Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

Dominion Wealth Management, Inc.
1801 Robert Fulton Drive, Suite 350
Reston, VA 20191
703-673-7999
703-673-7998 (Fax)
www.dominionwealth.com

Brochure Date: 05/15/2012

THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF DOMINION WEALTH MANAGEMENT, INC. IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT US AT 703-673-7999 OR DIRECT INQUIRIES TO MATT BRENNAN AT MATT@DOMINIONWEALTH.COM. THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE APPLICABLE STATE SECURITIES AUTHORITIES.

Dominion Wealth Management, Inc. is a Registered Investment Advisor in the State's in which it does business and is required to register. This registration is not an implication of a certain level of skill or training. Advisor's credentials, designations, licenses, and experience is documented and can be furnished upon request.

Item 2 Material Changes

Material Changes Since Last Updating - 8/10/2010

3/11/2011 - None at This Time

Item 3 Table of Contents

Table of Contents

Item Number	Item	Page
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	5
6	Performance-Based Fees	6
7	Types of Clients	7
8	Method of Analysis, Investment Strategies and Risk of Loss	8
9	Disciplinary Information	9
10	Other Financial Industry Activities	10
11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
12	Brokerage Practices	12
13	Review of Accounts	13
14	Client Referrals and Other Compensation	14
15	Custody	15
16	Investment Discretion	16
17	Voting Client Securities	17
18	Financial Information	18
19	Requirements for State-Registered Advisers	19
20	Brochure Supplement	20

Item 4 Advisory Business

Advisory Business

Dominion Wealth Management, Inc. has been a State Registered Investment Advisor providing comprehensive wealth management services since 2005. The owner, Robert H. Trowbridge III has worked in financial services for over 30 years.

As a comprehensive wealth management firm, Dominion Wealth specializes in integrating all aspects of financial planning. Dominion Wealth provides advice on, and services pertaining to investments, retirement income distribution planning, tax planning, estate planning, charitable giving, and cash flow analysis.

All advisory services are tailored to the unique and individual needs of a particular client. The financial planning process is collaborative and clients may impose restrictions on types of investments and services requested.

Dominion Wealth Management, Inc. currently manages approximately $70 million in assets. Approximately $65 million of this is managed on a discretionary basis and approximately $5 million is managed on a non-discretionary basis. These amounts are current as of the date of this brochure.

Item 5 Fees and Compensation

Dominion Wealth receives compensation for investment advisory services in the following ways:

- Percentage of assets under management, invoiced quarterly and calculated based on a fee schedule defined in Sample Wealth Management Agreements (available upon request). Fees are both auto-deducted from accounts that the adviser has custody over (custody defined as authorization to deduct fees from the account) and directly invoiced based on the individual client's preference/request. There is no difference in fee calculation or methodology based on the client's aforementioned preference/request.
- Hourly Charges at agreed upon rates outlined at the onset of a limited engagement

- Fixed Fees that are calculated and reviewed in a Cost Benefit Analysis. This arrangement may be defined for the first year of a planning engagement, after which a percentage of assets under management would serve as the ongoing method of retainer. (Please see above)

Dominion Wealth charges fees for financial planning and investment advice. (Financial Planning includes tax planning, insurance planning, retirement planning and estate planning. Financial planning services may include consultations and/or written plans, which analyze a client's financial situation and makes appropriate recommendations for strategies and methods of implementation of the strategies.) It manages client accounts- primarily on a discretionary basis- for a percentage of the assets under its management. The negotiable annual fee ranges from 3/4 of 1% to 2%, depending on the size of and complexity of a client's account. The fee is paid quarterly, at the start of each quarter. Fixed fees refer to written financial plans, which range from $2,000 to $35,000, depending on the complexity of a client's financial situation. Half the negotiable fee is due in advance, the rest upon presentation of the plan, which will always be within six months of the engagement.

IN ALL CASES, if a client cancels, any prepaid fees will be refunded on a pro-rated basis. The negotiable hourly fee is up to $300 and is paid after the consultations.

