

**Schedule F of
FORM ADV**

**Continuation Sheet for Form ADV
Part II**

Applicant: kaChing Group Inc.	SEC File Number: 801 - 69766	Date: November 16, 2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: kaChing Group Inc.	IRS Empl. Ident. No.: 20-8280144
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Item of Form (identify)	Answer
Notice of Privacy Policy	kaChing's notice of privacy policy is provided on its website which can be found at www.kaChing.com.
Proxy Voting	kaChing does not have or exercise voting authority with respect to securities owned by users.
Part II Page 2 Items 1.D and 2, Page 3 Items 4.A, 4.B, and 4.C	<p>kaChing operates a virtual investing environment on its own website (www.kaChing.com) and as an application that runs on the Facebook, Yahoo and iPhone platforms (<i>container platforms</i>). Certain participants or users in the kaChing environment manage virtual portfolios of stocks, ETFs and ADRs listed on the NYSE, AMEX and NASDAQ National Market System. The environment endeavors to offer a realistic portfolio management experience by faithfully emulating the real world through the use of real time prices, trading limitations based on observed behavior and restrictions typically imposed by brokerage firms. All information about a user's investment behavior on kaChing is made freely available, including current and past portfolio positions, stocks being considered for investment, returns vs. benchmark analysis, risk analysis, attribution analysis, portfolio composition analysis and investment rationale on current and past holdings. kaChing also provides a wide array of tools, modeled after those used by Ivy League endowments, to help other users evaluate and find the best investors on the site. The most successful investors on the site and on the container platforms can attract followers who, for no charge, receive email alerts whenever the investors they follow make a virtual trade or post new research. These followers may use this information to formulate their own real world investment strategies, but kaChing does not consider followers to be clients or customers of kaChing.</p> <p>kaChing offers users on its own website an advisory service in which kaChing instructs (via its <i>Trading Instruction System</i>) the user's (<i>Customer's</i>) broker to buy and sell securities in the Customer's investment account by mirroring the virtual trades of the kaChing portfolio of one or more other users of the kaChing website (called <i>Geniuses</i>). The Facebook container platform directs users to the kaChing website for mirroring, the other container platforms do not offer or mention mirroring. Mirroring a virtual portfolio is not personalized investment advice, and Customers should know that neither kaChing nor the Genius whose virtual portfolio is being mirrored takes the Customer's personal financial needs into consideration.</p> <p>Only the virtual portfolio of a user who qualifies as a Genius may be mirrored. To qualify as a Genius, a user must enter into an application and agreement with kaChing, agree to comply with kaChing's Genius Policies and Procedures, generate an "Investing IQ" score of 140 or higher (on a scale of 0 to 200), and generally must have</p>

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	<p>managed a kaChing virtual portfolio for at least 12 full months. Investing IQ is a kaChing proprietary metric that consists of three components:</p> <ol style="list-style-type: none"> 1. Risk Adjusted Return 2. Adherence to Defined Investment Strategy (“sticks to strategy”) 3. Quality of Investment Rationale <p>kaChing grades each of the three components of the metric and then sums the three grades to generate the user’s Investing IQ. kaChing employs a user’s <i>Information Ratio</i> to determine his or her Risk Adjusted Return. Information Ratios less than or equal to 0 are graded as 0; results greater than or equal to 0.7 are graded a maximum of 50, and scores in between are scaled linearly between 0 and 50 points. kaChing measures adherence to a defined strategy by applying the lesser of a) the square of the percentage of his or her returns that are consistent with the user’s stated investment strategy or b) the square of the percentage of his or her current portfolio allocation to stocks that are consistent with the user’s stated investment strategy to a 0 to 50 point scale. kaChing determines Quality of Investment Rationale by converting a user’s research rating on the site (which ranges from 0 to 5 stars) to a 0 to 100 point scale. kaChing reserves the right to accept a user as a Genius before that user has a 12 month track record if that user’s Investing IQ is exceptionally high.</p> <p>Mirroring accounts are only available through Interactive Brokers, LLC (IB) at this time. A Customer may have one or more accounts that mirror virtual portfolios, but each such account must mirror a unique virtual portfolio of a different Genius. In other words, a Customer cannot mirror the same virtual portfolio in more than one account. Each account is treated separately for the purposes of setting up the account, fee calculations, changing and/or terminating a mirroring arrangement and closing the account.</p> <p>A user may apply to kaChing as a Customer to mirror the trades of a Genius’s virtual portfolio by providing kaChing with specific information regarding his or her financial situation, investment experience, investment objectives and account restrictions, if any. kaChing approves a Customer’s application for mirroring only if its proprietary formulas indicate that the virtual portfolio chosen to be mirrored by the Customer is appropriate for that Customer based upon his or her stated financial situation and investment objectives. For example, if a virtual portfolio chosen to be mirrored has a high risk rating in relation to the Customer profile, kaChing will display a warning and offer the Customer less risky choices, and limit the account size</p>

