

ADV PART 2A

ITEM 1 – Cover Page

Wellington Capital Management, Inc.

7272 Wisconsin Avenue, Suite 300

Bethesda, MD 20814

(301) 941-1945

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This brochure provides information about the qualifications and business practices of Wellington Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (301) 941-1997. 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.

Additional information about Wellington Capital Management, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 – Material Changes

There have been no material changes to the information contained in this brochure in the past year.

ITEM 3

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ITEM 4 – Advisory Business

Wellington Capital Management, Inc. (“WCM”), established in 1996, provides investment counseling and portfolio management services to a select group of private individuals, partnerships, and trusts. Current assets under management exceed \$40.4 million. The company is wholly owned by Edmund Wellington III.

Our firm's sole source of income is from fees based upon the market value of our clients' assets. We serve no brokerage or insurance marketing functions, nor are we affiliated with any such organization.

Our investment approach is conservative. Generally, we invest our client assets in U.S. based large cap stocks, and high quality fixed income securities (bonds) which may include U.S. Treasuries, corporate bonds, and municipal bonds. We may also invest client funds in foreign companies that trade as ADRs on U.S. exchanges. Under certain circumstances we utilize mutual funds and Exchange Trade Funds (ETFs).

Client portfolios contain a mix of investments that may include stocks, bonds, and mutual funds including money market funds.

With regard to common stocks, we believe that investors achieve success through long-term investment in companies with certain qualities. The most important of these qualities are excellent products and services, superior management, strong financials and sustainable business prospects.

An individual investment strategy is developed for each account, giving consideration to the need for appreciation, income, liquidity and the ability to absorb risk.

All clients agree to a discretionary relationship in which we may execute trades on their behalf without explicit approval. If there are certain investments clients would prefer not to make, such as avoiding tobacco stocks, or investments clients would like to include, such as companies participating in clean energy technologies, we can tailor client portfolios to those preferences.

We use investment research from a variety of sources in the analysis of stocks, bonds, and other marketable securities to achieve our clients' financial goals. When appropriate, we coordinate our efforts with those of our clients' other advisers. We work with accountants, attorneys and other professionals to design and implement successful investment programs for our clients.

ITEM 5 – Fees and Compensation

WCM counsels with each client to establish the desired level of reporting and the most appropriate custodial arrangement. We do not hold any client securities or funds, making it necessary for each client to contract independently for custodial services. By way of our relationships with various custodians, we are able to assist the client in making these arrangements, if the client so desires. The primary options available are brokerage firm, trust company and bank custody, each having its own level of services and fees.

Brokerage firms and trust companies will have fees for securities trading. Trust companies will also have trustee fees that they bill monthly or quarterly. The level of these fees may often be negotiated by the clients and typically depend on the assets held at those firms.

A portion of client assets may be invested in mutual funds that carry internal operating fees. WCM makes an effort to minimize such additional costs by selecting funds with low fee schedules whenever possible.

Our own reporting to the client is typically scheduled at the end of each calendar quarter. At that time, we produce and deliver to the client a portfolio appraisal which lists and values all investment holdings. We have periodic meetings with clients to review the status of the portfolio and reaffirm all aspects of investment policy and operation. We like to meet with each client at least annually but the frequency of meetings can be modified for each client's needs.

The firm's fees for investment advisory services are based on appraised assets under management at the end of each calendar quarter and are calculated on the basis of the following annual rates:

First \$1 million.....	1.00% per year
Next \$2 million	0.85% per year
Next \$2 million	0.60% per year
All Additional	Negotiable

Under the terms of the firm's standard form investment advisory agreement, the compensation of the firm is payable quarterly in arrears. Clients receive an invoice with their quarterly portfolio appraisal, but arrangements are made with custodians to enable us to directly bill client accounts. In the event of termination during a quarter, compensation shall be adjusted to an amount equal to the quarterly fee prorated from the date of termination.

Fees are negotiable in certain instances.

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

Per the description in ITEM 5, we do not have performance based fees

ITEM 7 – Types of Clients

Our clients are individuals and businesses with investable assets held in taxable and non-taxable accounts, trusts, family limited partnerships, pensions and profit sharing plans, and similar accounts.

