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Philip von Gontard, CFA, LLC

Disclosure Brochure

Part II of Form ADV: Uniform Application for Investment Adviser Registration

March 23, 2011

The information contained herein is provided to Clients and prospective clients about the qualifications and business practices of Philip von Gontard, CFA, LLC. 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. If you have any questions about the contents of this Brochure, please contact us at the telephone number listed below.

Philip von Gontard, CFA, LLC is an SEC Registered Investment Adviser however registration does not imply a certain level of skill or training

Philip von Gontard, CFA, LLC
9909 Clayton Road, Suite 210
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Phone: (314) 569-2677
Contact Email: phvg@primary.net

Additional information about Philip von Gontard, CFA, LLC is also available on the SEC's website at: www.adviserinfo.sec.gov.

Philip von Gontard, CFA, LLC

2. Material Changes

On August 12, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which requires us to provide clients with brochure and brochure supplement written in plain English. This brochure dated March 23, 2011 is prepared according to the SEC’s new requirements and rules. As a result, we are providing you with a brochure that not only looks different, but contains more information than our earlier disclosure documents.

Currently our brochure may be requested by contacting Philip von Gontard, CFA at (314) 569-2677 or phvg@primary.net. We will provide you with a new brochure at any time without charge.

Since the last ADV filing, the following material changes have occurred:

There have been no material changes.

Going forward we will ensure that you receive a summary of any material changes to our brochure by April 1st of each year. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of our last annual update of our brochure.

3. Table of Contents

Item No. :

- 1 Cover Page
- 2 Material Changes
- 3 Table of Contents
- 4 Advisory Business
- 5 Fees and Compensation
- 6 Performance Based Fees and Side-By-Side Management
- 7 Types of Clients
- 8 Methods of Analysis, Sources of Information and Investment Strategies, Types of Investments
- 9 Disciplinary Information
- 10 Other Financial Industry Activities or Affiliations
- 11 Code of Ethics, participation or interest in client transactions and personal trading.
- 12 Brokerage Practices
- 13 Review of Accounts
- 14 Client Referrals and other compensation
- 15 Custody
- 16 Investment Discretion
- 17 Voting Client Securities
- 18 Financial Information
- 19 Index

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[SEC File number 801-67108](#)

CRD Number: 127938

4. Advisory Business

Philip von Gontard, CFA, LLC is a Limited Liability Company organized under the laws of the State of Missouri. The firm was founded in July, 2003 by Principal & Managing Director, Philip von Gontard. The firm is 100% employee owned and is registered with the SEC.

One hundred percent of Philip von Gontard, CFA's business involves managing investment advisory accounts not involving investment supervisory services. My services are not considered "Financial Planning." Investment advisory services are offered for a percentage of assets under management, as described in more detail below.

Each client portfolio is unique and the structure and advice is tailored to the individual needs of the client. Philip von Gontard, CFA, LLC receives no financial incentive to purchase or sell any investment. The asset allocation and investment choices are deemed appropriate if they fit the investment goals and risk profile as indicated by the client.

Philip von Gontard, CFA, LLC provides investment advice and management to individuals along with related trusts and retirement accounts. Investor funds are deposited in either a brokerage firm or a bank custodian account. The firm does NOT take direct custody of any client assets. As of December 31, 2010, Philip von Gontard, CFA, LLC had approximately \$140 Million in Assets Under Management ("AUM").

As of December 31, 2010, approximately 97% of client assets are managed on a discretionary basis, meaning that the client has an understanding with Philip von Gontard, CFA, LLC and the firm is allowed to place trades on their behalf without prior approval. Clients has the option of allowing this discretionary permission or requiring consent prior to placing any trades, and can change their direction at will upon notice to the firm.

Philip von Gontard, CFA, LLC generally requires a minimum of \$500,000 for investment accounts; however the Firm reserves the right to waive this minimum depending on the type of Investor.

5. Fees and Compensation

We offer our services on a negotiated fee-only basis. The typical management fee structure ranges from 0.25% to 0.75% depending of the size and structure of the relationship.

The client is responsible for brokerage fees, custody fees, commissions and fund expenses associated with their preferred custodian and/or mutual fund choice. Phillip von Gontard, CFA, LLC does NOT receive any shared commissions or direct benefit from the costs associated with trading or holding any investment by any broker or custodian. The firm, along with the client does have access to research provided by the respective brokerage or mutual fund company and may use this information in the research and decision making process.

NOTE: Investors considering mutual funds, exchange traded fund or other third party managed investments should refer to each fund's Offering Memorandum, Subscription Agreements and other offering documents for addition/supplementary information regarding the funds as well as the fees and expenses charged by the funds.

6. Performance Based Fees and Side-By-Side Management

Philip von Gontard, CFA, LLC does not charge separate performance based fees.

