

Item 1 Cover Page

Waldman Financial Advisers LLC

A Registered Investment Adviser Firm

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SEC Number: 801-69104

ADV Part 2 Disclosure Brochure

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This brochure provides information about the qualifications and business practices of **Waldman Financial Advisers, LLC**. If you have any questions about the contents of this brochure, please contact us at Phone: 703-281-7100 or gail@waldmanadvisers.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.

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

Additional information about **Waldman Financial Advisers, LLC** also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

Waldman Financial Advisers, LLC’s last Form ADV Part 2A Disclosure Brochure amendment was drafted on March 28, 2011. Waldman Financial Advisers, LLC’s Form ADV Part 2 Disclosure Brochure does not have any material changes since March 28, 2011.

Item 3 Table of Contents

Item 1 Cover Page	page 1
Item 2 Material Changes.....	page 1
Item 3 Table of Contents.....	page 2
Item 4 Advisory Business.....	page 3
Item 5 Fees and Compensation.....	page 4
Item 6 Performance Based Fees and Side-By-Side Management	page 6
Item 7 Types of Clients.....	page 6
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	page 6
Item 9 Disciplinary Information.....	page 7
Item 10 Other Financial Industry Activities and Affiliations.....	page 7
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	page 9
Item 12 Brokerage Practices.....	page 9
Item 13 Review of Accounts.....	page 11
Item 14 Client Referrals and Other Compensation.....	page 11
Item 15 Custody.....	page 12
Item 16 Investment Discretion.....	page 12
Item 17 Voting Client Securities.....	page 12
Item 18 Financial Information.....	page 12
Mark Waldman Disclosure Brochure Supplement	page 13
Gail Waldman Disclosure Brochure Supplement.....	page 15
Privacy Policy Notice.....	page 18

Item 4 Advisory Business

Waldman Financial Advisers, LLC (WFA) is registered as an investment adviser with the Securities and Exchange Commission since May 2008. WFA is notice filed in all states where it conducts business and is required to be notice filed.

WFA is a limited liability corporation organized in the state of Virginia. Mark Waldman and Gail Waldman are the principal owners and managing members of WFA.

Investment Adviser Representatives (IAR) of WFA that are responsible for giving investment advice must have a FINRA Series 7 License and NASAA Series 66, NASAA Series 65 License or an investment adviser representatives licensing equivalent, such as a CFP designation.

Investment Management Program

WFA provides Investment Management Services, defined as giving continuous advice to clients based on their individual needs through WFA's Investment Management Services accounts. WFA obtains financial information on the WFA Client Investment Profile Questionnaire and other new account documents from prospective clients to determine the suitability of establishing Investment Management Services accounts and to determine the appropriate investment management strategies that are specific for each client account that is established with WFA. Clients may impose restrictions on the type of investments that may be included in their Investment Management Program accounts.

WFA has a Broker-Dealer arrangement with Cambridge Investment Research, Inc. ("*Cambridge*") and a Custodian arrangement with National Financial Services, LLC ("NFS"), a SEC registered broker/dealer, member FINRA and SIPC. All variable annuities managed within Investment Management Program accounts are held at the corresponding insurance company's custodian of record and will have their variable annuity sub-account transactions processed through the Custodians of record for the variable annuities.

WFA uses discretionary trading authority to buy, sell and direct investments within the client accounts, including reinvestment of proceeds from assets sold and income attributable to client accounts, in cash, cash equivalents, bonds, shares of common or preferred stock, unit investment trusts, ETF's, mutual funds, options, variable annuity sub-accounts, or other alternative securities selected by WFA for client accounts.

WFA will not exercise proxy-voting authority over the securities held in client accounts where WFA provides investment management services. The obligation to vote client proxies shall at all times rest with the clients. However, clients may contact WFA for advice or information about a particular proxy vote. WFA shall not be deemed to have proxy-voting authority solely as a result of providing such advice to a client. Should WFA inadvertently receive proxy information for a security held in account, such information shall be immediately forwarded to client.

Clients may receive quarterly performance reports from WFA describing account performance and holdings. Clients will receive a monthly account statement from the Custodian showing the account activity as well as positions held in the account at month's end. No less than on a quarterly basis, client will receive a statement from the Custodian for transactions and holdings.

WFA has \$79,860,229 of assets under discretionary management and \$12,305,205 of assets under non-discretionary management in its Investment Management Program as of December 31, 2011 for a total of \$92,165,434 of assets under management.

Financial Consulting Services

WFA IARs provide Financial Consulting Services on a broad range of financial issues, including investment analysis, retirement planning, insurance, education planning, estate planning, divorce planning, and elder care/hospice care planning. In addition, WFA may also conduct retirement planning seminars. WFA's financial consulting services are tailored to the individual needs of each client. WFA obtains financial information from prospective clients to determine the suitability of WFA's financial consulting services. Each client may impose limits on the type of financial consulting services provided to them by WFA.

If a financial consulting client chooses to implement the advice of a WFA IAR, the client may do so through the IAR in their separate capacity as a WFA IAR, registered representative of Cambridge and/or an independent insurance agent. When implementing transactions in these separate capacities, the IAR may earn fees or commissions. If fees

or commissions are earned, the IAR may waive or reduce the financial planning or consultation fee by the amount of the fees or commissions actually received by the IAR.

Referrals to Other Investment Advisers

WFA may establish relationships with other investment advisers that offer a variety of investment advisory programs and services that include separate account portfolio management programs, asset allocation programs, wrap fee programs, and financial planning services. These other investment advisers are registered investment advisers or exempt from registration as investment advisers. WFA's IARs may recommend these other investment advisers to clients based on clients' financial needs.

