

Bridgewater Wealth & Financial Management, LLC Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Bridgewater Wealth & Financial Management, LLC (“BWFM”). If you have any questions about the contents of this brochure, please contact us at 301-656-1200. 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.

BWFM is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about BWFM is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Item 2. Material Changes

This Brochure has been updated since its initial filing with the SEC in March 2011. However, none of those updates have been deemed material by BWFM.

A copy of BWFM's complete Form ADV Brochure and Brochure Supplement is available without charge by contacting BWFM at 301-656-1200. Additional information about BWFM is also available on the SEC's website at: www.adviserinfo.sec.gov.

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Item 4. Advisory Business

Firm History and Principal Owners

BWFM was founded in January 2010 and is primarily owned by Focus Operating, LLC. Focus Operating, LLC is owned by Focus Financial Partners, LLC (“Focus”), which is owned by Summit Venture VI-A, L.P. Information about these entities is contained below in Item 10, *Other Financial Industry Activities and Affiliations*. BWFM is managed on a day-to-day basis by Ronald Rubin, BWFM’s Managing Principal and Chief Compliance Officer.

Ronald Rubin created the entities that merged to form BWFM, Bridgewater Wealth Management and Rubin, Kasnett & Associates, in 1996.

As of January 1, 2012, BWFM managed approximately \$179,300,000 on a discretionary basis and \$26,700,000 on a non-discretionary basis on behalf of approximately 120 clients.

Services Provided

BWFM provides investment management services on a discretionary and non-discretionary basis to clients. BWFM will assist a client in determining the client’s needs and risk tolerance through the use of an Asset Optimization Model for asset allocation. Based upon this determination, BWFM will then implement appropriate mutual funds, ETFs, private investment funds, and/or investment managers (collectively, “Investment Managers”) within each asset class that meet the client’s individual requirements. Once implemented, the portfolio will be monitored by BWFM and when necessary and appropriate, subsequent modifications to a client’s asset allocation or the specific Investment Managers will be implemented by BWFM in accordance with the investment goals and objectives established by the client. Each client will be provided the opportunity to place reasonable restrictions on the types of investments that may be recommended by BWFM.

For a number of clients, BWFM has executed discretionary agreements. These agreements are intended to facilitate the engagement/disengagement of third party managers on behalf of clients.

When the services provided are non-discretionary in nature, clients must approve the initial implementation and all subsequent changes to the asset allocation.

Additional information about Investment Managers, investment strategies, advisory fees and other pertinent information is available and provided in the Form ADV Part 2 or other disclosure brochure of the Investment Managers.

BWFM will also manage certain limited portions of client accounts using a strategy known as DALI, as well as other tactical strategies, which are based on the research of Dorsey Wright & Associates (“DWA”). Clients will generally have their assets managed on a discretionary basis within this strategy.

Within its non-discretionary capacity, BWFM may, without specific approval by the client, purchase or sell securities to meet the cash needs of the client. These purchases and sales will be executed in a manner such that the resulting allocations will generally match the allocation in the account prior to the purchase or sale.

In addition to investment advisory services, BWFM also provides tax advisory and financial management services for individuals and organizations, as further discussed below in Item 10, *Other Financial Industry Activities and Affiliations*.

Item 5. Fees and Compensation

Information on Fees

The annual fee for BWFM's investment management services, based on the market value of the client's account at the end of the previous calendar quarter, is as follows:

Size	Fees (basis points)
First \$5,000,000	100 b.p.
Next \$5 Million	75 b.p.
Next \$15 Million	50 b.p.
Next \$25 Million	40 b.p.
Thereafter	30 b.p.

There is a minimum advisory fee of \$1,250 per quarter for services rendered by BWFM.

Clients are invoiced in advance (at the beginning) of each calendar quarter based upon the quarter-end values of the clients' account during the previous quarter. The fees charged by BWFM are not based on the capital gains or the capital appreciation of any funds of any client. Related clients' accounts may be aggregated for purposes of calculating fees.

The fee for the calendar quarter in which the investment advisory agreement becomes effective (as of the date the contract was signed) will be prorated for the number of days remaining in the quarter.

Clients participating in the DALI strategy, as well as other tactical strategies, will be charged an additional 25 basis points annually on the portion of their portfolios allocated to these strategies.

