

Part 2A of Form ADV: MPC Wealth Management Brochure



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This Brochure provides information about the qualifications and business practices of MPC Wealth Management. If you have any questions about the contents of this brochure, please contact Brian Kirkpatrick at 402.504.6250 or bkirkpatrick@mpcwealth.com, or write to 8401 West Dodge Road, Ste. 256, Omaha, NE 68114.

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. MPC Wealth Management is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about MPC Wealth Management also is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2 - Material Changes

There are no material changes to the previously filed ADV dated 3/31/2012. In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Brian Kirkpatrick at 402-504-6250 or at bkirkpatrick@mpcwealth.com.

Additional information about MPC Wealth Management is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with MPC Wealth Management who are registered, or are required to be registered, as investment adviser representatives of MPC Wealth Management.

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Brochure Supplement(s)

The supplement shown below is not applicable to MPC Wealth Management. Therefore, MPC is not required to include this supplement in this brochure.

- Part 2A, Appendix 1: The “Wrap Brochure” – MPC Wealth Management does not sponsor a wrap fee program. Therefore, **Part 2A, Appendix 1** is not applicable to MPC Wealth Management.

Item 4 – Advisory Business

MPC Wealth Management (MPC) has been providing investment management services to clients since 2009. MPC traces its roots through Bridges Investment Management, Inc., a related entity, back to 1945 when Marvin W. Bridges, Sr. became the first investment advisor in Nebraska and the 208th in the country to register under the Investment Advisor Act of 1940. The principal owners are Edson (Ted) Bridges III, Brian Kirkpatrick and Doug Plahn.

We provide investment management services to a wide range of clients, typically following the process outlined below:

- We will have an initial meeting with you to determine your investment goals and objectives as well as your level of risk tolerance, time horizon, tax situation and any special circumstances.
- We will then draft an investment policy statement that outlines what we have learned from our meeting which, once it meets with your approval, will provide us with the framework for the management of your portfolio. The investment policy statement will articulate your primary investment goals and objectives, tolerance for risk, and any other unique circumstances. It will also establish asset allocation ranges and targets and will describe any other parameters that will guide the management of your assets.
- We will then implement the investment policy statement by purchasing, selling, and managing portfolio assets in order to fulfill your investment objectives consistent with the your tolerance for risk , time horizon, and tax situation.
- After the initial investments are made, we will continually monitor them, making tactical adjustments to individual securities as well as to the overall asset allocation as the markets provide opportunities.
- We will meet with you periodically to review the investment policy statement and make changes to it as required, as your investment objectives and tolerance for risk may change over time. We will also review our progress toward your investment objectives, and we will discuss your portfolio construction in view of relevant economic and capital markets considerations.

As of Dec 31, 2011, we manage on a discretionary basis \$1,909,205 of assets for 13 portfolios.

Item 5 – Fees and Compensation

MPC Wealth Management (“MPC”) is primarily compensated with fees based on the assets managed by the company. Our fee schedule is listed below.

Fee Schedule:

<u>Assets Under Management</u>	<u>Basis Points</u>	<u>%</u>
0-5 million	100	1.00
5 million+	Negotiable	

We have a minimum fee of \$1,000 per year. We do not collect fees in advance. We collect fees quarterly based on the value of your account as of the most recently completed quarter for which services were rendered. A bill is submitted either directly to you or to the custodian of the assets managed, which then deducts the fee from your account. If your custodian pays our bill, the transaction is reported to you on the next statement produced. This is the only fee that our office will claim from your account unless there is a special project negotiated

separately. Any additional projects undertaken by MPC will be completed on an hourly basis at a rate agreed to by both parties in writing.

You may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. We do not receive compensation from any of the above mentioned fees.

If you decide to terminate our services, our Management Agreement requires 30 days notice, then we will pro-rate the bill for the time span covered in that final period where services were rendered.

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

MPC Wealth Management does not charge performance-based fees.

Item 7 – Types of Clients

We generally provide investment services to individuals, trusts, retirement plans and charitable organizations.

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

MPC Wealth Management utilizes a variety of security analysis methods including, but not limited to, fundamental, technical, and cyclical analysis.

We will implement investment strategies and tactics that we believe are appropriate given a client's unique investment objectives and tolerance for risk.

Our investment approach is generally long term in nature (investment time horizon longer than one year).

