

Bell Strategic Investments, Inc.

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Bell Strategic Investments, Inc.. If you have any questions about the contents of this brochure, please contact us at (760) 489-8509 or by email at: Richard@bells.com. 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 Bell Strategic Investments, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. Bell Strategic Investments, Inc.'s CRD number is: 139954

2866 Glenview Way
Escondido, California, 92025
(760) 489-8509
www.bells.com
Richard@bells.com

Registration does not imply a certain level of skill or training.

Version Date: 5/9/2012

Item 2: Material Changes

Bell Strategic Investments, Inc. has transitioned from SEC to California state registration since the previous annual amendment filed on March 14, 2012.

Item 3: Table of Contents

Table of Contents

Item 1: Cover Page	
Item 2: Material Changes	i
Item 3: Table of Contents	ii
Item 4: Advisory Business	1
A. Description of the Advisory Firm	1
B. Types of Advisory Services	1
Investment Supervisory Services	1
Services Limited to Specific Types of Investments	1
C. Client Tailored Services and Client Imposed Restrictions	2
D. Wrap Fee Programs	2
E. Amounts Under Management	2
Item 5: Fees and Compensation	3
A. Fee Schedule	3
Investment Supervisory Services Fees	3
B. Payment of Fees	3
Payment of Investment Supervisory Fees	3
C. Clients Are Responsible For Third Party Fees	4
D. Prepayment of Fees	4
E. Outside Compensation For the Sale of Securities to Clients	4
Item 6: Performance-Based Fees and Side-By-Side Management	4
Item 7: Types of Clients	4
Minimum Account Size	4
Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss	5
A. Methods of Analysis and Investment Strategies	5
Methods of Analysis	5
Charting analysis	5
Fundamental analysis	5
Technical analysis	5
Investment Strategies	5
B. Material Risks Involved	5
Methods of Analysis	5
Fundamental analysis	5

Technical analysis	5
Investment Strategies.....	6
C. Risks of Specific Securities Utilized	6
Item 9: Disciplinary Information	7
A. Criminal or Civil Actions	7
B. Administrative Proceedings	7
C. Self-regulatory Organization (SRO) Proceedings	8
Item 10: Other Financial Industry Activities and Affiliations.....	8
A. Registration as a Broker/Dealer or Broker/Dealer Representative	8
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	8
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests	8
D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections.....	8
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
A. Code of Ethics	8
B. Recommendations Involving Material Financial Interests	9
C. Investing Personal Money in the Same Securities as Clients.....	9
D. Trading Securities At/ Around the Same Time as Clients' Securities	9
Item 12: Brokerage Practices.....	9
A. Factors Used to Select Custodians and/or Broker/Dealers	9
1. Research and Other Soft-Dollar Benefits	10
2. Brokerage for Client Referrals.....	10
3. Clients Directing Which Broker/Dealer/Custodian to Use.....	10
B. Aggregating (Block) Trading for Multiple Client Accounts	10
Item 13: Reviews of Accounts	10
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.....	10
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts	11
C. Content and Frequency of Regular Reports Provided to Clients.....	11
Item 14: Client Referrals and Other Compensation	11
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes) 11	
B. Compensation to Non – Advisory Personnel for Client Referrals.....	11
Item 15: Custody	11
Item 16: Investment Discretion	11
Item 17: Voting Client Securities (Proxy Voting).....	12
Item 18: Financial Information	12
A. Balance Sheet	12

B.	Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	12
C.	Bankruptcy Petitions in Previous Ten Years	12
Item 19: Requirements For State Registered Advisers		12
A.	Principal Executive Officers and Management Persons; Their Formal Education and Business Background.....	12
B.	Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)	12
C.	How Performance Based Fees are Calculated and Degree of Risk to Clients	13
D.	Material Disciplinary Disclosures for Management Persons of this Firm	13
E.	Material Relationships That Management Persons Have With Issuers of Securities (If Any)	13

Item 4: Advisory Business

A. Description of the Advisory Firm

Bell Strategic Investments, Inc. is a Corporation organized in the state of California.

This firm has been in business since June 1, 2006, and the principal owners are Richard J. Bell and Dawn A. Bell.

B. Types of Advisory Services

Bell Strategic Investments, Inc. (hereinafter “BSI”) offers the following services to advisory clients:

Investment Supervisory Services

BSI offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. BSI creates a Discretionary Investment Management Agreement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

BSI evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. BSI will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Discretionary Investment Management Agreement, which is given to each client.

Services Limited to Specific Types of Investments

BSI generally limits its money management to mutual funds, equities, bonds, fixed income, ETFs, REITs, and government securities. BSI may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

BSI offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Discretionary Investment Management Agreement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Upon written notice, clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent BSI from properly servicing the client account, or if the restrictions would require BSI to deviate from its standard suite of services, BSI reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. BSI does not participate in any wrap fee programs.