For purposes of calculating fees, the assets of each client will be aggregated to determine the overall fee percentage. When requested by the client, BWFM will provide its investment management services to the client's cash balance portion of its asset allocation model and charge an asset-based fee for such management. In such cases, the cash balances will be reported on the client's quarterly statement from BWFM.

BWFM may charge accounts that do not allow for electronic downloading of information a nominal fee of \$157.50 per quarter.

Fees are negotiable. Some clients pay a fixed fee for investment management services.

If clients make a single contribution greater than \$150,000 during the quarter, BWFM reserves the right to bill the client for a pro-rata portion of the contributed assets to the investment account. Clients will be provided with a pro-rata refund when clients withdraw funds greater than \$150,000 in a single instance from the investment account during a calendar quarter.

In some instances, precise account balances are unavailable to BWFM on a timely basis. BWFM's billing in those situations is therefore based on the most current information available when fees are calculated.

The fees charged by BWFM are separate and distinct from the fees charged by recommended Investment Managers. A description of these Investment Manager fees is available in each mutual fund's prospectus and private investment fund's and investment manager's disclosure documents. Similarly, BWFM's fees are separate and distinct from the fees and expenses charged by mutual funds and private investment funds which may be purchased by a recommended Investment Manager. These fees are also separate from any custodial fees. A description of these fees and expenses is available in each fund's prospectus and disclosure document.

A client could invest with independent investment managers directly, without the services of BWFM. In that case, the client would not receive the services provided by BWFM which are designed, among other things, to assist the client in determining which investments are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the total expenses to invest with the investment managers and the fees charged by BWFM to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients will also incur brokerage and other transaction costs, as further described in Item 12 - *Brokerage Practices* below.

BWFM does not independently value any private securities held in client accounts. The quarterly financial information provided by the private funds themselves will be used as the basis for client reporting and fee billing (where a client pays an asset-based fee). This valuation is determined independently of BWFM.

For marketable securities, the prices provided by custodians are used for client reporting and fee billing.

Termination

A client's agreement may be terminated at the end of any month following thirty days' prior written notice from the terminating party to the other party. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Item 6. Performance Based Fees and Side-by-Side Management

BWFM does not charge any performance fees.

As further discussed below in Item 10, *Other Financial Industry Activities and Affiliations*, Larkmeade Strategies, LLC allocates to Larkmeade Management, LLC (“LMM”) at the end of each fiscal year 10% of its net profits for the fiscal year, subject to a high water mark. The net profits are measured on each individual investor’s capital account. LMM is owned and controlled by Ronald Rubin, its Managing Member.

This allocation, which is deemed to be a performance based fee, may create an incentive to favor Larkmeade Strategies, LLC over BWFM accounts in the allocation of investment opportunities. BWFM and LMM have procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Furthermore, this conflict is mitigated by the fact that Larkmeade Strategies, LLC has a divergent investment objective relative to BWFM clients such that no investment would be appropriate for Larkmeade Strategies, LLC and BWFM clients. The only exception to this divergence would be BWFM’s and LMM’s use of the DALI as well as other tactical strategies, which involve trading in highly liquid mutual funds, ETFs, and equities. The DALI and other tactical strategies are further discussed below in Item 8, *Methods of Analysis, Investment Strategies and Risk of Loss*.

Item 7. Types of Clients

BWFM offers its investment management services to individuals, corporations, pension and profit sharing plans, and trusts and estates.

BWFM recommends a minimum account size of \$1 million for advisory clients. There is no mandated minimum account size.

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

Methods of Analysis and Investment Strategy

BWFM recommends various investment strategies when providing asset allocation recommendations to clients. The recommended strategies are based upon a client's goals and objectives. BWFM will evaluate various investment alternatives, (e.g., various asset allocations for investment with Investment Managers) to form a basis for the client in determining the strategies needed to achieve the client's investment goals and objectives.

Fortigent

BWFM uses asset optimization models to determine appropriate asset classes for client investment. Based on the determination of the model, BWFM will recommend Investment Managers selected according to the investment objectives and risk tolerance level of the client. Specific securities analysis methods are determined by the recommended Investment Managers.

The asset allocation models are developed with the assistance of Fortigent, LLC ("Fortigent"), an SEC registered investment adviser unaffiliated with BWFM. Clients are not assessed a fee by Fortigent. Fortigent may assist BWFM in the selection of the Investment Managers, and will generate performance reports for BWFM that are distributed to clients.