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	<p>the Customer can open that mirrors that virtual portfolio.</p> <p>Under the Customer Account Agreement, when a mirroring account is set up and each time there is a virtual trade in the virtual portfolio being mirrored, kaChing gives trading instructions to IB to cause the Customer’s brokerage account to hold the same proportional portfolio as the Genius’s virtual portfolio (as adjusted for fees and rounding to whole shares). The Customer can specify certain issuers and/or securities that the Customer does not want to be bought or sold for his or her account, and if the Genius’s virtual trades include those issuers or securities, the proportionate amount of the Customer’s account is held in cash.</p> <p>On a quarterly basis, kaChing notifies each Customer to ask the Customer to determine that the virtual portfolio or portfolios he or she selected to mirror continue to be appropriate for that Customer and inform kaChing of any changes to the investment objectives, restrictions and other information previously provided. These notifications and confirmations include a link to the Customer’s current information and the contact information of the kaChing support team. kaChing also requests customers to reconfirm the same information on an annual basis.</p> <p>kaChing promptly notifies a Customer if the Genius whose virtual portfolio is mirrored by that Customer:</p> <ol style="list-style-type: none"> 1. Changes his or her strategy; 2. Exhibits a significant increase in risk or turnover; 3. Experiences a drop in their Investing IQ below 140; or 4. Experiences a 20 point drop in their “sticks to strategy” score. <p>Information regarding the specifics of these notifications may be found in the FAQ section of kaChing’s website (www.kaChing.com).</p> <p>kaChing charges its Customers management fees at annual rates between 0.25% and 3% of the net market value of the Customer’s account, depending on the virtual portfolio being mirrored. kaChing deducts the management fee, on or about the tenth business day of every month, in an amount equal to one-twelfth of the annual percentage specified for the virtual portfolio such account mirrors, multiplied by the net market value of such account as of the close of trading on the New York Stock Exchange (herein, “close of markets”) on the last business day of the preceding month (except that for the first month an account commences mirroring then the net market value is equal to the initial deposit).</p>

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	<p>Each Genius specifies the management fee applicable to mirroring his or her virtual portfolio. Unless the Genius specifies the minimum management fee (0.25%), the Genius will receive a portion of the management fees as a consulting fee. A change in the annual management fee rate (as determined by the Genius) will become effective only after 30 days' notice to the Customer.</p> <p>If a Customer contributes capital to an account (either initial capital on the opening of the account or additional capital after the account is open) on a date other than on the first business day of a month, that account is charged a pro rated management fee with respect to such contribution, based on the number of days remaining in such month relative to the number of days in such month and on the amount of such contributed capital. If the date of such contribution occurs before the close of markets on the ninth business day of the month, this pro rated management fee is charged on the tenth business day of that month. If the date of such contribution occurs on or after the close of markets on the ninth business day of the month, this pro rated management fee is charged in arrears on the tenth business day of the following month.</p> <p>At any time, a Customer may terminate or withdraw an entire account, or notify kaChing that he or she wants an account that mirrors a particular Genius's virtual portfolio to mirror a different virtual portfolio. In that case, kaChing will sell the securities in the mirroring account at market prices at the time of the termination, withdrawal or change in the portfolio being mirrored. The Customer will pay a pro rated management fee for the month in which such change, withdrawal, termination or closure occurs based on the number of days in such month before such change, withdrawal, termination or closure relative to the number of days in such month. If the Customer then selects a different virtual portfolio to mirror, the Customer's account will invest in the securities representing the new virtual portfolio after the old portfolio positions are sold, and a prorated monthly management fee will be calculated and payable for the new mirroring, as if the account was opened on the date of the change (as described in the prior paragraph). If (1) the virtual portfolio that the account mirrors is terminated, (2) the Genius whose virtual portfolio the Customer's account is mirroring has had his or her status as a Genius terminated, or (3) kaChing terminates the Customer's account, at any time other than the last day of the month, kaChing will refund to the Customer or not charge any monthly management fee for the month in which such termination occurs, for the account to which such termination applies.</p> <p>There are no partial account withdrawals. If a Customer has multiple accounts, he or she may not withdraw less than all of a particular account.</p>

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	kaChing also enables Geniuses to use kaChing's Trading Instruction System to mirror the trades from their virtual portfolios to their proprietary accounts held at IB. kaChing provides this linkage as an accommodation to Geniuses, but will not review the appropriateness of the investment strategy for these "self-mirrorers" or permit them to specify securities that kaChing must limit for their accounts. kaChing will not charge a fee for this service and does not consider a self-mirrorer to be an advisory client or a Customer.
Part II Page 3 Item 3.L	Mirroring accounts and virtual portfolios may invest in exchange traded funds (ETFs) and ADRs.