WFA's referrals to other investment adviser services are tailored to the individual needs of each client. WFA obtains financial information from prospective clients to determine the suitability of WFA's referrals to other investment adviser services. Each client may impose restrictions on the types of referrals provided by WFA. WFA's IARs will be continuously available to meet with clients who are referred to these other investment advisers and open investment advisory accounts or establish financial planning services with these other investment advisers.

For further details on these other investment advisers please review their Form ADV Part 2 Disclosure Brochures.

WFA does not currently have any referred client accounts with other investment advisers.

Additional RWM Advisory Service Disclosures

WFA does not participate in any wrap fee program as a portfolio manager.

Item 5 Fees and Compensation

Investment Management Program

Clients compensate WFA for all services furnished within Investment Management Service accounts by the payment of annualized management fees ("Management Fees"). The total of the Management Fees will not exceed 2.25%.

Management Fees will be calculated at the beginning of each month. Management Fees will be based on the Period Ending Balance (PEB) of the Client's account assets under management at the end of the previous month. The PEB does not take into account securities that are not priced, nor does it count days when the account has a zero balance. Management Fees will be automatically deducted from account's core money market mutual fund. An account that is opened mid-period will be charged an initial Management Fee that includes a portion of the fee that is pro-rated for the number of days that the account is open in the first month. Management Fees will be noted on Client's monthly Custodian statement.

Client may have Management Fees paid from other accounts or custodians, or be billed directly by invoice, in such cases Management Fee deductions will be noted as zero on the client's monthly Custodian statements.

Clients may incur certain charges imposed by third parties other than WFA in connection with investments placed in the account, including but not limited to:

- IRA and Qualified Retirement Plan Fees, and other custodial fees; and
- Mutual fund and variable annuity internal expenses, commissions, sales loads, 12(b)-1 fees, trail fees and surrender charges, portions of which may be received by WFA IAR in their capacities as registered representatives of Cambridge. The purchase of mutual fund shares in client's account can result in certain processing and mailing charges that are not incurred when shares are purchased directly from the mutual fund company.

Broker-Dealer and Custodian fees, expenses, and commission charges are separate and distinct from the fee charged by WFA.

Investment Management Services accounts may be terminated by WFA or client effective upon receipt of written notice to the other party. Upon termination, client shall receive a refund of any Management Fee not already earned by the WFA. WFA will advise the Broker-Dealer and Custodian to deliver securities and funds held at the Custodian as instructed by client unless client requests that the securities and funds be liquidated. If an account is liquidated, proceeds will be payable to client upon settlement of all transactions in the account. Termination of an Investment

Management Services account will not affect the liabilities or obligations of the parties arising out of transactions initiated prior to termination.

Financial Consulting Services

Clients contracting for Financial Consulting Services will be billed at an hourly rate of up to \$300 per hour payable upon completion and termination of the consultation. Fees will be determined by the IAR based upon the complexity of the client's financial situation and the services being provided to the client. Financial Consulting Services agreements are terminated upon completion of services being provided to the client by WFA's IAR.

In addition, if the client contracts with WFA for additional services disclosed in this document, the IAR may waive and/or reduce the financial planning or consultation fees as a result of the fees from the additional services. Any fee adjustment is at the discretion of the IAR based upon the complexity of the client's financial situation and the services being provided, and will be disclosed to the client prior to the transaction being implemented. Clients are not obligated in any manner to implement the advice of the WFA through the WFA or IAR in their separate capacities as a registered representatives and/or independent insurance agents.

Referrals to Other Investment Advisers

Clients should understand that referral fees paid by these other investment advisers to WFA and WFA IARs may differ from one investment adviser to another investment adviser. Such conflicts may affect the independent judgment of WFA's IARs in the selection of other investment advisers that they recommend to clients. Establishing and terminating accounts with other investment adviser's is dependent on the other investment advisers' termination policies and procedures. A complete description of these other investment adviser programs and services, and related fees and charges are described in these investment advisers' agreement and disclosure forms. Fee for these referral advisor programs may range up to 2.5%. These Fees may be more than the cost of purchasing the same services separately or similar services elsewhere. For further details on these other investment advisers' fee schedules please review their Form ADV Part 2 Disclosure Brochures.

Broker-Dealer and Insurance Compensation

WFA's IAR's are also licensed as broker-dealer registered representatives with Cambridge Investment Research, Inc. and insurance agents. In those capacities they may sell securities for sales commissions as registered representative and sell insurance products for sales commissions as independent insurance agents. Some advice offered by the IARs may involve investments in mutual funds and variable annuity products which pay 12b-1 trail fees. Advisers may receive a portion of these 12b-1 trail fees in their separate capacity as registered representatives.

Clients should be aware that the payment and receipt of these commissions and fees could represent an incentive for the Advisers to recommend mutual funds or variable annuities that pay 12b-1 trail fees or pay higher 12b-1 trail fees over funds with no 12b-1 fees or lower fees, thus creating potential conflicts of interest to recommend investment and insurance products based on compensation rather than client needs.

WFA IARs receive less than 5% of their income from these other Broker-Dealer and Insurance activities.

WFA addresses these Compensation conflicts through the following **Compliance Oversight Policies**:

- **Conflicts of Interest** -WFA must disclose any potential or actual conflicts of interest when dealing with clients.
- **WFA Obligations** -WFA and its IARs are subject to the following specific obligations when dealing with clients:
 - The duty to have a reasonable, independent basis for its investment advice;
 - The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
 - A duty to be loyal to clients.

Gail Waldman, the Chief Compliance Officer (CCO) of WFA is responsible for supervising WFA advisory accounts, planning activities and referrals to other investment advisers. The main reports and documents the CCO reviews to supervise/review these activities are Client Investment Profile Questionnaire, new account documents, trade tickets, confirmations, brokerage statements, performance reports, daily activity reports and planning documents. The CCO may delegate certain Broker-Dealer and advisory compliance responsibilities to a designee that will report to her.

