

Form ADV Part 2A and 2B
Investment Advisor Brochure
and
Brochure Supplement

BERNHARDT
WEALTH MANAGEMENT

A Registered Investment Advisory Firm

Cover Page

Name of Firm	Bernhardt Wealth Management (“BWM”)
Address	2010 Corporate Ridge Ste 210, McLean, VA 22102
Phone Number	(703) 356-4380
Website Address	www.BernhardtWealth.com
E-mail Address	Gordon@BernhardtWealth.com
Date of Last Revision	March 8, 2012

This Form ADV Part 2A (Investment Advisor Brochure) gives information about the investment advisor and its business for the use of clients and prospective clients. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about our firm is available on the SEC’s website at: www.adviserinfo.sec.gov.

Material Changes

The purpose of this section is to discuss only material changes since the last annual update of BWM’s Investment Advisor Brochure. The date of the last annual update was March 24, 2011.

Summary of Material Changes:

- 1. Fee Schedule:** The fee schedule did not change, but now clarifies at-a-glance that the breakpoints are on a sliding scale. The fee disclosure currently reflects that the fee for accounts over \$5 million is reduced by ticket charges on certain assets.
- 2. TD Ameritrade Amerivest program:** BWM has entered into an agreement with Amerivest wherein Amerivest will act as sub-advisor to only certain BWM clients.

Delivery:

Within 120 days of our fiscal year end we will deliver our annual Summary of Material Changes if there have been material changes since the last annual updating amendment.

Table of Contents

Cover Page	1
Material Changes	1
Table of Contents	2
Advisory Business	3
Fees and Compensation	4
Performance-Based Fees And Side-By-Side Management.....	5
Types of Clients and Account Minimums	5
Methods of Analysis, Investment Strategies, and Risk of Loss.....	6
Disciplinary Information	7
Other Financial Industry Activities and Affiliations	8
Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading	8
Brokerage Practices	8
Review of Accounts and Reports on Accounts	11
Client Referrals & Other Compensation	11
Custody	13
Investment Discretion	13
Voting Client Securities	13
Financial Information	13
Brochure Supplement	14
Privacy Notice.....	16

Advisory Business

Advisory Firm

Bernhardt Wealth Management, Inc. (“BWM”) (and its predecessor companies) has been providing investment advisory services since 1994. Gordon Bernhardt is the founder and President and has been in the financial services industry since 1989. Prior to that, he was a Certified Public Accountant for Price Waterhouse (now known as PriceWaterhouseCoopers).

Advisory Services

• *Strategic Investment Management* •

BWM manages investment advisory accounts (“Strategic Investment Management”). As of December 31, 2011, BWM has \$162,035,325 of assets under management on a discretionary basis.

An initial interview and data gathering is undertaken to determine the client's individual needs, objectives, goals, and risk tolerance, and to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients have the ability to provide standing instructions with the Investment Advisor Representative (“IA Rep”) to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities. During the Investment Plan Design phase we assess where you are, where you want to go (your goals), and outline actions to be taken ("gap analysis").

In accordance with the Investment Policy Statement, an asset allocation will be agreed upon as to percentage ranges allotted to asset classes within a no-load or load-waived mutual fund or index fund, Exchange Traded Funds (“ETFs”), variable annuities, corporate or municipal bonds, and other investment vehicles. BWM may utilize the services of a sub-advisor for certain smaller accounts. See details in the section Brokerage Practices. Once you approve the Investment Plan, the next phase is Investment Implementation.

The next phases are Quarterly Reporting and Portfolio Optimization. Periodic reviews are performed at least quarterly to determine whether the portfolio is within a reasonable tolerance to the target asset allocation. If market conditions have caused the client's actual allocation to shift from the target allocation by an amount greater than the predetermined levels, BWM will automatically rebalance the portfolio. BWM has the authority to buy or sell securities within the asset allocation parameters. Any changes to the agreed upon asset allocation will be discussed with the client prior to making changes.