7. Types of Clients

Philip von Gontard, CFA, LLC generally provides investment advice to private investors that include:

- Qualified Individuals
- Pension and profit-sharing plans
- Trusts, estates, foundations/endowments and other charitable organizations

Types of Investments

Philip von Gontard, CFA, LLC is authorized to enter into any type of investment transaction that it deems appropriate for its investors, pursuant to the terms of the account agreement. Philip von Gontard, CFA, LLC does not currently advise investors on any types of investments other than those identified below.

Currently, Philip von Gontard, CFA, LLC may offer investment advice on the following types of investments:

- Equity securities, including exchange-listed securities, securities traded over-the-counter and foreign issues
- Corporate & Municipal debt securities (other than commercial paper)
- United States government securities
- Limited partnership interests
- Private investment funds

Philip von Gontard, CFA, LLC trades and invests principally, but not solely, in debt and equity securities that are traded in U.S. public markets. When deemed appropriate, Philip von Gontard, CFA, LLC also may invest in long positions in options, bonds, convertible debt, preferred stock, notes, bills, warrants, futures, rights, derivatives, non-U.S. currencies, restricted securities, fixed-income assets and other securities or assets.

8. Methods of Analysis, Sources of Information and Investment Strategies and security analysis methods include:

- Fundamental analysis
- Technical analysis
- Cyclical analysis

The main sources of information Philip von Gontard, CFA, LLC uses include:

- Financial newspapers and magazines
- Inspections of corporate activities
- Research materials prepared by others
- Annual reports, prospectuses and filings with the U.S. Securities and Exchange Commission
- Company press releases

Investment strategies used to implement investment advice given to Clients may include:

- Long-term purchases (securities held at least a year)
- Short-term purchases (securities sold within a year)
- Trading (securities sold within 30 days)

Philip von Gontard, CFA, LLC's Investment Strategies:

Philip von Gontard, CFA, LLC's current investment universe consists of the global markets, including emerging, frontier and developed markets. The firm may engage in long, short and other strategies in the above mentioned markets. Each strategy seeks to control various types of risk through the application of certain guidelines. These limitations represent guidelines measured at the time of investment and, accordingly, each Portfolio may not be within these limits at all times due to changes in the values of its investments and the underlying capital of the Portfolio. In the event that the specific Portfolio exceeds a specified target, the Manager will seek to bring the Portfolio back with the limitations within a reasonable time subject to market conditions. In addition, in some portfolios, typically the Manager may exceed these guidelines if it believes conditions warrant, and certain guidelines may be subject to change by the Manager immediately upon notice to Shareholders. The following are examples of investment guidelines that seek to control risk within the various portfolios.

- Gross equity exposure will generally be limited to a percentage of overall capital;
- Gross corporate debt exposure will generally be limited to a percentage of overall capital;
- Net exposure to foreign currencies will generally be limited to a percentage of overall capital;
- Gross equity issuer concentration limit will be a specific percentage and debt issuer concentration limit will be a certain percentage of overall capital.

These general risk guidelines, and/or any portion thereof, may be employed to one or more of the above-listed portfolio products as relevant and necessary. Other additional risk guidelines may be developed and implemented as necessary.

Note: All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although we manage the assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

9. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management. None of Philip von Gontard, CFA, LLC's owners and personnel has ever been the subject of any legal or disciplinary events.

10. Other Financial Industry Activities and Affiliations

Philip von Gontard, CFA, LLC is not registered and does not have an application pending as a securities broker-dealer, futures commission merchant, commodity pool operator or commodity trading advisor.

Philip von Gontard, CFA, LLC does not have arrangements that are material to its advisory business and its Clients and investors with a related person who is a broker-dealer, investment company, other investment adviser, financial planning firm, commodity pool operator, commodity trading adviser, futures commission merchant, bank or thrift institution, mutual fund company, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited liability companies.

11. Code of Ethics, Participation or Interest in Client Transactions and Personnel Trading

Code of Ethics

We have adopted a Code of Ethics (“Code”) to address the securities-related conduct of our employees and representatives. It is the policy of this firm to establish such procedures and guidelines governing the conduct of its business to prevent actual or potential conflicts of interest with its clients and to prevent violations of securities laws or other duties owed to clients.

In addition to the firm's fiduciary duty to its clients which requires each employee to act solely for the benefit of the clients. It is in the best of interests of Philip von Gontard, CFA, LLC to avoid potential conflicts of interest, or even the appearance of such conflicts, in the conduct of our officers and employees.

While it is impossible to define all situations which might pose a risk of securities laws violations or create conflicts, this Code is designed to address those circumstances where such concerns are most likely to arise. By complying with the guidelines below, the firm's employees can minimize their and the firm's potential exposure to violations of securities laws, prevent fraudulent activity and reinforce fiduciary principles.