Dominion Wealth may be compensated in other ways as well. This would refer to the service it may provide clients by selecting and monitoring other money managers on their behalf. When it does so, the other money managers pay the applicant a portion of the fees generated by the referred clients- clients do not directly pay for this service. In addition, the corporation's president- Robert Trowbridge- sells securities and insurance products for sales commissions. CLS Investments LLC and Loring Ward Advisory Services are the only third party money manager platforms currently utilized by the Adviser.
This may present a conflict of interest to recommend certain securities for compensation. Dominion Wealth avoids this by making certain it only recommends investments and products that are a) suitable for a particular client, and that b) are in-line with that clients stated goals, objectives and risk tolerance, and that directly further progress towards completing these goals and objectives. Dominion Wealth provides advice and makes recommendations and it is always the client's choice whether to follow such advice and such recommendations. Money Manager referral fees range between 0-1.5% and are not negotiable.
****Please reference Continuation Page 3 for Additional Data related to Item 5: Fees and Compensation
NOTE: Clients may be able to obtain similar services elsewhere for less cost and may terminate at any time. The account Custodian may charge fees, which are in addition to and separate from the investment advisory service fee. Custodians may charge accounts for various transaction costs, retirement plan and administration fees. In addition, some mutual fund assets deposited in the account may have been subject to deferred sales charges and 12(b)(1) fees and other mutual fund expenses as described in the fund's prospectus. Advisory clients should also note that fees for comparable services may be available from other sources.

Performance-Based Fees and Side-By-Side Management

Dominion Wealth does not accept performance-based fees - that is, fees based on a share of capital gains or capital appreciation of the assets of a client.

Item 7 Types of *Clients*

Types of Clients

Dominion Wealth Generally provides investment advice to individuals, trusts, estates, corporations, business entities, and pension and profit sharing plans.

Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Dominion Wealth develops unique and individual investment strategies for each client. The process for developing this advice is as follows:

Evaluate the clients risk tolerance, investment objectives and goals, as well as particular constraints and preferences.

Gather existing documentation of any and all investments.

Analyze this data to determine how it fits with the clients stated risk tolerance, investment objectives, goals, constraints and preferences.

Develop an Investment Policy Statement that clearly states the facts and figures that are unique to the client and a proposal for recommendations if necessary. Supporting documentation such as research methodology and sources are also discussed and reviewed in detail.

Implement an investment strategy via limited power of attorney on behalf of the client pending their agreement.

Monitor the strategy and review the Investment Policy regularly for changes in situation, risk tolerance, or other facts and figures that would necessitate a change to the investment strategy.

Item 9 Disciplinary Information

Disciplinary Information

N/A

Item 10 Other Financial Industry Activities and Affiliations

Other Financial Industry Activities and Affiliations

Robert Hubbard Trowbridge III (the corporation's president): Born in 1957; BS in business administration from The College of William & Mary (1979), CLU (1985), ChFC (1987) and Virginia Licensed Insurance Consultant (1998); during the past 5 years has been a securities registered representative with Cambridge Investment Research (1999-2000 and 2001-2005), Washington Square Securities (2000-2001), Main Street Securities (2005 to 2009), National Planning Corporation (2009 to 2010) and Independent Financial Group (2010to present). He was also president and an investment advisor representative with Financial Strategies, Inc., another RIA firm (1997-2003), and is an independent insurance agent (1980 to present) and a mortgage broker with Commonwealth United, a mortgage broker (2001 to 2007).

John E. Ryan (a principal of the corporation): Born in 1960; BA from Fairfied University (1982), JD from the University of Georgia (1989), CFP (2002) and CPA (2003; during the past 5 years has been a securities registered representative with Bennet Financial (2002-2007) and Main Street Securities (2006-2007). Also a partner of Ryan & Coppola Law Firm in Fairfax Virginia during this time period and continuing to present

Matthew Patrick Brennan (the corporation's vice-president and general securities principal): Born in 1981; BA in Economics and a BA in Government from The College of William & Mary (2003); CFP (2009) during the past 5 years has been an intern with Norbridge Consulting, Inc., a management consulting firm (Summer 2002), an investment advisors with American Express Financial Advisors (Aug-Dec 2003), a registered associate with Legacy Advisors, LLC (Dec 2003-Aug 2005) and a registered representative with Main Street Securities (Sept 2005 to 2009), National Planning Corporation (2009 to 2010) and Independent Financial Group (2010 to present)

The affiliations of Matthew Brennan and Robert Trowbridge with Independent Financial Group LLC is considered material to the Adviser's overall advisory business. The is relationship does not present a material conflict of interest with clients as Matthew Brennan and Robert Trowbridge disclose in this document and in meetings the fact that the client can always choose to implement a strategy through another broker dealer.

A conflict of interest exists for Advisers who recommend the services of a third party manager or asset allocator who has agreed to share a portion of its management fee with the Adviser as opposed to other managers who have not agreed to pay compensation to the Adviser. Compensation paid to the Adviser from various third party managers may vary; therefore there is a conflict of interest in recommending a manager who shares a larger portion of its advisory fees over another manager. Fees for such programs may be higher or lower than if client directly obtained services of the third party manager or asset allocator or if client obtained advisory services separately.