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Part II Page 4 Item 6	<p>Andrew Rachleff, born November 12, 1958</p> <p><u>Education</u> BS, University of Pennsylvania, 1980 MBA, Stanford University Graduate School of Business, 1984</p> <p><u>Business Background</u> 1995 – present General Partner, Benchmark Capital 2005 – present Lecturer, Stanford University Graduate School of Business 2007 – present President & CEO, kaChing Group Inc.</p> <p>Daniel Carroll, born November 6, 1981</p> <p><u>Education</u> BS, University of Arizona, 2003</p> <p><u>Business Background</u> 2004 - 2006 Interest Rates Product Trader, Refco Trading LLC 2006 - 2007 Fixed Income Sales Specialist, FactSet Research Systems Inc. 2008 - present VP Business Development, kaChing Group Inc.</p> <p>Jonathan Galore, born February 21, 1976</p> <p><u>Education</u> BA, Academic College of Tel Aviv-Jaffa, 2003 MBA, Stanford University Graduate School of Business, 2006</p> <p><u>Business Background</u> 2001 – 2004 Team Leader & Program Manager, Converse Inc. 2006 – 2008 Consultant, Bain & Company 2008 – present VP of Marketing, kaChing Group Inc.</p>

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	<p>Pascal-Louis Perez, born July 13, 1984</p> <p><u>Education</u> BS, Federal Institute of Technology Lausanne, 2005 MS, Stanford University, 2007</p> <p><u>Business Background</u> 2007 Software Engineer, Google Inc. 2008 – present CTO, kaChing Group Inc.</p> <p>E. J. Borrack, born March 21, 1964</p> <p><u>Education</u> BA, University of Pennsylvania, 1986 JD, University of Pennsylvania School of Law, 1990</p> <p><u>Business Background</u> 2003 - present CCO, Farley Capital L.P. 2009 - present CCO, kaChing Group Inc.</p> <p>Rick Foreman, born March 22, 1954</p> <p><u>Education</u> BS, Villanova University, 1976 MBA, Wharton School, University of Pennsylvania, 1978 MSE, Moore School of Engineering, University of Pennsylvania, 1978</p> <p><u>Business Background</u> 2003 – 2004 Executive in Residence, Benchmark Capital 2004 – 2008 VP, Finance & Administration, Bloom Energy Corp. 2009 – present VP, Business Operations, kaChing Group Inc.</p>

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Part II Page 5 Items 9.E and 12 A.	<p>kaChing has adopted a Statement of Policies and Procedures (the “Statement”) in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended, which establishes standards of conduct and a code of ethics for kaChing’s officers and employees. A portion of that Statement also applies to the kaChing Geniuses described above for “Part II Page 2.” The Statement includes general requirements that all kaChing’s officers and employees comply with their fiduciary obligations to the Customers and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. kaChing requires Geniuses to conduct all their securities trades through IB, or another brokerage account that kaChing monitors, and to comply with kaChing’s policies and procedures regarding insider trading, conflicts of interest and personal trading. kaChing electronically monitors the securities transactions of all Geniuses and kaChing officers and employees, analyzes that information for unusual patterns and investigates any unusual patterns that it detects. It also requires all Geniuses and its officers and employees to report any violations of the Statement promptly to kaChing’s Chief Compliance Officer.</p> <p>Each new kaChing employee receives a copy of the Statement on being hired by kaChing, and each current officer and employee received a copy of the Statement when kaChing adopted it. kaChing sends copies of any amendments to the Statement to all officers and employees. Geniuses must review and be familiar with the portions of the Statement that apply to them, and they receive notification of amendments to the portions that apply to them. kaChing officers and employees and Geniuses must acknowledge in writing having received the Statement and the amendments. Quarterly, each Genius and officers and employees must confirm to kaChing that he or she has complied with the Statement (or the portions applicable to such person) during such preceding quarter. kaChing’s Customer Account Agreement and the Statement can be accessed at www.kaChing.com.</p> <p>Under the Statement, kaChing’s directors, officers, employees and Geniuses may personally invest in securities recommended on the kaChing website by the Geniuses. A Genius may elect to “self-mirror” in a proprietary account, in which case he or she will make trades in such account on similar terms to the investors who mirror such Genius’s virtual portfolio without paying a fee for this service. The Statement prohibits, however, Geniuses from conducting a transaction in a particular security in any other account within the period from ten trading days before to two trading days after conducting any purchase or sale of the same security in his or her virtual portfolio (or longer if the trade is still being filled for the Customers), except shorter periods may apply in particular circumstances for regulatory reasons.</p>

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Item of Form (identify)	Answer
	All kaChing officers, employees and Geniuses are prohibited from knowingly purchasing or selling securities immediately before the same security is bought or sold, respectively, for Customers' accounts. kaChing's officers, employees and Geniuses may also buy or sell specific securities for their own accounts that are not purchased or sold in the virtual portfolios of the Geniuses based on personal investment considerations aside from company or industry fundamentals.
Part II Page 6 Item 12.B	The kaChing Trading Instruction System has been established and tested with IB. It is currently contemplated that all Customer accounts will be required to be held at IB.

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