BWFM will use databases of Investment Managers' performance provided by Fortigent and other vendors. BWFM does not independently audit or verify the performance figures reported by Investment Managers that appear in these databases.

DALI and Other Tactical Strategies

In managing certain portion of clients' portfolios, BWFM may utilize the DALI technical analysis strategy, as well as other tactical strategies, provided by DWA, also an investment adviser registered under the Advisers Act. DWA believes that technical analysis, and in particular the laws of supply and demand, offer the discipline to make timely purchases and sales.

One of the most important considerations when investing is determining whether to take an offensive or defensive posture. DWA strategies use technical market indicators, which have been in existence for almost forty years to determine whether offense or defense is dictated. Investments are avoided when supply is in control (defense), and made when demand is in control (offense).

Relative strength plays a very important role in this analysis. The relative strength charts typically lead to the selection of investments that DWA believes will have a higher probability of outperforming the market. DWA strategies are therefore designed to recommend the purchase of investments whose relative strength is on a buy signal. Furthermore, the goal is purchase the security (stock, bond, mutual fund, commodity, etc.) when the relative strength has recently turned positive, providing an opportunity to enjoy the gains as the security rises. There is also an

attempt to purchase securities that the DWA strategies indicate in a sector is oversold yet in a bullish mode. By purchasing on pullbacks, the risk/return ratio can be enhanced.

DWA strategies are considered a top-down approach to investing. Primary market indicators are first used to get a measure of overall risk. Next, broad market sectors are analyzed to determine the sectors or asset classes in favor. Finally, individual investments that have positive relative strength and have a high probability of outperforming the market (according to the technical analysis) are chosen.

Clients should be aware that the DWA strategies do not warrant full investment when alternative investment opportunities (including cash reserves) appear to be appropriate. It is DWA's belief that the uncertainty and risk in investing can be reduced and controlled, and that avoiding severe losses is the most important factor in determining overall portfolio performance over the course of an entire market cycle.

Neither BWFM, nor any person associated with BWFM, is affiliated in any way with DWA.

Risk of Loss - General

All investing involves a risk of loss and the investment strategy offered by BWFM could lose money over short or even long periods. Performance could be negatively impacted by a number of different market risks including, but not limited to, that portfolio management techniques used by BWFM may not produce the desired results. This could cause accounts to decline in value. In addition, BWFM may rely on information that turns out to be wrong. BWFM selects investments based, in part, on information provided by issuers to regulators or made directly available to BWFM by the issuers or other sources. BWFM is not always able to confirm the completeness or accuracy of such information, and in some cases, complete and accurate information is not available. Incorrect or incomplete information increases risk and may result in losses.

Potential Risks of Investing in Securities Purchased in Mutual Funds, ETFs, and by Investment Managers:

Stock Market Risk - Stock market risk is the possibility that stock prices overall will decline over short or extended periods. Markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Investing in small- and medium-sized companies involves greater risk than is customarily associated with more established companies. Stocks of such companies may be subject to more volatility in price than larger company securities.

Foreign Securities Risk - Foreign securities are subject to the same market risks as U.S. securities, such as general economic conditions and company and industry prospects. However, foreign securities involve the additional risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency conversion; and pricing factors affecting investment in the securities of foreign businesses or governments.

Interest Rate Risk - Bonds also experience market risk as a result of changes in interest rates. The general rule is that if interest rates rise, bond prices will fall. The reverse is also true: if interest rates fall, bond prices will generally rise. A bond with a longer maturity (or a bond fund with a longer average maturity) will typically fluctuate more in price than a shorter term bond. Because of their very short-term nature, money market instruments carry less interest rate risk.

Credit Risk - Bonds and bond mutual funds are also exposed to credit risk, which is the possibility that the issuer of a bond will default on its obligation to pay interest and/or principal. U.S. Treasury securities, which are backed by the full faith and credit of the U.S. Government, have limited credit risk, while securities issued or guaranteed by U.S. Government agencies or government-sponsored enterprises that are not backed by the full faith and credit of the U.S. Government may be subject to varying degrees of credit risk. Corporate bonds rated BBB or above by Standard & Poor's are generally considered to carry moderate credit risk. Corporate bonds rated lower than BBB are considered to have significant credit risk. Of course, bonds with lower credit ratings generally pay a higher level of income to investors.