This information is also found on Part 19 of this Form ADV Part 2A

Item 11 Code of Ethics, Participation or Interest in *Client* Transactions and Personal Trading

Code of Ethics

Dominion Wealth has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. Dominion Wealth and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of of the Code but to the general principles that guide the Code. The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

Representatives of Dominion Wealth will often invest in the same securities that they recommend to their clients. This is a disclosed practice. This presents a possible conflict of interest even if the Adviser or its related persons are making small investments. The adviser handles this possible conflict of interest by agreeing to avoid knowingly trading ahead of a client in their personal account and to always put the interests of the client ahead of their own. The firm also regularly reviews the trading activity of its related persons on a monthly basis to ensure this practice is enforced.

Item 12 Brokerage Practices

Brokerage Practices

Dominion Wealth does not receive research or other products or services other than execution from a broker-dealer or third party in connection with client securities transactions.

Dominion Wealth does not receive client referrals from a broker-dealer or third party in exchange for selecting said broker-dealer.

The Adviser selects broker-dealers for client transactions based upon the broker-dealers access to various platforms and products, its supervisory and due diligence procedures, its commitment to fair and reasonable commissions/compensation so as to mitigate conflicts of interest. The advisor uses broker-dealers only for securities products and not for mutual fund trades or transactions.

The adviser receives execution and processing of company product commissions from its broker-dealer. It does not receive research, duplicate statements, software, internet access or equipment from its broker-dealer.

The adviser does not aggregate orders when executing as there is not a difference in cost to the client for doing so. The opportunity to aggregate does exist. Charges to the client are always the same whether the order is aggregated or not.

Item 13 Review of Accounts

Review of Accounts

Dominion Wealth reviews client managed accounts daily.

Financial Planning accounts are reviewed quarterly, semi-annually or annually.

The calendar is the triggering factor. Accounts at other money managers are reviewed when Dominion Wealth receives their statements (typically quarterly)

The individuals who review client accounts are: Robert Trowbridge (President and Investment Advisor Representative), John Ryan (Investment Advisor Representative), Matt Brennan (Vice President and Investment Advisor Representative), Adam Smith (Director of Research), Lea Wilbur (Service Coordinator) and Kim Bullers (Bookkeeper). Matt Brennan, Adam Smith, Lea Wilbur and Kim Bullers are employees of the firm. Robert Trowbridge, John Ryan and Matt Brennan are investment advisor representatives of the firm. Of the employees, only Matt Brennan engages in investment advisory activities, although Adam Smith supports the firms investment advisory research activities.

This is typically done on a portfolio analysis basis.

Dominion Wealth prepares quarterly portfolio evaluation reports for managed accounts. In addition, all clients receive statements from their broker/dealers/mutual funds and other money managers as appropriate.

Item 14 *Client* Referrals and Other Compensation

Client Referrals and Other Compensation

Dominion Wealth Management, Inc. will on occasion enter into solicitor agreements with accounting firms. Under these agreements, individuals employed by accounting firms are compensated for referral of clients by sharing the annual management fee earned by Dominion Wealth. If an individual is identified as a solicitor, the Adviser makes certain that the solicitor is a investment adviser representative as required by the various jurisdictions in which the Adviser conducts business.

At the time of this amendment, no individual's are solictor's with Dominion Wealth Management, Inc. as defined by the jurisdictions in which the Adviser conducts business.

Item 15 *Custody*

Dominion Wealth is considered to have custody of client accounts since it has the authority to deduct fees from these accounts. Clients will receive account statements from the broker-dealer, bank or other qualified custodian and clients should carefully review those statements. Clients are urged to compare the account statements they receive from the qualified custodian with those they receive from the Adviser.

Item 16 Investment Discretion

Investment Discretion

Dominion Wealth accepts discretionary authority to manage securities on behalf of clients.

Limitations typically placed on this authority include -

Client Review and Approval of all Recommendations

Notice of trading activity provided to clients at the time of transaction

Clients specifying whether or not a certain pre-existing investment may or may not ever be involved in a transaction

Dominion Wealth outlines the nature of discretionary authority in their standard Wealth Management Agreement (sample available upon request). This is reviewed with all clients and Dominion Wealth ensures that the client understands the nature of this relationship through documentation.

Item 17 Voting *Client* Securities

Dominion Wealth typically does not vote client securities. Clients will typically receive proxy requests from the fund companies of the mutual funds they are invested in. While it is not Dominion Wealth's typical practice to vote proxies, clients are welcome to call Dominion Wealth with any and all questions regarding any particular proxy and may also request that Dominion Wealth vote shares on their behalf by providing documented authorization to the fund company.

In the event that a client has elected that Dominion Wealth vote securities on their behalf, Dominion Wealth's standard practice is to vote with the board.