Clients always have the option of purchasing recommended investment and insurance products through other broker-dealers and insurance agents that are not affiliated with WFA or Cambridge.

General WFA Fee Disclosure

Fees paid by clients in the various advisory programs and services of WFA may be more than the cost of purchasing the same services separately or similar services elsewhere.

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

WFA does not conduct any Performance-Based Fees advisory business.

Item 7 Types of Clients

WFA generally provides investment advice to the following:

- Individuals
- Profit sharing plans and participants
- Pensions and other retirement plans
- Corporations or other business entities
- Trust, estates, or other charitable organizations

Account Minimums - WFA's recommended minimum investment amount for establishing and maintaining an Investment Management Program account with WFA is \$100,000. Exceptions may be granted to this minimum at the discretion of WFA.

Planning Fee Minimum - WFA charges a minimum fee of \$100 for Financial Consulting Services. Exceptions may be granted to this minimum at the discretion of WFA.

Referral Adviser Fees - Other Investment Advisers that WFA may refer clients to set their own account minimums. Generally such minimums are in the \$50,000 to \$100,000 account range.

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

Methods of Analysis

WFA will obtain financial information from prospective clients on a Client Investment Profile Questionnaire and other new account documents to determine the suitability of WFA's Investment Management Program and to determine the appropriate investment objectives that are specific for each client account that is established with WFA. WFA has no investment committee. Each Adviser gives investment advice to his or her clients based on what is suitable for each client. Reviews are conducted for all accounts on a quarterly basis. Each investment adviser reviews his or her client accounts. They are instructed to review investment performance, suitability, appropriate asset allocation, and to monitor the account for any changes or updates that are needed (among other things). Clients establishing and maintaining Investment Management Program accounts may receive quarterly performance reports from WFA showing the investment performance of their accounts. Investing in securities involves risk that clients should be prepared to bear.

Investment Strategies

Mark Waldman, IAR uses a flexible Core/Satellite approach to money management. After setting an asset allocation that reflects the client's individual goals and risk tolerance, Mark divides the stock between the core and satellite components. The Core component is composed of domestic and international index funds. The other component is divided into different Satellite strategies, such as sector stocks, undervalued stocks, dividend stocks, and high performance stocks. As a general rule, Mark manages the Satellite component tactically and the Core component passively.

Dennis Buki, IAR creates client portfolios using primarily mutual funds. Portfolios vary depending on the client's age, employment or retirement status, investment time horizon, investment goals, risk tolerance and other pertinent individual factors. Equity portfolios consist of "core" (more conservative) and smaller "supporting" (more aggressive) mutual fund positions, representing the desired allocation percentages. More conservative accounts and accounts in need of income also invest part of their assets in balanced funds, bond funds, bonds and zero coupon bonds.

WFA IARs will use both long term (over a year) purchases and short term (under a year) purchases in their investment strategies. The primary investment research tool used by WFA IARs is the internet, financial newspapers

and magazines, research material prepared by others, corporate rating services, annual corporate reports, prospectuses, and company press releases.

Risk of Loss

There are risks inherent in all financial decisions and transactions. WFA and WFA IARs cannot guarantee the current or future performance of client accounts, or the success of any investment decision or strategy that WFA and WFA IARs may use with client accounts.

Item 9 Disciplinary Information

WFA has no current disciplinary information to report to the public, clients or prospective clients. WFA Advisers have no current disciplinary information to report to the public, clients or prospective clients.

Item 10 Other Financial Industry Activities and Affiliations

Broker-Dealer and other Financial Industry Activities and Affiliations

WFA is not registered as a broker-dealer, futures commission merchant, commodity pool operator or commodity trading advisor and will not become registered in any of these capacities. WFA's IARs are not associates of a futures commission merchant, commodity pool operator or commodity trading advisor. WFA's IARs will not become registered or associated in any of these capacities.

However, WFA IAR's are licensed as registered representatives of Cambridge Investment Research, Inc. (Cambridge) a registered broker-dealer with the Securities & Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA), and a member of the Securities Investor Protection Corporation (SIPC). WFA IARs encourages clients to use not only their investment advisory services, but their broker-dealer services as well. Cambridge offers a full range of investment products and services. Cambridge broker-dealer commissions are comparable to other full services brokers. Some advice offered by the IARs may involve investments in mutual funds and variable annuity products which pay 12b-1 trail fees. IARs may receive a portion of these 12b-1 trail fees in their separate capacity as registered representatives. Clients should be aware that the payment and receipt of these commissions and fees could represent an incentive for the IARs to recommend mutual funds or variable annuities that pay 12b-1 trail fees or pay higher 12b-1 trail fees over funds with no 12b-1 fees or lower fees, thus creating a potential conflict of interest.

Commissions may be higher or lower at Cambridge than at other broker/dealers. Cambridge registered representatives associated with WFA may have a conflict of interest in having clients purchase securities and/or insurance related products through Cambridge in that the higher their production with Cambridge the greater potential for obtaining a higher pay-out on commissions earned. Further, registered representatives are restricted to only offering those products and services that have been reviewed and approved for offering to the public by Cambridge and for which Cambridge and its clearing firms, National Financial Services, LLC and Pershing, LLC, has obtained a selling agreement.

Cambridge Equity Participation Program

WFA's controlling owners, Gail Waldman and Mark Waldman have entered into an Equity Participation Plan with Cambridge. Under this arrangement, Gail Waldman and Mark Waldman have the ability to earn a percentage of Cambridge's overall profit ratio. Gail Waldman and Mark Waldman are not owners or officers of Cambridge. However, Gail Waldman and Mark Waldman are eligible to participate in the Equity Participation Plan due to their affiliation as registered representatives of Cambridge. The arrangement between Gail Waldman and Mark Waldman and Cambridge is a potential conflict of interest between WFA and its clients in that it may inhibit WFA's independent judgment concerning the best execution services offered by Cambridge.