Liquidity Risk - Liquidity risk exists when a particular security is difficult to trade. A mutual fund's investment in illiquid securities may reduce the returns of the mutual fund because the mutual fund may not be able to sell the assets at the time desired for an acceptable price, or might not be able to sell the assets at all.

Call Risk - Many fixed income securities have a provision allowing the issuer to repay the debt early, otherwise known as a "call feature." Issuers often exercise this right when interest rates are low. Accordingly, holders of such callable securities may not benefit fully from the increase in value that other fixed income securities experience when rates decline. Furthermore, after a callable security is repaid early, a mutual fund would reinvest the proceeds of the payoff at current interest rates, which would likely be lower than those paid on the security that was called.

Objective/Style Risk - All of the mutual funds and investment managers are subject, in varying degrees, to objective/style risk, which is the possibility that returns from a specific type of security in which a mutual fund or manager invests will trail the returns of the overall market.

U.S. Government Agency Securities Risk - Securities issued by U.S. Government agencies or government-sponsored entities may not be guaranteed by the U.S. Treasury. If a government-sponsored entity is unable to meet its obligations, the securities of the entity will be adversely impacted.

Potential Risks of Investing in Private Investment Funds:

Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Investing in private investment funds is intended for experienced and sophisticated investors only who are willing to bear the high economic risks of the investment. Investors should carefully review and consider potential risks before investing. Certain of these risks may include loss of all or a substantial portion of the

investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing, and advisor risk. Each prospective client investor will be required to complete a subscription agreement with the private investment fund itself, pursuant to which the client investor shall establish that he/she/it is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment. Private investment funds have liquidity risk and investors may not be able to redeem their investment per the offering document's disclosures. In addition, BWFM may recommend a particular fund to many clients and a subsequent recommendation to terminate that fund from client portfolios may result in liquidity constraints impacting the redemptions from the fund.

Item 9. Disciplinary Information

BWFM and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Item 10. Other Financial Industry Activities and Affiliations

General

Neither BWFM nor any of its related persons receive any form of compensation from any recommended Investment Manager.

Personnel of BWFM may be investors and/or partners/members in private investment partnerships, limited liability companies, or corporations that invest in securities or private equity opportunities. Certain of the investors in the private investment partnerships, limited liability companies or corporations may also independently be clients of BWFM. BWFM does not act as an adviser, sponsor or placement agent for these private investment partnerships, limited liability companies or corporation.

Focus

BWFM is part of the Focus network. As such, BWFM is a wholly-owned subsidiary of Focus Operating, LLC, which is a wholly-owned subsidiary of Focus. Focus also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial service firms (the “Focus Partners”). The Focus Partners provide wealth management, benefit and investment consulting services, serving individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds or limited liability companies as disclosed on their respective Schedule Ds of Part 1A of Form ADV.

BWFM’s clients generally are not solicited to invest in any other Focus Partners’ advisory services, and generally Focus Partners do not recommend securities, services, or other investment products of other Focus Partner firms (unless so disclosed on their respective Forms ADV and with the clients’ informed consent), nor are any transactions executed through another Focus Partner’s affiliated broker-dealer. Further, the Focus Partners do not market their services or share client information amongst each other without prior client consent, and management of the other Focus Partners is not involved in the management of BWFM.

A list of the affiliated investment advisers and broker-dealers can be found on BWFM’s Form ADV Part 1 Schedule D, and additional information about Focus can be found at www.focusfinancialpartners.com.

Other Services Provided by BWFM and Ronald Rubin

In addition to investment advisory services, BWFM also provides tax advisory and financial management services for individuals and organizations

Tax Advisory Services for Individuals and Organizations

- Comprehensive federal and state tax planning
- Tax events strategies
- State and federal tax preparation, including multi-state returns

- Yearly and quarterly household employee and other payroll compliance
- Representation before the IRS and other authorities
- Tax consulting

Financial Management Services for Individuals

- Personal CFO
- Cash flow and spending budgets
- Cash management, including bill paying
- Monthly, quarterly and annual financial reports
- Second career and retirement planning
- Review of all potential business opportunities
- Concierge services including car leases, mortgages and insurance coverage
- Coordination of all banking relationships
- Coordination of all necessary business and financial matters
- Estate Planning