E. Amounts Under Management

BSI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$32,000,000.00	\$10,000,000.00	05/03/2012

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$1 - \$250,000	2.00%
\$250,000 - \$499,000	1.75%
\$500,000 - \$999,999	1.50%
\$1,000,000 - \$4,999,999	1.375%
\$5,000,000 or More	1.00%

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in advance, and clients may terminate their contracts with written notice.

Upon a client's written request, refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Fees that are collected in advance will be refunded based on the prorated amount of work completed up to the day of termination within the quarter terminated. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the quarter up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter). Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract.

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Lower fees for comparable services may be available from other sources.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by BSI. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

BSI collects fees in advance. Fees that are collected in advance will be refunded, upon client's written request, based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be deposited back into client's account within fourteen days.

The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the quarter up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter).

E. Outside Compensation For the Sale of Securities to Clients

Neither BSI nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

BSI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

BSI generally provides management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

Minimum Account Size

There is no account minimum.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

BSI's methods of analysis include charting analysis, fundamental analysis, and technical analysis.

Charting analysis involves the use of patterns in performance charts. BSI uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

BSI uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies).

Clients who wish to utilize margin transactions, options writing, and/or short sales, will be required to complete a separate application.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these

patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

BSI generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it may utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

If a client’s account managed by BSI contains only a portion of a client’s total assets, BSI shall not be responsible for any assets not included in the BSI Management Agreement. BSI shall also not be responsible for diversification of all of the assets.

BSI designs its portfolios as long-term investments. The client may withdraw account assets on notice to BSI, subject to the usual and customary securities settlement procedures. However, the client must understand that asset withdrawals may impair BSI’s achievement of the client’s investment objectives.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither BSI nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither BSI nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither BSI nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

All material conflicts of interest under Section 260.238 (k) of the California Corporations Code are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

BSI does not utilize nor select other advisers or third party managers. All assets are managed by BSI management.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of

Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Training and Education.

B. Recommendations Involving Material Financial Interests

BSI does not recommend that clients buy or sell any security in which a related person to BSI or BSI has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of BSI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of BSI to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. BSI will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of BSI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of BSI to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. BSI will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Unless directed otherwise, BSI will arrange for the execution of securities brokerage transactions for client assets through a broker-dealer that BSI reasonably believes will provide "best execution." In seeking best execution, the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution. This takes into consideration the full range of the broker-dealer's services including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although BSI will seek competitive commission rates, we may not necessarily obtain the lowest possible commission rates for account transactions. BSI does not receive any portion of the brokerage commissions and/or transaction fees charged to you by the broker-dealer.

1. Research and Other Soft-Dollar Benefits

Consistent with obtaining best execution, transactions for client accounts may be directed to registered broker-dealers in return for research products and/or services that benefit BSI by assisting in our investment decision-making process. Such research generally will be used to service all of BSI's clients, but brokerage commissions paid by the client may be used to pay for research that is not used in managing the client's account. Thus, the client may pay the broker-dealer a greater commission than another qualified broker-dealer might charge to effect the same transaction where BSI determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. This additional value may act as an incentive to select or recommend a particular broker-dealer, rather than choosing one solely for most favorable execution. However, the value from these services benefits all client accounts equally for all managed client holdings, whether or not the client's commissions helped pay for them. This information is outlined in the Discretionary Management Agreement given to the client at the inception of the advisory relationship.

2. Brokerage for Client Referrals

BSI receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Upon written request, BSI allows clients to direct brokerage. BSI may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients money because without the ability to direct brokerage BSI may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

BSI maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing BSI the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade may cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed continuously only by Richard Bell, President. Richard Bell is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at BSI are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive a monthly written report from the custodian that details the client's account including assets held and asset value.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

BSI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BSI clients.

B. Compensation to Non - Advisory Personnel for Client Referrals

BSI does not, directly or indirectly, compensate any person who is not advisory personnel for client referrals

Item 15: Custody

BSI, with client written authority, has limited custody of client's assets through direct fee deduction of BSI's Fees only. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where BSI provides ongoing supervision, the client has given BSI written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides BSI discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

BSI will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

BSI does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither BSI nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

BSI has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

BSI currently has only one management person/executive officer; Richard Bell. Richard Bell's education and business background can be found on the Supplemental ADV Part 2B form.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Richard Bell's other business activities can be found on the Supplemental ADV Part 2B form.

C. How Performance Based Fees are Calculated and Degree of Risk to Clients

BSI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at BSI or BSI has been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither BSI, nor its management persons, has any relationship or arrangement with issuers of securities.