The investment strategies, approaches, and tactics that we employ may vary depending on the goals, objectives, and risk tolerance of specific clients, but in general, our investment strategies are:

- 1) long term in nature
- 2) emphasize high quality and/or investment grade securities
- 3) utilize a range of approaches to determine valuation and establish investment attractiveness
- 4) involve appropriate industry, sector, and individual security diversification

We believe these factors serve to mitigate portfolio risk, however, investing in securities involves risk of loss that you should be prepared to bear.

We may also utilize any of the following strategies where appropriate to achieve client investment objectives: short term purchases (securities sold within one year of purchase) and active trading (securities sold within 30 days of purchase).

We provide tactical asset allocation to clients across a diversified portfolio of primarily pooled product type investments (mutual funds and exchange traded funds). The material risk for each of these pooled products is better detailed in the prospectus of that investment and we will provide that document to you at your request.

The risks that arrive from our use of fundamental, technical and cyclical analysis would be that our fundamental analysis relies on incomplete or inaccurate data, and that we interpret that data in a manner than is inaccurate. Technical and cyclical analyses rely largely on opinion and experience when forecasting changes in direction. To the extent that our opinion is incorrect or our experience is wrong, your investments could experience declines.

We attempt to mitigate these risks through proper diversification in your portfolio. This diversification extends to the pooled product level as well.

Item 9 – Disciplinary Information

Neither MPC Wealth Management nor any member of MPC Wealth Management has been disciplined nor has any criminal or civil actions against them.

Item 10 – Other Financial Industry Activities and Affiliations

The following describes the entities which are related persons to MPC.

Other Investment Advisers:

Ted Bridges, Brian Kirkpatrick and Doug Plahn hold various executive, officer and director positions with the following investment adviser firms:

- Bridges Investment Management, Inc. (BIM) (SEC File No. 801-57056)
- Bridges Investment Counsel, Inc. (BIC) (SEC File No. 801-6004)
- Edson L. Bridges II d/b/a Bridges Investment Advisers (“BIA”) (SEC File No. 801-6004)

Our relationship with BIM stems from the fact that all of the partners of MPC are employees of BIM. Also a portion of the revenue earned by MPC is paid to BIM for the use of equipment and office space. We have an indirect relationship with BIC due to the close relationship of BIM with BIC. Information about BIM or BIC can be found at the SEC’s website. We do not believe that these relationships create a conflict of interest with clients.

Common Control Arrangements

In December 2000, Edson L. Bridges II, as sole proprietor of Bridges Investment Advisers (“BIA”), entered into a common control agreement with Ted Bridges, agreeing to exercise common control of BIA with respect to its management and operations, and investment advisory business, including supervision and control of BIA investment adviser representatives. This common control agreement was extended for an additional ten years in February 2011.

In December 2000, voting trusts were entered into under which Edson L. Bridges, II and Ted Bridges, as co-trustees, vote the shares representing greater than 80% of Bridges Investment Management, Inc. Class A voting common stock and greater than 80% of Bridges Investment Counsel, Inc. common stock. These voting trust agreements were extended for an additional ten years in March 2011.

In March 2011, Ted Bridges, as Managing Partner of MPC, entered into a common control agreement with Edson L. Bridges II agreeing to exercise common control of MPC with respect to its management and operations, and investment advisory business, including

supervision and control of MPC investment adviser representatives. This common control agreement is in effect for ten years.

The BIA common control agreement, the MPC common control agreement, and the BIC and BIM voting trusts were established to meet regulatory requirements of the Nebraska Department of Banking, Bureau of Securities requiring common control among entities that have investment adviser representatives registered with more than one registered investment adviser firm.

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

MPC Wealth Management (“MPC”) has adopted a Code of Ethics for all supervised persons of the Firm describing its high standard of business conduct and fiduciary duty to its clients. MPC supervised personnel are expected to adhere to the highest level of ethical standards in the conduct of their business. Moreover, MPC supervised persons are required to comply with all applicable state and federal laws and regulations, including federal securities laws, and general fiduciary principles.

The Code of Ethics includes, among other things, provisions relating to the confidentiality of client information, the duty to place the interests of clients first at all times, a prohibition on insider trading, restrictions on the acceptance of gifts, and personal securities trading procedures for Firm personnel. MPC personnel are required to certify annually that they have read and complied with all requirements of the MPC Code of Ethics. Violations or suspected violations of the MPC Code of Ethics are to be reported to the MPC Chief Compliance Officer. Retaliation against an individual reporting a violation or suspected violation is prohibited.

A copy of the MPC Code of Ethics is available upon request. Such request should be made to Brian Kirkpatrick, Chief Compliance Officer, at (402) 504-6250, or 256 Durham Plaza, 8401 West Dodge Road, Omaha, Nebraska 68114.