Gail Waldman and Mark Waldman are partners and have invested in Continuity Partners Group, LLC (CPG). CPG is a related company of Cambridge. CPG was formed by Cambridge primarily to provide tools and programs to certain Cambridge registered representatives, such as WFA's IARs that are also registered representatives with Cambridge. CPG tools and programs are designed to enhance the value of partner's retail practices and to provide a source to finance the transitioning of the partner's practices. Subsequent to investing in CPG, partners are eligible to participate in the programs offered by CPG. Programs offered by CPG are designed to improve the continuity of its partners' practices and improve the long term viability of the partners' practices.

Gail Waldman and Mark Waldman have purchased units of CPG limited liability company interests ("Units") in exchange for the assignment by Gail Waldman and Mark Waldman of a percentage of certain intangible assets to CPG and the assignment to CPG by Gail Waldman and Mark Waldman of a percentage of the advisory fees or commissions received by them.

In order to become a shareholder of CPG, Gail Waldman and Mark Waldman have agreed to assign up to 20% of all fees earned by WFA to CPG. Fees are assigned to CPG in return for units of limited liability company interests and in some cases cash consideration from CPG.

In addition to the fee revenue assignment, Gail Waldman and Mark Waldman have agreed to contribute or assign a portion of their various practice related assets to CPG. Contributed assets includes CPG's right to receive a portion of the proceeds of any sale of Gail Waldman and Mark Waldman practice, a portion of Gail Waldman and Mark Waldman's interest in their customer list, and other intangible assets owned by either Gail Waldman and Mark Waldman or assets currently held by WFA.

The arrangement between Gail Waldman and Mark Waldman and CPG is a potential conflict of interest between WFA and its clients in that it may inhibit WFA's independent judgment concerning the best execution services offered by Cambridge.

CPG is registered as an investment advisor with the SEC. CPG is registered as an investment advisor because it acquires the goodwill associated with certain client relationships served by Cambridge registered representatives such as WFA's IARs. Correspondingly, CPG will receive a portion of advisory fees generated from such investment advisory client relationships. Advisory fees are paid directly to CPG. It should be noted that CPG does not provide retail brokerage, insurance services or investment advisory services. Clients of WFA will not enter into a direct client relationship with CPG.

Insurance Activities and Affiliations

IARs are also licensed as an insurance agent, and can provide insurance products and services to clients. As insurance agents they will earn insurance commissions and fees while selling and servicing insurance products and services.

Attorney at Law

Dennis Buki is also independently licensed as an attorney. When providing legal services he may earn legal fees and compensation. His legal services are separate and independent from the advisory services he provides under WFA.

IARs spend approximately 5% of their business time on these other activities.

Referrals to Other Investment Advisers

Clients should understand that referral fees paid by these other investment advisers to WFA and WFA IARs may differ from one investment adviser to another investment adviser. Such conflicts may affect the independent judgment of WFA's IARs in the selection of other investment advisers that they recommend to clients. Establishing and terminating accounts with other investment adviser's is dependent on the other investment advisers' termination policies and procedures. A complete description of these other investment adviser programs and services, and related fees and charges are described in these investment advisers' agreement and disclosure forms. Fee for these referral advisor programs may range up to 2.5%. These Fees may be more than the cost of purchasing the same services separately or similar services elsewhere. For further details on these other investment advisers' fee schedules please review their Form ADV Part 2 Disclosure Brochures.

Conflicts Regarding Other Financial Industry Activities and Affiliations

WFA addresses these conflicts through the following **Compliance Oversight Policies**:

- **Conflicts of Interest** - WFA must disclose any potential or actual conflicts of interest when dealing with clients.
- **WFA Obligations** - WFA and its IARs are subject to the following specific obligations when dealing with clients:
 - The duty to have a reasonable, independent basis for its investment advice;
 - The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
 - A duty to be loyal to clients.

Gail Waldman, Chief Compliance Officer (CCO) of WFA is responsible for supervising WFA advisory accounts, planning activities and referrals to other investment advisers. The main reports and documents the CCO reviews to supervise/review these activities are Client Investment Profile Questionnaire, new account documents, trade tickets, confirmations, brokerage statements, performance reports, daily activity reports and planning documents. The CCO may delegate certain Broker-Dealer and advisory compliance responsibilities to a designee that will report to her.

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

Code of Ethics

WFA has established a Code of Ethics to comply with the requirements of Section 204A-1 of the Investment Advisers Act of 1940 that reflects WFA's fiduciary obligations and those of its supervised persons, and requires compliance with federal securities laws. WFA's Code of Ethics covers all individuals that are classified as "supervised persons." All WFA owners and IARs are classified as supervised persons. WFA requires its supervised persons to consistently act in the WFA clients' best interest in all advisory activities. WFA imposes certain requirements on supervised persons to ensure that they meet WFA's fiduciary responsibilities to WFA clients. This standard of conduct requirement is higher than what is ordinarily required and encountered in business.

- WFA and WFA's supervised persons" may buy, sell and hold securities for their personal accounts, which WFA may also recommend to clients, or buy and sell on a discretionary basis for clients. As these situations may present a potential conflict of interest, it is the policy of WFA that no supervised person shall prefer their own interest over the interest of WFA clients.
- No supervised person employed WFA may buy or sell any security prior to a transaction being implemented for an advisory account.
- No supervised person employed by WFA may buy or sell securities for their personal accounts where their decision is derived from information obtained through their employment with WFA unless the information is also available to the investing public upon reasonable inquiry.
- WFA maintains a list of all securities holdings for all supervised persons, which is reviewed on a regular basis by a principal of WFA.