Quarterly the IA Rep will notify the client in writing to contact the IA Rep if there have been any changes in the client's financial situation or investment objectives, or to impose or modify account restrictions. The IA Rep will contact or attempt to contact the client annually on these matters. It is the client's responsibility to notify the IA Rep at any time there are changes. Clients may contact us at any time during normal business hours to discuss directly with the IA Rep about the client's account, financial situation, or investment needs. Client assets are held at a third party custodian/brokerage firm. Each client will receive from the custodian/brokerage firm timely trade confirmations and at least quarterly statements containing a description of all transactions and all account activity. The client will retain the indicia of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program. In addition to custodial statements, BWM provides to each client a Quarterly Report that provides additional details about the assets and investment performance.

•*Financial Planning*•

BWM provides Financial Planning consistent with the individual client's financial and tax status and risk/reward objectives. Planning is “segmented” and may focus on investments, insurance, taxes, college, retirement, and/or estate plans.

•*Seminars*•

BWM may hold seminars. These seminars may include presentations on various investment or financial planning strategies. IA Reps may conduct professional continuing education seminars. Fees may be nominal to cover costs for public seminars or up to \$200 per attendee.

Fees and Compensation

Fees for *Individual Consultations* are computed at an hourly rate of \$250 for Gordon Bernhardt, and \$180 per hour for Timothy Koehl. Reduced rates may apply for support staff depending on what is being done. All billing is in arrears at the completion of the Consultations.

Fees for *Financial Planning* are quoted at a flat fee based on complexity. Simple plans (could include a couple of segments) may cost up to \$1,500. More complex plans are generally up to \$5,000, but could be more as applicable. Half the quoted fee is payable upon signing the Agreement and the balance upon delivery of the written plan.

The fees for *Individual Consultations* and *Financial Planning* may be partially or fully waived if the client engages BWM for Strategic Investment Management. Therefore fees on Strategic Investment Management may be forgiven until matching the fees paid for the initial services.

Fees for *Strategic Investment Management* are computed at a percentage of assets under management on a sliding scale.

	<u>\$ Portfolio Size</u>	<u>Annual %</u>
first	zero - 1,000,000	1.00%
next	1,000,001 - 3,000,000	0.75%
next	3,000,001 - 5,000,000	0.50%
next	5,000,001 - 10,000,000	0.35%
next	10,000,001 +	0.20%

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer custodial firm. See the section heading Brokerage Practices for more information.

This schedule represents the maximum fees at each incremental level (other than as specified in the section heading Types of Clients and Account Minimums for portfolios not meeting the stated minimum).

Accrual accounting for interest income is used on fixed income securities to reflect its true value on the fee valuation date.

The rates may be reduced for; existing clients prior to fee schedule changes, or friends and family. Employees and family may have fees waived.

For accounts above \$5 million, the advisory fee will be reduced by the amount of trading ticket fees, excluding initial sell positions of any previously held positions transferred into new accounts, and excluding buys or sells of individual bonds on current accounts.

The fee for Strategic Investment Management will be payable quarterly in advance. The first payment is due upon execution of the Agreement, and will be assessed pro-rata and payable during the subsequent quarter in the event the Agreement is executed other than the first day of the new calendar quarter. Subsequent payments will be assessed and due within the first 15 days of each calendar quarter based on the value of the portfolio as of the last day of the previous calendar quarter, which may be adjusted for deposits and withdrawals during the quarter.

Payment of fees may be paid directly by the client, or the client may authorize the custodian holding client funds and securities to deduct BWM advisory fees directly from the client account in accordance with statements prepared and submitted to the custodian by BWM. As previously mentioned, the custodian will provide periodic account statements to the client. Such statements will reflect all fee withdrawals by BWM. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated.

Fees are not collected for services to be performed more than six months in advance. In addition to fees paid to BWM for advisory services with respect to clients' investments in mutual funds, clients pay additional fees on the mutual fund investment because the mutual funds also pay advisory and/or management fees to another investment advisor. These fees are outlined in the prospectus and statement of additional information.

Fees for Strategic Investment Management will continue until either BWM or the client terminates the agreement on ten calendar days written notice. If termination occurs prior to the end of a calendar quarter, a pro-rata refund of unearned fees will be made to the client.

