has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.</p>

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	<p>Contacting Us – If after a significant business disruption you cannot contact us as you usually do you should call our alternative number 650.941.1962 or access the following web address www.FoothillSecurities.com.</p> <p>Our Business Continuity Plan – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm’s books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.</p> <p style="text-align: center;">Code of Ethics</p> <p>Foothill has adopted a Code of Ethics (the “Code”) which covers its employees, Advisory Representatives and the registered and non-registered assistants of its Advisory Representatives (“Covered Persons”). The Code requires that all Covered Persons conduct all business dealings in an ethical fashion, and encourages all Covered Persons to meet not only the technical requirements of the Code but also its spirit. Under the Code, Covered Persons have an affirmative duty of care, loyalty and honesty and must act in the best interests of their clients. Foothill’s Code requires Covered Persons to comply with all federal securities laws. In addition, Covered Persons are prohibited from defrauding, misleading, or manipulating a client in any way in connection with the purchase or sale of a security. Further, Covered Persons may not favor the interests of one client over the other.</p> <p>In the course of normal business, Covered Persons may receive confidential information concerning clients and potential clients. The general rule, as discussed in the Code is that this information should never be communicated to anyone other than Advisory Representatives, assistants, and employees of Foothill who need to know, and where appropriate, to the participants involved in a specific transaction. The Code has strict guidelines regarding personal securities transactions, designed to ensure that Covered Persons are not misusing their inside positions at clients’ expense. Covered Persons are specifically prohibited from profiting personally, directly or indirectly, as a result of knowledge about a security or transactions.</p> <p>To enable Foothill to monitor compliance with the Code, Foothill requires that Covered Persons provide Foothill with duplicate copies of confirmations and statements for accounts held at other financial institutions.</p> <p>A copy of the Code of Ethics is available to clients upon request.</p>

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