Failure to comply with the provisions of this Code is a ground for disciplinary action, including discharge, by the firm. Adherence to the Code is considered a basic condition of employment with the firm. If any employee has any doubt as to the propriety of any activity, they are instructed to consult with the firm's Chief Compliance Officer (“CCO”), Philip von Gontard.

A copy of this Code and any amendments will be provided to each supervised person (as defined in the Investment Advisers Act of 1940) and employee of Philip von Gontard, CFA, LLC. Each person must acknowledge in writing the receipt of these copies. A “supervised person” means any partner, Officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser received the materials. Quarterly, each supervised person/employee must certify that he or she complied with the Code of Ethics during that period. Clients and prospective Clients may obtain a copy of Philip von Gontard, CFA, LLC's Code of Ethics by contacting Philip von Gontard at phvg@primary.net.

Other Conflicts of Interest

Directors, officers and employees have a duty to act in the best interests of the Company and its shareholders at all times. As part of this duty, directors, officers and employees are prohibited from engaging in any transaction which involves an improper conflict of interest.

A “conflict of interest” exists when a person’s private interests interfere in any way with the interests of the Company. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a director, officer or employee, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. Employees are not allowed to work for a competitor as a consultant or board member. The firm’s policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. Wherever a conflict of interest arises, the person involved must promptly disclose the circumstances of the conflict to the Chief Compliance Officer.

Personal Trading

The SEC has a clear and concise policy prohibiting employees or persons with access to nonpublic information regarding clients’ purchase or sale of securities, or is involved in making securities recommendation to clients or who has access to such recommendation that are nonpublic. The primary and commendable purpose of this policy is to prevent an employee from profiting from the advance knowledge of a potentially market moving trade in a clients account, and by making pre-emptive trades in a personal or related account or one with a “beneficial interest”.

Full Disclosure: ALL CLIENTS SHOULD BE AWARE that Philip von Gontard, the Principal owner, managing member and sole employee of Philip von Gontard, CFA, LLC may indeed hold, buy, sell and trade securities in personal and related account that it also recommends to Clients. However, any holdings or transactions shall be limited to publicly traded securities with sufficient trading volume and significant capitalization, such that any transaction shall not represent an event of any size that would or could affect the market price in a way that would either benefit the owner or detriment the client. The firm strongly believes in a high quality long term strategy for its clients and practices the same strategy for its own personal accounts.

Client Priority: The firm shall obligate itself to avoid any such trading conflicts by transacting in the client accounts best interest prior to or at the same time of the owners personal, related or beneficial interest accounts.

Reporting Requirements

Philip von Gontard, CFA, LLC requires that a record of all Personal Securities Transactions made by access persons be made and kept available for inspection, and that these records be maintained on a monthly basis. To comply with this policy, every access person and members of his or her immediate family must arrange for the

Compliance Staff to receive from any broker, dealer, or bank that executes any Personal Securities Transaction, duplicate copies of statements for EACH brokerage account in which such access person or such immediate family member has a beneficial interest. Each month, the Compliance Staff will review the brokerage statements, together with the log of transactions in all client accounts and will discuss any apparent issues first with the access person. In addition access persons are required to present an Initial Statements of Holdings (upon first joining the company) and Annual Statements of holdings, as required by rule 17j-1.

12. Brokerage Practices

Philip von Gontard, CFA, LLC currently maintains an institutional relationship with nationally recognized discount broker Charles Schwab & Co. and the majority of the firm's client accounts are custodied with this firm. However, the firm receives no direct benefit, fees or compensation from any broker. Therefore, clients are free to select, custody, direct transactions and negotiate fees with any broker dealer of their choice.

If directed by the client, Philip von Gontard, CFA, LLC may trade from Counter-Parties or Directed Brokers. While most clients shall choose reputable firms, it should be noted that Philip von Gontard, CFA LLC may not be able to achieve the most favorable execution through these transactions. These directed brokerage transactions may cost clients more money in the form of higher commissions or less favorable prices than may be achieved through the aggregation of orders from other sources. Certain brokers benefit from directed trades, wherein pre-agreed commission schedules within market norms are followed in order to compensate them. In general, Directed Brokers may provide the following additional services that include (but are not limited to):

- Quality research information;
- culled company financial data;
- arrangement of meetings with companies in-country;
- arrangement of group meetings with companies at regional events;
- additional information and data as may be requested;

13. Review of Accounts

Philip von Gontard, CFA, LLC applies the following procedures for, and the individuals indicated are involved in, the Firm's account reviews.

Philip von Gontard, CFA, LLC's Chief Investment Officer reviews all accounts on an ongoing basis. The reviews focus on consistency of portfolio investments with objectives and risk tolerances. Asset allocation, cash management, market prospects and individual issue prospects are considered. Account reviews may also be triggered by potential change, including changes in general economic and market conditions, analyst reports, company news and interest rate movement. Adjustments are made as necessary.