Conflicts of Interest – WFA must disclose any potential or actual conflicts of interest when dealing with clients.

WFA Obligations – WFA and its IARs are subject to the following specific obligations when dealing with clients:

- The duty to have a reasonable, independent basis for its investment advice;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs, and circumstances; and, a duty to be loyal to clients.

This Code of Ethics response is only intended to provide clients and potential clients with a summary description of WFA's Code of Ethics. If current clients or potential clients want to review WFA's entire Code of Ethics they may obtain a copy of it by calling WFA at 703-281-7100 or writing to Gail Waldman, Waldman Financial Advisers 501 Church Street NE, Suite 110 Vienna, VA 22180.

Item 12 Brokerage Practices

WFA Brokerage and Custodian Relationships

WFA considers a number of factors including, without limitation, best execution, the overall direct net economic impact on account assets (including commissions which may not be the lowest available, but which will not be higher than the generally prevailing competitive range) the financial stability of the Broker-Dealer and Custodian, the efficiency with which the transaction is effected, the ability to effect the transaction where complicating factors are involved, the availability of the Broker-Dealer and Custodian to stand ready to execute possible difficult transactions in the future, and other matters involved in the receipt of brokerage and research services.

WFA has a Broker-Dealer arrangement with Cambridge Investment Research, Inc. (Cambridge); and a Custodian arrangement with National Financial Services, LLC (NFS), a SEC registered broker/dealer, member FINRA and SIPC.

All variable annuities managed within Investment Management Program accounts are held at the corresponding insurance company's custodian of record.

WFA will recommend these Broker-Dealer/ Custodians to clients for custody and brokerage services. There is no direct link between WFA, these Broker-Dealer/ Custodians and the investment advice WFA gives to our clients,

although WFA receives economic benefits through its participation in these Broker-Dealer/ Custodians' advisory accounts custody and brokerage services that are typically not available to retail investors. These benefits include the following products and services (provided without cost or at a discount):

- Duplicate client statements and confirmations;
- Research related products and tools; consulting services;
- Access to a trading desk serving advisor 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; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to WFA by third party vendors.

Some of the products and services made available by these Broker-Dealer/ Custodians may benefit WFA but may not directly benefit client accounts. These products or services may assist WFA in managing and administering client accounts, including accounts not maintained at these Broker-Dealer/ Custodians. Other services made available by these Broker-Dealer/ Custodians are intended to help WFA manage and further develop its business enterprise. Clients should be aware, however, that the receipt of economic benefits by WFA or its IARs creates a potential conflict of interest and may indirectly influence WFA's choice or recommendation of these Broker-Dealer/ Custodians for custody and brokerage services.

Trading – WFA allocates trades to clients in a fair and equitable manner that will be applied consistently to all clients. Personal accounts of WFA, its IARs and family members will not be treated more favorably than any other client account. WFA will make every attempt to completely fill all block order trades. All variable annuities managed within the Investment Management Program by WFA will have their variable annuity sub-account transactions processed through the Custodian of record for the variable annuity.

Trading Error Corrections - It is WFA's policy to ensure clients are made whole following a trade error. Specifically, when a trade error occurs in a client account that results in a loss, WFA will reimburse the client. If the trade error was made in a client account resulting in a gain, the client will keep the gain. If the trade error was made in a block trading account and client funds were not at risk and the trade results in a gain, WFA will keep the gain unless the custodian keeps the gain.

Reports and Statements - Clients may receive periodic performance reports from FIRM describing account performance and holdings. Clients will receive a monthly account statement from the Custodian/Broker-Dealer showing the account activity as well as positions held in the account at month's end, when there is activity in the account. No less than on a quarterly basis, client will receive a statement from the Custodian/Broker-Dealer for transactions and holdings.

Additional Information on WFA's Relationship with Cambridge

If clients wish to have WFA's IARs implement advice in their capacities as registered representatives or select to open a fee-based investment advisory account through Cambridge, the IARs' broker/dealer, Cambridge, will be used. IARs are registered representatives of Cambridge and are required to use the services of Cambridge and Cambridge's approved clearing broker-dealers when acting in their capacity as registered representatives. Cambridge serves as the introducing broker-dealer. All accounts established through Cambridge will be cleared and held at NFS; or Pershing, LLC, a registered broker/dealer, member FINRA and SIPC.

Cambridge has a wide range of approved securities products for which Cambridge performs due diligence prior to selection. Cambridge's registered representatives are required to adhere to these products when implementing securities transactions through Cambridge. Commissions charged for these products may be higher or lower than commissions clients may be able to obtain if transactions were implemented through another broker/dealer. Cambridge also provides the IARs of WFA, and therefore the WFA, with back-office operational, technology, and other administrative support. Other services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. Such services are intended to help WFA manage and further develop its business enterprise.

Cambridge and clearing broker/dealers (i.e. NFS and/or Pershing) also make available to WFA other products and services that benefit WFA but may not directly benefit its clients' accounts. Some of these other products and

services assist WFA in managing and administering client accounts. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of WFA's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of WFA's accounts, including accounts not held through Cambridge.

Broker-Dealer and Custodian fees, expenses, and commission charges are separate and distinct from the fee charged by WFA.

General Brokerage Disclosures

WFA does not permit clients to direct WFA to use other broker-dealers than the broker-dealers selected and used by WFA for Investment Management Program accounts.

Item 13 Review of Accounts

Investment Management Program

Review - WFA will obtain financial information from prospective clients to determine the suitability of WFA's Investment Management Program and to determine the appropriate investment objectives that are specific for each client account that is established with WFA. WFA has no investment committee. Each IAR gives investment advice to his or her clients based on what is suitable for each client. Clients may impose restrictions on investing in certain securities or types of securities. Reviews are conducted for all accounts on a quarterly basis. Each investment adviser reviews his or her client accounts. They are instructed to review investment performance, suitability, appropriate asset allocation, and to monitor the account for any changes or updates that are needed (among other things).