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

WCM provides investment counsel for long-term, high-quality portfolios. The following considerations serve as the foundation of our investment process:

People

We attempt to know as much about the management of our companies as possible. If possible, we like to meet them personally. The manner in which these managements view their customers, their vendors, their employees, their communities and, not least, their stockholders is important to us.

Quality

In an increasingly competitive world, companies must adopt the best management techniques, attract the best people, and produce the best products and services to grow and prosper. We generally invest in companies that

are leaders in their fields.

Time

We believe that time is one of our greatest allies for success. We do not expect immediate results. Though there will be exceptions, we expect to hold equity investments for a period of five years or more.

Appropriate Financial Instruments

Investors vary in their need for stability, income and growth. We seek out the most appropriate financial instrument for each client's needs and tolerance for risk. Though we generally utilize bonds for income and stocks for growth, there are periods of time in which we will seek income from stocks.

Risk

Any investment in the capital markets has inherent risks including: market risk, credit risk, political risk, and currency risk that our clients should be prepared to bear. We attempt to construct portfolios that are consistent with each client's time horizon and tolerance for risk. Our strategy includes diversification among different asset classes (stocks, bonds and money markets). In addition, we seek diversity of investments in various industries and geographically.

Process

Following preliminary meetings with clients to ascertain their risk-tolerance, we begin implementation of our investment strategy. We strive for superior long-term performance consistent with each client's objectives and tolerance for risk. Our investment approach considers each investment opportunity on its own merits as well as its role in a diversified portfolio designed to meet each client's individual objectives. Stock selection recognizes the importance of dividends for their role in providing current income, growth of income and stability for client accounts. We manage client accounts to accommodate a range of needs including capital appreciation, income and capital preservation.

ITEM 9 – Disciplinary Information

Neither the firm nor any employee has ever been involved in any disciplinary action, administrative or criminal, by the SEC or other federal authority, state authority, foreign authority, or private civil action.

ITEM 10 – Other Financial Industry Activities and Affiliations

WCM has no material relationships that impact our advice or service to clients.

ITEM 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Wellington Capital Management has adopted a Code of Ethics, available upon client or prospective client request that details our commitment to providing our clients with the most suitable investment advice available. Our firm takes seriously our duty to provide our clients with advice that serves their needs, not ours and not anyone else.

We believe in our advice. Our personal portfolios contain many of the same securities as our clients. As

described elsewhere, the stocks we purchase have market caps of billions of dollars, so the impact of personal trades should have no impact on the value received by clients. However, to eliminate any concerns, personal trades are either combined with client trades so that everyone receives the same price or personal trades are placed following a client transaction.

However, to eliminate any possibility or perception that supervised persons are benefiting from client account activity, our Code of Ethics and Employee Compliance Handbook lay out procedures supervised persons must follow when making personal trades. Primarily, staff is prohibited from purchasing client held securities within 24 hours of a trade being placed in client portfolios unless the trade is part of a block order in which all accounts receive the same price (see ITEM 12).

ITEM 12 – Brokerage Practices

If a client does not express a preference for a broker-dealer, trust company, or other custodian, we recommend Charles Schwab & Co, Inc. (Schwab) for custody of client assets.

The factors involved in making the recommendation include:

- The daily provision of downloadable data regarding client transactions. Relationships with other broker-dealers may require us to manually enter transaction data into our portfolio management software and pay for the pricing of securities held in those accounts.
- Competitive pricing for client trades and discounts on mutual funds.
- Robust client service teams that enable us to facilitate client needs and resolve any account issues that clients might otherwise have to handle themselves.
- Electronic storage of client statements, trade confirmations, tax documents.
- Trading desk and online trading software application.
- Free industry related research, surveys, and compliance reviews.

Other benefits that we receive, but may or may not use, from our relationship with Schwab include:

- Competitive pricing on our portfolio management software, PortfolioCenter. Originally, a stand-alone company when we first started licensing the software, Schwab subsequently purchased PortfolioCenter. Schwab may use pricing, software exclusivity, or other means to encourage us to maintain our relationship with them.
- Free research created by Schwab as well as third party providers.
- Discounts with other vendors.