Financial Management Services for Organizations

- Cash management, budgeting and financial analysis
- Monthly bookkeeping, general accounting
- Monthly, quarterly and annual financial reports
- Accounts receivable/payable and monthly bank reconciliation
- Payroll and Human Resource Administration
- Employee retirement plan administration
- Merger, acquisition and ad hoc business analysis
- Contract management and business insurance
- Establishment and ongoing administration of charitable foundations

Ronald Rubin will spend approximately 25% of his time on activities related to the tax advisory and financial management services provided by BWFM. Mr. Rubin may recommend the investment advisory services of BWFM to tax advisory and financial management clients; conversely, the tax advisory and financial management services of BWFM may be recommended to investment advisory clients. As such, clients should be aware that a conflict of interest is inherent in such cross-promotion.

Other Financial Industry Activities of Ronald Rubin

In his separate capacity as a CPA, Mr. Rubin may provide advice about securities which is incidental to his CPA practice. However, the offering of investment advice by BWFM is entirely separate and distinct from any recommendations made by Mr. Rubin in his separate capacity as a CPA.

Mr. Rubin is a Board Member of Monument Bank, of which he has a non-material percentage of ownership and spends a non-material amount of time. Mr. Rubin participates in an incentive plan that rewards him with a nominal number of options in exchange for the referral of the bank's

services and products, which include services and products that may be recommended to BWFM clients.

Fortigent

Fortigent has a related entity, Fortigent Strategies Company, which is the administrative manager of a number of private funds. Fortigent serves as the investment adviser to each of these funds.

- Directional Quantitative Equity Fund, LLC is a feeder fund that invests substantially all of its assets in the Renaissance Institutional Equities Fund LLC (“RIEF”). RIEF is designed to have relatively low volatility, a relatively low beta and average holding times in excess of one year. RIEF’s investment universe consists of U.S. equities only, but RIEF may trade stock index futures to reduce risk.
- Discretionary Managed Futures Fund, LLC is a feeder fund that invests substantially all of its assets in the Blenheim Fund, LLC (“Blenheim”). Blenheim seeks substantial capital appreciation through consistency of performance, control of volatility through implementation of risk control parameters and trading strategies, and diversification through investment in a wide range of markets. Blenheim pursues those objectives by trading futures, physicals, options and forward contracts in, inter alia, the global fixed income currency, stock index, energy and commodities markets. Blenheim’s strategy may also include other investment instruments, including transactions in securities, fixed income instruments and swaps.
- Global-Event Driven Fund, LLC is a feeder fund that invests substantially all of its assets in Owl Creek II, L.P. (“Owl Creek”). Owl Creek’s investment objective is to seek above average returns through an opportunistic event-driven value strategy with a focus on capital preservation. Owl Creek has the ability to invest in both long/short distressed debt and long/short value equity of both U.S. and non-U.S. issuers.
- Ironwood Partners Access Fund, LLC is a feeder fund that invests substantially all of its assets in Ironwood Partners L.P. (“Ironwood Partners”). Ironwood Partners’ investment objective is to seek substantial capital appreciation with limited variability of returns. Ironwood Partners allocates capital among a number of independent investment managers acting through pooled entities such as limited partnerships, limited liability companies and offshore corporations or through managed accounts, the majority of which employ “relative value” and arbitrage strategies.
- The Small Cap Long Short Fund, LLC is a feeder fund that invests substantially all of its assets in Chilton Small Cap Partners, L.P. (“Chilton”). Chilton’s investment objective is to produce superior investment returns to its benchmarks throughout various market cycles, primarily by investing in the securities of smaller capitalization companies with strong, experienced management teams and significant revenue and earnings potential. Chilton may utilize various defensive strategies, including short selling and other hedging techniques, to protect and enhance the fund’s capital.

Fortigent, Fortigent Strategies Company, and their affiliates receive compensation for managing and/or operating these funds. As a result of these affiliations, Fortigent has an interest in recommending to BWFM that BWFM's clients should invest in these funds. Investors must meet the definition of "accredited investor" and "qualified client" and in some cases "qualified purchaser" in order to invest. BWFM receives no compensation nor does it receive any offset in fees payable to Fortigent for placing clients in these funds, thereby mitigating this potential conflict of interest.