Reports - Clients may receive quarterly performance reports from WFA describing account performance and holdings. Clients will receive a monthly account statement from the Custodian showing the account activity as well as positions held in the account at month's end. No less than on a quarterly basis, client will receive a statement from the Custodian for transactions and holdings.

Financial Consulting Services

Review - WFA does not conduct follow up reviews of Financial Consulting Services without a client's request.

Reports - As a general rule, clients utilizing WFA's Financial Consulting Services do not receive statement or reports from WFA.

Referrals to Other Investment Advisers

Review - Accounts established through Referrals Relationships with other investment advisers will have their accounts reviewed upon receipt of statements or reports from the other investment advisers, which are usually generated on a quarterly basis.

Reports - Clients may receive quarterly performance reports from other investment advisers describing account performance and holdings. Clients may receive a monthly account statement from the Custodian showing the account activity as well as positions held in the account at month's end. No less than on a quarterly basis, client will receive a statement from the Custodian for transactions and holdings.

Item 14 Client Referrals and Other Compensation

Referrals to Other Investment Advisers

WFA may establish relationships with unaffiliated registered investment advisers that offer a variety of investment advisory programs and services that include asset management programs, separate account portfolio management programs, asset allocation programs, wrap fee programs, and financial planning services. If a client is referred to one of these unaffiliated registered investment advisers WFA and WFA IARs may receive referral fees from the unaffiliated registered investment adviser. WFA will at all times be in compliance with the rules and regulations under state law, and if it applies, the Investment Advisers Act of 1940, 17 CFR Section 275.206(4)-3 regarding these relationships. Neither WFA nor WFA IARs directly or indirectly compensate any persons or entities for client referrals.

Broker-Dealer and Insurance Compensation

WFA's IARs sell securities for sales commissions as registered representative of Cambridge Investment Research, Inc. (Cambridge) and sell insurance products for sales commissions as independent insurance agents. Some advice offered by the IARs may involve investments in mutual funds and variable annuity products which pay 12b-1 trail fees. IARs may receive a portion of these 12b-1 trail fees in their separate capacity as registered representatives. Clients should be aware that the payment and receipt of these commissions and fees could represent an incentive for the IARs to recommend mutual funds or variable annuities that pay 12b-1 trail fees or pay higher 12b-1 trail fees over funds with no 12b-1 fees or lower fees, thus creating a potential conflict of interest.

Item 15 Custody

WFA has custody of client assets due only to our ability to deduct fees from client accounts. The Broker-Dealer/Custodian of client assets sends account statements directly to clients. Clients receive account statements from the Broker-Dealer/Custodian. Clients should carefully review those statements. Under no other circumstance does WFA have custody of client assets.

Item 16 Investment Discretion

WFA uses discretionary trading authority in its Investment Management Program to buy, sell and direct investments within the client accounts, including reinvestment of proceeds from assets sold and income attributable to client accounts, in cash, cash equivalents, bonds, shares of common or preferred stock, unit investment trusts, ETF's, mutual funds, options, variable annuity sub-accounts, or other alternative securities selected by WFA for client accounts.

Item 17 Voting Client Securities

WFA will not exercise proxy-voting authority over the securities held in client accounts where WFA provides investment management services. The obligation to vote client proxies shall at all times rest with the clients. However, clients may contact WFA for advice or information about a particular proxy vote. WFA shall not be deemed to have proxy-voting authority solely as a result of providing such advice to a client. Should WFA inadvertently receive proxy information for a security held in account, such information shall be immediately forwarded to client.

Item 18 Financial Information

WFA has no financial information to report, since WFA does not maintain custody of client accounts or assets, and has no financial situations which may impair its ability to conduct business.

DBS Item 1 Cover Page

Disclosure Brochure Supplement (DBS) March 22, 2011

Dr. Mark S. Waldman, CFP®
Investment Adviser Representative

CRD Number: 1176523

This Disclosure Brochure Supplement provides information about Mark Waldman that supplements WFA's Disclosure Brochure referenced above. If you have any questions about the contents of WFA's Disclosure Brochure and this Disclosure Brochure Supplement, please contact Gail Waldman by phone at 703-281-7100 or e-mail at gail@waldmanadvisers.com. Additional information about WFA available on the SEC's website at: www.adviserinfo.sec.gov.

DBS Item 2 Educational Background and Business Experience

Business Background over the last five (5) years

- Waldman Financial Advisers, Vienna, VA, Investment Adviser, IAR (5-08 to present)
- Cambridge Investment Research, Inc., Vienna, VA, Broker-Dealer, Registered Principal, (2-08 to present)
- Cambridge Investment Research Advisors, Inc., Vienna, VA, Investment Adviser, IAR, (2-08 to 5-08)
- The American University, Washington DC, Adjunct Professor of Finance, (8-1983 to present)
- Continuity Partners Group, LLC, Vienna, VA, Broker-Dealer/Investment Adviser, Member (6-10 to present)
- Securities America, Inc., Vienna, VA, Broker-Dealer, Registered Principal, (2-91 to 1-08)
- Securities America Advisors, Inc., Vienna, VA, Investment Adviser, IAR, (7-98 to 1-08)

Designations

- **Certified Financial Planner - (CFP®)** is a professional designation for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board). A CFP® candidate must meet several requirements:
 - Have a bachelor's degree or higher from an accredited U.S. college or university and master a list of nearly 100 topics on integrated financial planning.
 - Complete a 10-hour multiple choice exam that is designed to assess the student's ability to apply his or her knowledge to the various areas to financial planning.
 - Have three years of work experience in the financial planning field or related professions.
 - Once the CFP® designation has been earned each Certificant is required to adhere to the CFP Board Code of Ethics and Professional Responsibility and to the Financial Planning Practice Standards. The CFP Board has the right to enforce them through its Disciplinary Rules and Procedures. To maintain certification, each Certificant is also required to complete ongoing continuing education requirements and pay an ongoing licensing fee.