In part, these services are paid for via trading commissions or in the case of bonds markups (for purchases) or markdowns (for sales) in price which may reduce corporate expenses that would otherwise be used to pay for these services. This may mean that the client could receive better trade execution by selecting another broker-dealer.

Clients who do not custody at Schwab are the recipients of the benefits of our relationship with Schwab through the clients who do custody with Schwab. However, clients who choose to custody with another broker-dealer may incur higher transaction costs than they would pay at Charles Schwab & Co.

Whenever possible, client orders are aggregated to achieve the most favorable execution. Clients receive an execution price per share that is identical to all client accounts involved in the aggregate order. Brokerage commissions may differ among clients depending on the number of shares traded for a client.

ITEM 13 – Review of Accounts

Client accounts are reviewed at least on a quarterly basis, although frequently more often. Reviews may be initiated because of market activity, client request, or other event that merits a review.

Client portfolio reviews are conducted by Edmund Wellington III.

In addition to monthly account statements from their broker-dealer, clients receive a quarterly account appraisal from WCM plus an invoice for quarterly management fees. The account appraisal includes the aggregate cost for each security held, current market value, a projection of annual income and current yields for each security. Additional analysis, tailored to each client's situation, is provided as requested.

ITEM 14 – Client Referrals and Other Compensation

Client referrals are provided to us by individuals who feel well served by our services. We do not compensate any third party for referrals.

ITEM 15 – Custody

By the State of Maryland's definition, we are considered to have custody of client assets because clients typically provide authorization for us to directly withdraw our quarterly management fee from their brokerage account. Broker-dealers are not responsible to confirm the accuracy of our billing. Client's should review our quarterly invoice and check the accuracy of the account balance we report by comparing it with their custodian's monthly statement.

ITEM 16 – Investment Discretion

As described more fully in ITEM 4, clients provide Wellington Capital Management with discretionary authority to place trades on their behalf. In planning investment strategies with clients, they may express restrictions, preferences, or other requirements on what securities may or may not be placed in their account. Generally, we are prepared to accommodate client directions, although certain preferences may prevent us from properly implementing our investment strategy.

ITEM 17 – Voting Client Securities

We do not vote proxies on behalf of clients.

ITEM 18 – Financial Information

We are not required by the State of Maryland to disclose a corporate balance sheet, but we are required to report a financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients. No such condition exists.

ITEM 19 – Requirements for State-Registered Advisers

Edmund Wellington III is the President and sole owner of WCM. He received a B.S. in Economics from Ohio Wesleyan University in 1982. Prior to establishing WCM, Mr. Wellington was a registered representative with Paine Webber and branch manager Ferris Baker Watts.

ADV PART 2B

ITEM 1 – Cover Page

Edmund Wellington III
President
Wellington Capital Management, Inc.
7272 Wisconsin Avenue
Suite 300
Bethesda, MD 20814

Supplement Date: March 26, 2012

This brochure supplement provides information about Edmund Wellington III that supplements the Wellington Capital Management, Inc. brochure. You should have received a copy of that brochure. Please contact Edmund Wellington III if you did not receive Wellington Capital Management, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Wellington Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 – Education Background and Business Experience

Edmund Wellington III – Portfolio Manager/Analyst

Born

October 1958

Education

BS, Economics
Ohio Wesleyan University

Business

Paine Webber – Registered Representative; 1983-1989
Ferris Baker Watts – Branch Manager; 1989-1996
Wellington Capital Management – Founder 1996

ITEM 3 – Disciplinary Information

Edmund Wellington III is not and has not been subject to any civil or criminal action in any domestic, international, military court. Neither is he nor has he been the subject of any administrative proceeding before the Securities and Exchange Commission or other federal, state, or local regulatory agency. And neither is he nor has been the subject of proceedings with a self-regulatory agency or organization that issues professional designations.

ITEM 4 – Other Business Activities

Edmund Wellington III is not actively engaged in any other business activity that has a material impact on the activities of Wellington Capital Management, Inc. or its clients.

ITEM 5 – Additional Compensation

Edmund Wellington III does not receive compensation from others for client referrals.

ITEM 6 – Supervision

Edmund Wellington III maintains high ethical and legal standards at his firm.

ITEM 7 – Requirements for State-Registered Advisers

Please refer to ITEM 3 above.