Clients may obtain a record of how their securities were voted from the individual security company in question.

Clients may obtain a copy of proxy voting policies and procedures upon request.

Dominion Wealth prefers not to be granted voting authority, however the firm currently manages accounts where this authorization has been granted. It is standard practice with all new accounts to decline this authority unless specifically requested by the client.

Clients are not able to direct the Adviser's vote in a particular solicitation.

Conflicts of interest that may exist between the Adviser and the Client with respect to voting a security on the clients behalf are addressed by reviewing the terms of the solicitation with the Client and documenting the discussion in the client's record. To date, the Adviser has never encountered a conflict of interest in the voting of a client security and maintains the standard practice of not voting client securities.

Clients may receive a record of how the Adviser has voted a particular security by submitting a written request referencing the security and vote date in question. The Adviser will respond in full within 5 business days of the request.

Clients will typically receive their proxies or other solicitations from Charles Schwab & Co. Inc. Clients can contact the Adviser with questions or comments about a particular solicitation.

Item 18 Financial Information

Dominion Wealth does not require or solicit prepayment of fees six months or more in advice. Typical fee payment is on a quarterly basis, invoiced in advance. There is no known financial condition that would impair the firms ability to meet contractual commitments to clients.

Other Financial Industry Activities and Affiliations

Robert Hubbard Trowbridge III (the corporation's president): Born in 1957; BS in business administration from The College of William & Mary (1979), CLU (1985), ChFC (1987) and Virginia Licensed Insurance Consultant (1998); during the past 12 years has been a securities registered representative with Cambridge Investment Research (1999-2000 and 2001-2005), Washington Square Securities (2000-2001), Main Street Securities (2005 to 2009), National Planning Corporation (2009 to 2010) and Independent Financial Group (2010to present). He was also president and an investment advisor representative with Financial Strategies, Inc., another RIA firm (1997-2003), a vice president with Legacy Advisors LLC, another RIA Firm (2003-2005), and is an independent insurance agent (1980 to present) and was a mortgage broker with Commonwealth United, a mortgage broker (2001 to 2007).

John E. Ryan (a principal of the corporation): Born in 1960; BA from Fairfied University (1982), JD from the University of Georgia (1989), CFP (2002), CPA (2003) and CFA (2011); during the past 10 years has been a securities registered representative with Bennet Financial (2002-2007) and Main Street Securities (2006-2007). Also a partner of Ryan & Coppola Law Firm in Fairfax Virginia during this time period and continuing to present

Matthew Patrick Brennan (the corporation's vice-president and general securities principal): Born in 1981; BA in Economics and a BA in Government from The College of William & Mary (2003); CFP (2009) during the past 10 years has been an intern with Norbridge Consulting, Inc., a management consulting firm (Summer 2002), an investment advisors with American Express Financial Advisors (Aug-Dec 2003), a registered associate with Legacy Advisors, LLC (Dec 2003-Aug 2005) and a registered representative with Main Street Securities (Sept 2005 to 2009), National Planning Corporation (2009 to 2010) and Independent Financial Group (2010 to present)

Appendix 1: Wrap Fee Program Brochure

N/A

The Adviser does not participate in Wrap Fee Programs. There is no other information to cross reference regarding Wrap Fee Programs.

Appendix 2: Brochure Supplement

N/A

Item 5: Fees and Compensation (continued)
As previously stated, Loring Ward Advisory Services and CLS Investments LLC represent the only two third party money managers currently utilized by the Adviser for the purpose of third party asset management. Fees for asset management are shared between these firms and the Adviser and are fully disclosed to the client prior to using this portfolio management strategy. The Adviser reserves the right to select new money managers and platforms in the future if this is deemed to be an appropriate portfolio management tool and if it is in the best interest of the client and agreed to by the client (to be evaluated on a case by case basis)

As previously stated, the Adviser may receive commissions on certain tools or investment products. This creates an incentive to recommend products based on compensation received rather than a client's need. The adviser acts in the capacity of a fiduciary and at all times places the client's needs ahead of the needs of the adviser.

The adviser recommends mutual funds and recommends only no-load funds. Where possible, and where it fits an investment strategy, the adviser will also recommend using exchange traded funds ahead of mutual funds if it presents a lower cost option for the client and matches a target portfolio allocation in terms of risk and return historical data.

Clients have the option to purchase investment products that the adviser recommends through other brokers or agents not affiliated with the adviser.

The adviser charges fees in addition to commissions received and does not reduce advisory fees to offest the commissions. The adviser does this because the adviser continues to actively manage the funds, report on performance on the funds, service the account in which the funds exist, and monitors the funds/account as part of an integrated, comprehensive wealth management strategy and financial plan.