Education:

- University of Florida, Gainesville FL, Mark has a BA in Economics, MA in Economics, PhD in Economics, attended from 9/64 to 6/68 and from 9/69 to 12/74.

DBS Item 3 Disciplinary Information

- IAR has no material disciplinary information history to disclose.

DBS Item 4 Other Business Activities

• Broker-Dealer

IAR is also a registered representative of Cambridge Investment Research, Inc. (Cambridge) a registered broker-dealer (BD). In this capacity, IAR will be paid commissions for the sale of securities or other investment products, including service (trail) fees from the sale of mutual funds and variable annuities. If you elect to purchase securities through IAR in his role as a registered representative, this will not occur in advisory accounts of WFA but rather in brokerage accounts held at the BD. This presents a conflict of interest as it gives IAR an

incentive to recommend investment products based on the compensation received, rather than on your needs. To address this conflict, IAR will only receive commissions for the sale of securities or other investment products when selling securities through the BD. You always have the option to purchase securities or other investment products that IAR recommends through other unaffiliated brokers-dealers. IAR currently spends less than 5% of his business time on these BD activities.

- **Insurance**

IAR is licensed as an insurance agent. In this capacity IAR will be paid commission for the sales of fixed insurance products. This presents a conflict of interest as it gives IAR an incentive to recommend insurance products based on the compensation received, rather than on your needs. You always have the option to purchase insurance products that IAR recommends through other unaffiliated insurance agencies or companies. IAR currently spends less than 5% of his business time on his insurance activities.

General Client Conflict Resolution

IAR addresses conflicts with his/her other business activities by doing the following:

IAR must disclose any potential or actual conflicts of interest when dealing with clients.

IAR is subject to the following specific obligations when dealing with clients:

- The duty to have a reasonable, independent basis for his/her investment and other financial advice;
- The duty to ensure that all investment and financial advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
- A duty to be loyal to clients.

DBS Item 5 Additional Compensation

WFA and IAR may establish relationships with unaffiliated registered investment advisers that offer a variety of investment advisory programs and services that include asset management programs, separate account portfolio management programs, asset allocation programs, wrap fee programs, and financial planning services. If a client is referred to one of these unaffiliated registered investment advisers, RIA and IAR may receive referral fees from the unaffiliated registered investment advisers. These arrangements will be described in these unaffiliated investment adviser's disclosure brochures and referral disclosure statements.

DBS Item 6 Supervision

Gail Waldman is the Chief Compliance Officer of WFA and is Mark Waldman's supervisor. She may be contacted by phone at 703-281-7100, by e-mail at gail@waldmanadvisers.com, or by writing to her at Waldman Financial Advisers 501 Church Street NE, Suite 110 Vienna, VA 22180.

DBS Item 1 Cover Page

Disclosure Brochure Supplement (DBS) March 22, 2011

Gail L. Waldman, CFP®, CFP®™, AEP®
Investment Adviser Representative
Chief Compliance Officer

CRD Number: 4258085

This Disclosure Brochure Supplement provides information about Gail Waldman that supplements WFA's Disclosure Brochure referenced above. If you have any questions about the contents of WFA's Disclosure Brochure and this Disclosure Brochure Supplement, please contact Gail Waldman by phone at 703-281-7100 or e-mail at gail@waldmanadvisers.com. Additional information about WFA available on the SEC's website at: www.adviserinfo.sec.gov.

DBS Item 2 Educational Background and Business Experience

Business Background over the last five (5) years:

- Waldman Financial Advisers, Vienna, VA, Investment Adviser, Managing Principal, Chief Compliance Officer, IAR (5-08 to present);
- Cambridge Investment Research, Inc., Vienna, VA, Broker-Dealer, Registered Principal, (2-08 to present)
- Cambridge Investment Research Advisors, Inc., Vienna, VA, Investment Adviser, IAR, (2-08 to 5-08)
- Continuity Partners Group, LLC, Vienna, VA, Broker-Dealer/Investment Adviser, Member (6-10 to present)
- JDR Courts, Vienna, VA, Mediator for a variety of family law issues and other dispute resolution issues, (3-11 to present)
- Securities America, Inc., Vienna, VA, Broker-Dealer, Registered Principal, (2-01 to 1-08)
- Securities America Advisors, Inc., Vienna, VA, Investment Adviser, IAR, (8-02 to 1-08)

Designations

- **Certified Financial Planner - (CFP®)** is a professional designation for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board). A CFP® candidate must meet several requirements:
 - Have a bachelor's degree or higher from an accredited U.S. college or university and master a list of nearly 100 topics on integrated financial planning.
 - Complete a 10-hour multiple choice exam that is designed to assess the student's ability to apply his or her knowledge to the various areas to financial planning.
 - Have three years of work experience in the financial planning field or related professions.
 - Once the CFP® designation has been earned each Certificant is required to adhere to the CFP Board Code of Ethics and Professional Responsibility and to the Financial Planning Practice Standards. The CFP Board has the right to enforce them through its Disciplinary Rules and Procedures. To maintain certification, each Certificant is also required to complete ongoing continuing education requirements and pay an ongoing licensing fee.
- **Accredited Estate Planner® - (AEP®)** designation is available to attorneys, Chartered Life Underwriters, Certified Public Accountants, Certified Trust and Financial Advisors, Chartered Financial Consultants, and Certified Financial Planners®. The AEP® designation is awarded by the National Association of Estate Planners & Councils (NAEPC) to recognized estate planning professionals who meet special requirements of education, experience, knowledge, professional reputation, and character. The following are the AEP® designation requirements as established by the NAEPC:
 - The applicant must provide documentation of being licensed to practice law as an Attorney (JD) or to practice as a Certified Public Accountant (CPA), or of being currently designated as a Chartered Life Underwriter® (CLU®), Chartered Financial Consultant® (ChFC®), Certified Financial Planner (CFP®), or Certified Trust & Financial Advisor (CTFA), in any jurisdiction of the United States of America.
 - The applicant must be presently and significantly engaged in "estate planning activities" as an attorney, an accountant, an insurance professional and financial planner, or a trust officer.
 - A minimum of five (5) years of experience engaged in estate planning and estate planning activities is required in one or more of the professional disciplines described above. To be exempt from the education requirements described below, an applicant must have a minimum of fifteen (15) years of