When consistent with clients’ investment objectives, the Firm may cause accounts over which it has management authority to purchase or sell securities in which MPC and/or its employees have a position of interest. Subject to the Firm’s Code of Ethics and applicable laws, personnel of MPC may trade for their own accounts in securities which are recommended to and/or purchased for the Firm’s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of MPC’s employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code of Ethics requires pre-clearance of many transactions and restricts trading in close proximity to client trades. Nonetheless, because in some instances employees could invest in the same securities as clients, it is possible that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between MPC and its clients.

Item 12 – Brokerage Practices

MPC Wealth Management utilizes services provided by Charles Schwab & Co. in the custody and statement production portion of our business, therefore prospective clients of MPC are made aware of this relationship and know that working with us requires a Schwab account. As a discount broker Schwab provides our clients with low commissions as well as with competitive services and products. Schwab does provide MPC with some research material, but this research is for the benefit of all of our clients and no additional commissions are paid to receive it.

We do not receive client referrals from Schwab nor do we receive any compensation from them.

We will aggregate the purchase or sale of securities for various client accounts when doing so provides all of the clients the best opportunity to get the best fill and lowest cost on the transaction. When trade aggregation is used and the trade is not completed, we allocate the completed shares on a pro-rata basis.

Item 13 – Review of Accounts

The models which drive investments for various client accounts are reviewed monthly by Ted Bridges, Brian Kirkpatrick, Doug Plahn and Aaron Foster, all partners of MPC Wealth Management. Changes to portfolios come about from changes to those models as a result of these reviews. Portfolios are reviewed no less frequently than quarterly to ensure that the portfolio is in line with the investment objectives determined with the client at the outset of the relationship. Those investment objectives are then updated annually if needed after review with the client and appropriate changes are then made to the portfolio.

You will receive a portfolio report either monthly or quarterly. These reports will detail portfolio holdings, purchases and sales affected during the previous period.

Item 14 - Client Referrals and Other Compensation

While client referrals are always welcome and appreciated, we do not provide any compensation or other economic benefit in exchange for referrals.

We do not receive compensation or any other economic benefit from other entities for providing you with investment management.

Item 15 – Custody

MPC Wealth Management does not have custody of client assets.

Item 16 – Investment Discretion

In nearly every instance we would prefer having total discretionary authority in the management of your account. In order to adjust to a fast paced marketplace, we are better able to serve you with this type of authorization. Some clients may place limitations on this authority when they have specific stocks or sectors that they do not wish to be invested in. For example you may not want to own tobacco stocks in your account and may place a restriction or limitation on our authority as such. A limited power of attorney is used to empower us to undertake these types of actions on your behalf.

Item 17 – Voting Client Securities

MPC has adopted and implemented policies and procedures that it believes are reasonably designed to ensure that proxies are voted in the best interest of clients, in accordance with the Firm's fiduciary duties and SEC Rule 206(4)-6 under the Investment Advisers Act of 1940. In addition, MPC's proxy voting policies reflect the long-standing fiduciary standards and responsibilities for ERISA accounts set out in the Department of Labor Bulletin 94-2, 29 C.F.R. 2509.94-2 (July 29, 1994).

On any account where we have the authority to vote proxies, we will exercise those responsibilities solely with a goal of maximizing the long-term value of your investments.

The management of MPC strongly believes that sound corporate governance is an important element in maximizing shareholder value. Our policy and guidelines on voting proxies is segmented into six areas: executive and director compensation, shareholder rights, changes in corporate control, election of directors, approval of independent auditors, and corporate/social policy issues. Proxy proposals can be complex and their economic impact is subject to professional interpretation and judgment. MPC officers and employees will use this proxy voting policy as a guideline, but each voting decision involves a unique set of facts that we will need to consider in determining whether the vote is in the best interests of the client.

MPC may abstain from voting or decline to vote proxies where, in its opinion, the cost of voting the proxy exceeds the economic value of the expected effect of the vote on the client's investment. This may occur when there are a small total number of shares owned by you or other MPC clients, or when an extraordinary effort will be required by MPC to interpret the proxy statement, such as in the case of some foreign securities.

You can obtain a record of how we voted your proxies as well as a copy of our proxy voting policies and procedures from Brian Kirkpatrick, Chief Compliance Officer of MPC. Mr. Kirkpatrick can be reached via email at bkirkpatrick@mpcwealth.com or by mail at 8401 W Dodge Rd, Ste 256, Omaha, NE 68114.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about MPC's financial condition. MPC has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.