For Financial Planning or Consultations, the client may terminate the Agreement at any time and a refund of the unearned fees will be made, or an invoice for fees due will be prepared, based on time and effort expended before termination. The Agreement for Financial Planning or Consultations terminates upon delivery of the written plan or services. At this time no refunds will be made.

Upon termination of Strategic Investment Management, all assets will be held at the custodian and it will be client's responsibility to instruct the custodian as to the final disposition of assets, unless client specifically notifies BWM to liquidate or take other action. As of the date of termination, BWM will no longer be the investment advisor of record, and it will be client's responsibility to monitor the timely disposition of the account and take all future actions in regards to the management of the account.

The Advisory Agreement contains a pre-dispute arbitration clause. Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

Performance-Based Fees And Side-By-Side Management

BWM does not charge performance-based fees, a fee that is based on capital gains in the client account.

Types of Clients and Account Minimums

BWM provides advisory services to individuals, pension and profit sharing plans and other ERISA accounts, trusts, estates, and business entities.

Generally the minimum account size is \$1 million, subject to a minimum quarterly fee of \$2,500. The minimum fee would increase the maximum percentage rate paid on smaller accounts to more than 1% annualized. However, in no case would the fee exceed 2% per year. A related group of accounts may be aggregated to waive the minimum fee on smaller accounts if at least one account in the group meets the minimum portfolio size. The minimum size portfolio and/or annual fee may be reduced for; existing clients prior to published changes, friends and family of IA Reps, family of existing clients, employees, and very limited other exceptions. There is no minimum criteria for Financial Planning or Consultations.

Methods of Analysis, Investment Strategies, and Risk of Loss

The client's investments are evaluated to determine whether they correspond with his/her financial objectives. BWM designs and proposes a portfolio based on asset allocation strategies to help clients attain their financial goals.

By its nature, financial planning looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investments are designed to help the client achieve his or her financial goals. Segmented planning may include a cursory review of life, disability, and long term care insurance. The client is urged to work closely with outside insurance agents on all lines of insurance.

BWM generally will make recommendations for no-load mutual funds, index funds, Exchange Traded Funds ("ETFs") variable annuities, individual bonds, short-term paper (e.g., CDs, T-Bills), and mortgage-backed securities. BWM works closely with and recommends mutual funds from Dimensional Fund Advisors ("DFA") as the primary equity investment recommendation. Clients may also request BWM to give advice on (and include in the Strategic Investment Management account) other investments such as stocks.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

BWM is disclosing those risks and opportunities for our investment strategy or for particular types of securities used.

- ***Mutual Fund*** is an actively managed investment pool, which may include money market instruments, stocks, bonds, or other investment vehicles. Professional money managers research, select, and monitor the performance of the securities the fund purchases. It is easier to achieve diversification through ownership of mutual funds rather than through ownership of individual stocks or bonds. All mutual funds have expense ratios that are paid to the fund company. Investors may have to pay taxes on capital gains distribution received by the fund, but not distributed to the investor. Mutual funds redeem shares at net asset value ("NAV") at the end of the trading day.
- ***Index Fund*** is an investment pool (e.g., mutual fund or ETF invested in stocks, bonds, or other investment vehicles) that aims to replicate the movements of an index of a specific financial market. The lack of active management generally gives the advantage of lower fees and lower taxes in taxable accounts. Index funds also have expense ratios, which reduce the return to the

investor relative to the index. It is usually impossible to precisely mirror the index, as the models for sampling and mirroring, by their nature, cannot be 100% accurate. The difference between the index performance and the fund performance is known as the “tracking error.” By design, an index fund seeks to match rather than outperform the target index. Therefore, an index fund with low tracking error will not generally outperform the index, but rather produces a rate of return similar to the index minus fund costs. An index fund does not have to follow a well-known index. There are thousands of index funds, leaving advisors to determine which fund best matches the client’s risk capacity and other investment objectives.