experience engaged in estate planning and estate planning activities in one or more of the professional disciplines described above.

- Applicants must successfully complete two graduate level courses through a college, university or schools of law that meets the educational requirements set by the NAEPC.
- To maintain the AEP® designation, each applicant is required to complete ongoing continuing education requirements and pay an ongoing licensing fee.

Certified Divorce Financial Analyst – (CDFA™) - specializes in the financial issues surrounding divorce. The role of the CDFA™ includes acting as an advisor to one party's divorce lawyer, or as a mediator for both parties. A CDFA™ uses his or her knowledge of tax law, asset distribution, and short- and long-term financial planning to achieve an equitable settlement. To become a CDFA™, a person must have two years of financial planning or legal experience. After attaining the proper work experience, candidates are required to complete a four-step modular program and exam designed by the Institute For Divorce Financial Analysts – (IDFA). The program is a self-study system, covering financial and tax issues, with case studies of divorce settlements.

Education

- Simpson College, Indianola, IA, BA in Political Science, Dates, (8/75 to 5/78)
- Florida Institute of Technology, Melbourne FL, MS in Contracts & Acquisition Management, (8/95 to 9/98)

DBS Item 3 Disciplinary Information

- IAR has no material disciplinary information history to disclose.

DBS Item 4 Other Business Activities

- **Broker-Dealer**

IAR is also a registered representative of Cambridge Investment Research, Inc. (Cambridge) a registered broker-dealer (BD). In this capacity, IAR will be paid commissions for the sale of securities or other investment products, including service (trail) fees from the sale of mutual funds and variable annuities. If you elect to purchase securities through IAR in her role as a registered representative, this will not occur in advisory accounts of WFA but rather in brokerage accounts held at the BD. This presents a conflict of interest as it gives IAR an incentive to recommend investment products based on the compensation received, rather than on your needs. To address this conflict, IAR will only receive commissions for the sale of securities or other investment products when selling securities through the BD. You always have the option to purchase securities or other investment products that IAR recommends through other unaffiliated brokers-dealers. IAR currently spends less than 5% of his business time on these BD activities.

- **Insurance**

IAR is licensed as an insurance agent. In this capacity IAR will be paid commission for the sales of fixed insurance products. This presents a conflict of interest as it gives IAR an incentive to recommend insurance products based on the compensation received, rather than on your needs. You always have the option to purchase insurance products that IAR recommends through other unaffiliated insurance agencies or companies. IAR currently spends less than 5% of her business time on her insurance activities.

General Client Conflict Resolution

IAR addresses conflicts with his/her other business activities by doing the following:

IAR must disclose any potential or actual conflicts of interest when dealing with clients.

IAR is subject to the following specific obligations when dealing with clients:

- The duty to have a reasonable, independent basis for his/her investment and other financial advice;
- The duty to ensure that all investment and financial advice is suitable to meeting the client's individual objectives, needs, and circumstances; and,
- A duty to be loyal to clients.

DBS Item 5 Additional Compensation

WFA and IAR may establish relationships with unaffiliated registered investment advisers that offer a variety of investment advisory programs and services that include asset management programs, separate account portfolio management programs, asset allocation programs, wrap fee programs, and financial planning services. If a client is referred to one of these unaffiliated registered investment advisers, WFA and IAR may receive referral fees from the

unaffiliated registered investment advisers. These arrangements will be described in these unaffiliated investment adviser's disclosure brochures and referral disclosure statements.

DBS Item 6 Supervision

Mark Waldman is Gail Waldman's supervisor. He may be contacted by phone at 703-281-7100, by e-mail at mark@waldmanadvisers.com or by writing to him at Waldman Financial Advisers, 501 Church Street NE, Suite 110 Vienna, VA 22180.

PRIVACY POLICY NOTICE

Waldman Financial Advisers, LLC
501 Church Street NE, Suite 110
Vienna, VA 22180

Our Promise to You

As a client of WFA, you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

Information Provided by Clients

In the normal course of doing business, we typically obtain the following non-public personal information about our clients:

- Personal information regarding our clients' identity such as name, address and social security number;
- Information regarding securities transactions effected by us; and
- Client financial information such as net-worth, assets, income, bank account information and account balances.

How We Manage and Protect Your Personal Information

We do not sell information about current or former clients to third parties, nor is it our practice to disclose such information to third parties unless requested to do so by a client or client representative or, if necessary, in order to process a transaction, service an account or as permitted by law. Additionally, we may share information with outside companies that perform administrative services for us. However, our contractual arrangements with these service providers require them to treat your information as confidential.

In order to protect your personal information, we maintain physical, electronic and procedural safeguards to protect your personal information. Our Privacy Policy restricts the use of client information and requires that it be held in strict confidence.

Client Notifications

We are required by law to annually provide a notice describing our privacy policy. In addition, we will inform you promptly if there are changes to our policy.

Please do not hesitate to contact us with questions about this notice at 703-281-7100 or gail@waldmanadvisers.com.