Clients may receive the following reports:

Quarterly: Letter to investors stating performance for the quarter and investment outlook

Investors also receive monthly and/or quarterly account statements listing the value of their investments directly from their respective custody broker. Taxable accounts receive an annual tax summary. In addition, due to legal and/or regulatory constraints that must be followed by some of the firm's investors and/or the specific needs

and requests by certain investors, the firm may at its discretion agree to provide certain investors more frequent reports and/or certain other reports than those described above.

14. Client Referrals and Other Compensation

Philip von Gontard, CFA, LLC does not receive any economic benefit from non-clients in connection with giving advice to clients.

Philip von Gontard, CFA, LLC does not have introducer (solicitor) arrangements with certain individuals and entities.

15. Custody

Philip von Gontard, CFA, LLC does not maintain direct custody or possession of any of its client's funds or securities. Philip von Gontard, CFA, LLC will ensure that information on all trades executed on behalf of the clients is delivered to the corresponding Custodians. Monthly holding reconciliations are conducted between the Custodian's records and Philip von Gontard, CFA, LLC.

Philip von Gontard, CFA, LLC does not physically hold or custody any cash or securities. All assets are held at the designated broker-dealer or other custodian. In addition to regular holdings statements received from Philip von Gontard, CFA, LLC, the client will receive separate account statements from the broker-dealer, bank or other custodian. It is strongly recommended that clients review and compare these statements to confirm that they agree.

16. Investment Discretion

The manner in which Philip von Gontard, CFA, LLC exercises its investment discretion and Philip von Gontard, CFA, LLC' brokerage practices are described in more detail below. The most important and basic principle by which we operate in all aspects of our business is equal and fair treatment between all of our clients and their portfolios. Specifically this principle is never to be influenced by any consideration for differences in fee arrangements, size of account, length of a relationship, potential for additional or new business, etc. It is recognized that we may manage accounts where there is significant potential for common ownership of individual credits and securities in these portfolios.

It is also recognized that while (ii) above is true, no single portfolio is necessarily exactly the same as another. This applies both in the static sense of the overall standing risk-return profile that has been agreed with the client (this is not solely a quantitative function of the prospectus limits but is also influenced by what has been agreed orally and in writing on a qualitative basis) and in the dynamic sense such as cash inflows and outflows that are different for any one portfolio at any one particular time. The firm maintains and adheres to the investment parameters and compliance requirements for each account.

For certain of its accounts, Philip von Gontard, CFA, LLC has authority to determine the following without obtaining specific Client consent:

- Securities to be bought or sold
- Amount of the securities to be bought or sold

Investment discretion is typically defined in detail in the specific investment advisory contract with each particular client and the prospectus for each Fund.

17. Voting Client Securities

It is Philip von Gontard, CFA, LLC's duty to monitor corporate actions and vote its clients' proxies for most of its clients. Philip von Gontard, CFA, LLC's policy is to always vote a proxy in the best interest of the client. Should Philip von Gontard, CFA, LLC find itself in conflict of interest with its client on a proxy matter, Philip von Gontard, CFA, LLC will disclose the conflict in writing to the client and propose the vote it intends to cast. The client must consent in writing to the proposed vote. If the client objects, it must instruct Philip von Gontard, CFA, LLC as to the vote to be cast. Philip von Gontard, CFA, LLC will follow that instruction.

As part of its record keeping requirements, Philip von Gontard, CFA, LLC will retain copies of its voting policies and any amendments thereto. Philip von Gontard, CFA, LLC maintains (i) all proxy statements received regarding the client's securities, (ii) an electronic "Proxy Voting" log and hard copies and/or other records reflecting votes cast on behalf of the client (iii) copies of communications with the client disclosing a conflict of interest and the client's response (iv) records of the client's request for proxy voting information, and (v) any documents prepared or used by the adviser that were material to making a decision on how a vote should be cast.

For certain clients and accounts, the right to vote Proxy's is reserved solely for the client. Philip von Gontard, CFA, LLC is typically provided with details of such proxy votes upon request.

Philip von Gontard, CFA, LLC will maintain hard copy folders of all proxy information received and the Compliance Associate/CCO will review the log on a regular basis to ensure that any and all proxies are voted in accordance with these policies and procedures. Clients may obtain a copy of Philip von Gontard, CFA, LLC's voting policies and procedures upon request to Philip von Gontard at phvg@primary.net.

18. Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you and we have not been the subject of a bankruptcy proceeding. We do not require or solicit pre-payment of any type of client fees in advance. The advisory contract may be terminated at any time by either the client or Philip von Gontard, CFA LLC upon written notice to the other party, effective upon receipt.