- ***Exchange Traded Fund (“ETF”)*** holds securities to match the price performance of a certain market index or commodity price. ETFs can track stock indexes and/or industry sectors, bonds and precious metals. ETFs are subject to the same market risks as the index or sector they are designed to track. ETFs can be bought and sold throughout the day like stocks. ETFs may be an index fund or a fully transparent actively managed fund.
- ***Variable Annuity*** is a contract between the investor and an insurance company, under which the investor makes a lump-sum payment or series of payments. In return, the insurer agrees to make periodic payments to the investor beginning immediately or at some future date. A variable annuity offers a range of investment options, and the value of the investment will vary depending on the performance of the underlying investments. Variable annuities offer insurance and death benefits, as well as tax deferred growth of earnings. The fee and expense charges incurred in a variable annuity are higher than a mutual fund.
- ***Debt Securities (corporate, municipal, or government bonds)*** are basically promissory notes that pay interest and the return of principal at the end of a specified term. Credit risk is the chance the issuer will fail to pay the interest payments on the security or to pay the principal at maturity. Interest rate risk is that the market value of the bonds will go down when interest rates go up. Prepayment risk is the chance that a bond will be paid off early. For example, if interest rates fall, a bond issuer may decide to pay off its debt. When this happens, the investor may not be able to reinvest the proceeds in an investment with as high a return or yield.
- ***Mortgage-Backed Securities*** are collateralized by a pool of residential mortgages. Monthly payments “pass through” the originating bank on to a third-party investor. Besides monthly interest payments, mortgages amortize over their life, meaning some amount of principal is paid off with every monthly payment, unlike a bond, which generally pays all principal at maturity. In addition to scheduled amortizations, investors receive, on a pro-rata basis, unscheduled prepayments of principal due to refinancing, foreclosure and house sales. While a typical mortgage may have a term of 30 years, quite often mortgages are paid off much sooner. Because of these unscheduled prepayments, predicting the maturity of the MBS is problematic. The credit risk of mortgage-backed securities depends on the likelihood of the borrower paying the promised cash flows (principal and interest) on time.

Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client’s evaluation of the advisory business or of the integrity of its management personnel. BWM does not have any disclosure items.

Other Financial Industry Activities and Affiliations

BWM does not have any financial industry activities or affiliations that may conflict with our fiduciary obligation to our clients.

Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading

Code of Ethics

BWM maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics.

Personal Trading

In most cases the interests of BWM and/or its access persons correspond with our client's interests, and we may invest in the same securities that are recommended to clients. At times BWM and/or its access persons may have investment objectives that differ from our clients, and then we may invest in securities not recommended to clients. BWM's policy is designed to avoid conflicts of interest with our clients. We will not violate BWM's fiduciary responsibilities to our clients.

Mutual funds are purchased or redeemed at a fixed net asset value price set by the fund company. Transactions in mutual funds by access persons are not likely to have an impact on the prices of the fund shares. Access persons may buy or sell these funds on the same day as clients.

For general securities transactions (e.g. stocks, bonds, ETFs):

- We will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades.
- Scalping (trading shortly ahead of clients) is prohibited.
- Should a conflict occur because of materiality (i.e., access person's prior holding of a thinly traded security), disclosure will be made to the client(s) at the time of trading.
- Incidental trading not deemed to be a conflict (i.e., a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Brokerage Practices

Selection or recommendation of broker/dealers

BWM participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. BWM receives some benefits from TD Ameritrade through its participation in the Program.

As appropriate, BWM also utilizes the firm of TIAA-CREF Brokerage Services, member FINRA/SIPC. BWM may also recommend (and clients may execute trades direct at) Monumental Life Insurance Company or TIAA-CREF for variable annuities. BWM is not affiliated with any brokerage firm. IA Reps of BWM are not registered representatives of any brokerage firms, and do not receive any commissions or fees from recommending these services.

The selection of firms is made on the discount rates and execution services available to the client. Clients pay transaction fees to outside brokerage firms for the purchase or sale all types of securities, including “no-load” or “load-waived” mutual funds. The custodian/brokerage firm provides the clients with consolidated statements.

Amerivest: BWM considers a number of factors in selecting and/or recommending brokers and custodians for its Clients’ accounts, including, but not limited to, execution capability, experience and financial stability, reputation and the quality of services provided. In selecting TD Ameritrade, Inc. as the broker and TD Ameritrade Clearing, Inc. as the custodian for certain of its current and future Client accounts, BWM also considers its agreement with TD Ameritrade, Inc.’s affiliate, Amerivest Investment Management, LLC, an investment adviser registered with the SEC (“Amerivest”), dated March 9, 2012 (the “Agreement”).

Under the Agreement, Amerivest provides an internet asset allocation service (“Service”) as a sub-advisor to BWM. BWM uses the Service as a tool in making investment decisions for its clients that have established TD Ameritrade ASA Accounts (“ASA Accounts”). The Service provides asset allocation recommendations, generally in the form of Exchange Traded Funds (“ETFs”), that are based upon the application of Amerivest’s computer-based models to specific categories of information that BWM provides to Amerivest regarding the Client. This information may not include all of the Client’s individual financial circumstances that BWM considers when making investment decisions for the Client and the Service recommendations may not be consistent with the Client’s financial situation or goals, including those which may have been provided to TD Ameritrade, Inc. with respect to its accounts at TD Ameritrade, Inc. BWM makes the final investment decisions and suitability determinations with respect to investments for its Clients’ accounts and neither Amerivest nor TD Ameritrade, Inc. assumes any responsibility for BWM’s investment decisions or the suitability of the investments for BWM’s Clients.

TD Ameritrade, Inc. will not charge commissions on transactions in ETFs in BWM’s Client’s ASA Accounts, including transactions to liquidate positions transferred into such accounts.

BWM pays Amerivest an annual sub-advisory fee, payable quarterly, for this Service. The fee is based on the amount of Client assets that BWM places or commits to place in the Service, net of withdrawals. Client assets that are “plan assets” of plans subject to Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), or of a plan as defined in Section 4975 of the Internal Revenue Code will be excluded from the determination of the level of Client assets in the Service for the purpose of the fee computation.

The basic fee to BWM for the Service is 30 basis points per year for each client account. There is a \$25,000 minimum asset requirement per Client account. The basic fees are reduced when BWM places or commits to place more Client assets in the Service. The basic fee is reduced for all Client accounts when BWM places or commits to place \$1 million or more of Client assets in the Service and is reduced further

when BWM places or commits to place \$5 million or more of Client assets in the Service. If BWM places or commits to place \$1 million to \$4,999,999.99 of Client assets in the Service, BWM will have the annual fee reduced to 25 basis points. If BWM commits to place such amount but in fact does not within ninety (90) days, BWM will be charged at the basic rate. Similarly, if BWM places or commits to place \$5 million or more of client assets in the Service, BWM will have the annual fee reduced to 20 basis points. If BWM commits to place such amount but in fact does not within ninety (90) days, BWM will be charged at the rate applicable to \$1 million or more if that level is reached or, if not, at the basic rate. The actual amount BWM pays will be based on the market value of client assets in the Service on the last day of each calendar quarter multiplied by one fourth of the applicable fees.

BWM determines the amount of the investment management fees it charges to Clients. BWM may include the amount of fees it pays to Amerivest for the Service in the fees it charges and may or may not pass on to Clients any fee reduction BWM receives in connection with the Service. Although BWM currently believes that the TD Ameritrade Clearing, Inc. custody and TD Ameritrade, Inc. brokerage services and the Amerivest sub-advisory Service are competitive in the marketplace for similar services offered by other broker-dealers, custodians and advisers, the Agreement with Amerivest and the fee structure for it as described herein for the Amerivest Service may effect BWM's independent judgment in selecting or maintaining TD Ameritrade, Inc. as the broker or custodian for client accounts and Amerivest as sub-advisor.

Soft Dollar Practices

As disclosed above, BWM participates in TD Ameritrade's institutional customer program and BWM may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between BWM's participation in the program and the investment advice it gives to its Clients, although BWM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving BWM participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; and access to mutual funds with no transaction fees and to certain institutional money managers.

Benefits also include discounts on compliance, marketing, research, technology, and practice management products or services provided to BWM by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by BWM's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit BWM but may not benefit its Client accounts. These products or services may assist BWM in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help BWM manage and further develop its business enterprise.

The benefits received by BWM or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, BWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by BWM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence BWM's choice of TD Ameritrade for custody and brokerage services.

BWM understands its duty for best execution and considers all factors in making recommendations to clients. While BWM may not always obtain the lowest commission rate, BWM believes the rate is reasonable in relation to the value of brokerage and research services provided.

Trade Aggregation

BWM primarily utilizes mutual funds, index funds, and Exchange Traded Funds ("ETFs"). BWM does not typically invest in individual stocks. BWM may invest in individual bonds.

BWM understands that it may have an obligation to aggregate trades ("block trades") to seek best execution when purchasing bonds or ETFs. BWM generally is not in a position to purchase a block of securities, as portfolio reviews (and thus trading) are done one client at a time.

Review of Accounts and Reports on Accounts

Reviews

Gordon Bernhardt is responsible to review all accounts of the firm. Timothy Koehl assists in the account reviews.

Strategic Investment Management accounts are reviewed at a minimum of once per quarter. Market conditions that might cause a wide variance in the specified asset allocation, or other factors could cause a more frequent review.

Financial Planning or Consultations are only reviewed and updated at client request under the terms of a new Client Agreement.

Reports

All clients receive standard account statements from investment sponsors and brokerage firms. Strategic Investment Management clients receive a written quarterly performance report from BWM.

Client Referrals & Other Compensation

Referral Fees Paid

BWM compensates for client referrals. Solicitors agreements are in compliance with the Investment Advisers Act of 1940. Applicable federal and state laws will be observed. Clients procured by solicitors will be given written disclosures regarding fee arrangements prior to or at the time of entering into the advisory agreement. BWM understands its duty for best execution and considers all factors in making recommendations to clients.

BWM may receive client referrals from Dimensional Fund Advisors. There is no minimum business requirement or referral fee to participate in the referral program. However, participation may provide an incentive to continue doing business with the firm, and thus may result in a potential conflict of interest.

AdvisorDirect: BWM may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, BWM may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with BWM and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise BWM and has no responsibility for BWM's management of client portfolios or BWM's other advice or services. BWM pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to BWM ("Solicitation Fee"). BWM will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by BWM from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired BWM on the recommendation of such referred client. BWM will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. BWM is subject to a minimum fee of \$10,000 and, therefore, if total fees paid to TD Ameritrade do not exceed the minimum, BWM will pay the difference due. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

BWM's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, BWM may have an incentive to recommend to clients that the assets under management by BWM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, BWM has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. BWM's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

Referral Fees Received

For persons not meeting our minimum conditions, BWM may recommend other Advisors to non-clients. This is generally done without compensation for the referral. In some instances BWM may receive a portion of the account fee. In these instances where BWM is compensated, we will make available to the potential investor a "Compensation Disclosure Statement" and the Form ADV for the other Advisor. The investor is under no obligation to use the services of the other Advisor(s) recommended. The investor is urged to determine if there is a match in service needs.

Custody

BWM is deemed to have custody of client funds solely because of the fee deduction authority granted by the client in the investment advisory agreement.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Client is urged to compare custodial account statements against statements prepared by BWM for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Investment Discretion

BWM maintains a limited power of attorney for discretionary authority. Clients will approve the asset allocation model to be used, and any changes thereto.

The client will designate the broker/dealer to be used for trading and custodial services. BWM may “trade away” for bond transactions in order to seek best execution. The bonds will be custodied at the broker/dealer designated by the client under a prime brokerage arrangement.

BWM will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

Voting Client Securities

BWM does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met; there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years. BWM does not have any disclosure items in this section.

Form ADV Part 2B Brochure Supplement

Brochure Supplement

This group Brochure Supplement provides information about IA Reps (supervised persons) that supplements the BWM Investment Advisor Brochure.

Educational Background and Business Experience

Education and Business Background

Gordon Joel Bernhardt, CPA, PFS, CFP[®], AIF[®] Born 1960

Education:

Chadron State College, Chadron, NE - Criminal Justice and Business studies
University of Virginia, Charlottesville, VA - BS Commerce; Accounting major (1985)

Business:

Bernhardt Wealth Management, Inc., Falls Church, VA, President
1/95 - present
Securities America, Fairfax, VA, Registered Representative
7/94 - 9/97
IDS Financial Services, Inc., Silver Spring, MD, Registered Representative/IA Rep
5/93 - 7/94
Calvert Securities Corp., Fairfax, VA, Registered Representative
8/92 - 5/93

Timothy S. Koehl, AAMS[®], CFP[®] Born 1972

Education:

Miami University, Oxford, OH - BA Geography (1994)

Business:

Bernhardt Wealth Management, Inc., Falls Church, VA, Director of Financial Planning
3/10 - present
Charles Schwab & Co., Reston, VA, VP/Registered Representative
9/08 – 2/10
Edward Jones, Front Royal, VA, Financial Advisor
1/08 – 6/08
BI Investments, LLC, Middleburg, VA, Investment Consultant
4/07 – 12/07
Edward Jones, Estes Park, CO, Investment Rep
4/03 – 4/07

Professional Designations Qualifications

CFP® – Certified Financial Planner is issued by the Certified Financial Planner Board of Standards, Inc. Candidates must meet the following requirements:

- Complete CFP® education program or fulfillment by other specified credential
- Bachelor's degree (or higher) from an accredited college or university
- Pass CFP® certification exam
- 3 years of full-time personal financial planning experience
- Continuing education requirement of 30 hours every 2 years

AIF® – Accredited Investment Fiduciary is issued by the Center for Fiduciary Studies. Candidates must meet the following requirements:

- Complete a study program and pass the closed book exam
- Continuing education requirement of 6 hours annually

PFS – Personal Financial Specialist is issued by American Institute of Certified Public Accountants. Candidates must meet the following requirements:

- Be a member of the AICPA
- Hold an unrevoked CPA certificate issued by a state authority
- 2 years full-time personal financial planning experience or equivalent preceding application
- 80 hours personal financial planning education preceding application
- Pass final certification exam
- Continuing education requirement of 60 hours every 3 years

AAMS® – Accredited Asset Management Specialist is issued by the College for Financial Planning. Candidates must meet the following requirements:

- Self-study course (12 modules requiring 100-120 hours)
- Pass final exam
- Continuing education requirement of 16 hours every 2 years

Disciplinary Information

An investment advisor and its supervised persons (IA Reps) must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of the IA Rep. The IA Reps do not have any disclosure items.

Other Business Activities

IA Reps are not involved in any other business activities.

Additional Compensation

All compensation received by IA Reps is disclosed in Part 2A of this brochure.

Supervision

Gordon Bernhardt is the President and Chief Compliance Officer. Gordon Bernhardt is the primary provider of investment advice. As such, Gordon Bernhardt is responsible for all advice provided to clients. Timothy Koehl is supervised by Gordon Bernhardt.

Bernhardt Wealth Management, Inc.
Privacy Notice

Thank you for reviewing our privacy commitment to you. Your privacy is important to us. Your personal information is kept secure. Under federal law, you have a right to know what information is being collected about you and how that information will be used.

We collect nonpublic personal information about you from the following sources:

- Information we receive from you on applications or other forms
- Information about your transactions with us; and
- Information that you specifically have had your other professional advisors forward to us.

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, or as directed by you – our customer.

- Under the law, the information we collect is provided to companies that perform support services on our behalf as necessary to effect, administer, or process a transaction, or for maintaining and servicing your account.
- As directed by you, we will be working with your other professional advisors and we will provide information in our possession that is reasonably requested by the other advisors.

We do not give or sell information about you or your accounts to any other company, individual or group.

We restrict access to nonpublic personal information about you to those employees who need to know that information to provide products or services to you. We maintain physical, administrative, and technical procedural safeguards to protect your nonpublic personal information.

You do not need to call or do anything as a result of this notice. It is meant to inform you of how we safeguard your nonpublic personal information.