LMM

Founded in 2006, LMM is a Maryland limited liability company that is owned and controlled by Ronald Rubin, its Managing Member. LMM is registered as an investment adviser with the State of Maryland. As of December 31, 2011, LMM managed approximately \$4,949,000 on a discretionary basis on behalf of a private pooled investment fund. LMM also serves as the managing member to the private pooled investment fund. Mr. Rubin spends approximately 5% of his time on matters related to LMM.

LMM serves as the managing member and investment adviser to Larkmeade Strategies, LLC. LMM manages Larkmeade Strategies, LLC on a discretionary basis and is authorized to enter into any type of investment transaction that it deems appropriate under the terms of the operating agreement.

Larkmeade Strategies, LLC pays a 1% management fee to LMM, billed quarterly in advance. The fund also allocates to LMM at the end of each fiscal year 10% of the vehicle's net profits for the fiscal year, subject to a high water mark. The net profits are measured on each individual investor's capital account.

Additionally, Larkmeade Strategies, LLC bears its own operating expenses, including, but not limited to, fees and expenses associated with its investment program (e.g., for all costs, fees and expenses incurred in connection with the purchase, sale or carrying of any security or investment, including, but not limited to transaction costs). Larkmeade Strategies, LLC will bear additional expenses such as the fees and expenses of professionals retained by Larkmeade Strategies, LLC to advise it in connection with its investment activities, legal expenses, internal and external accounting, audit and tax preparation expenses, administrative expenses, interest, taxes, costs and other expenses associated with the operation of Larkmeade Strategies, LLC, as applicable.

BWFM currently provides the accounting and consulting services to Larkmeade Strategies, LLC. These services are provided at or below BWFM's customary rates.

Only persons with whom BWFM, LMM, or Mr. Rubin have substantial preexisting business relationships have been permitted to invest in Larkmeade Strategies, LLC. Certain of the investors in Larkmeade Strategies, LLC are also clients of BWFM. BWFM did not exercise investment discretion on behalf of any client to invest in Larkmeade Strategies, LLC and does not charge an investment advisory fee on the value of clients' interests in Larkmeade Strategies, LLC. Also, BWFM, LMM, or Mr. Rubin or their related entities do not receive placement fees with respect to investments in Larkmeade Strategies, LLC.

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

Mr. Rubin manages his own personal investments and in that capacity is an investor, partner or member in various pooled investment vehicles that invest in securities, other pooled investment vehicles, or real estate. Certain of the investors in the private investment partnerships, limited liability companies or corporations may also independently be clients of BWFM.

BWFM and its employees may also buy and sell the same securities that may be recommended to clients. If the possibility of a conflict or interest occurs, the client's interest will prevail. It is the policy of BWFM that priority will always be given to the client's orders over the orders of an employee of BWFM.

To avoid any potential conflicts of interest involving personal trades, BWFM has adopted a Code of Ethics ("COE"), which includes personal trading reporting and review policies and procedures and insider trading policies and procedures. BWFM's COE requires, among other things, that employees:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of BWFM above one's own personal interests;
- Adhere to the fundamental standard that one should not take inappropriate advantage of his or her position;
- Avoid any actual or potential conflict of interest wherever possible;
- Conduct all personal securities transactions in a manner consistent with the COE;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on oneself and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve one's professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

BWFM's COE also requires employees to: 1) pre-clear certain personal securities transactions; 2) report personal securities transactions on at least a quarterly basis; and 3) provide BWFM with a detailed summary of certain holdings and securities accounts (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest.

A copy of BWFM's COE is available to any client or prospective client by contacting BWFM's Chief Compliance Officer at 301-656-1200.

In the normal course of business, managers, members and/or associated persons of BWFM may provide gifts and gratuities to various clients and other persons. These gifts, gratuities and contributions are not premised upon any specific client referrals or any expectation of any other type of benefit to BWFM.

Item 12. Brokerage Practices

General

While BWFM generally does not have brokerage discretion over client accounts, with respect to those portions of portfolios managed on a discretionary basis, BWFM will normally have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, the timing of such transactions, and (absent client direction) the broker to be used for executing the transaction(s).

At the client's request, BWFM may recommend broker-dealers to execute transactions for the client's account. BWFM, in recommending broker-dealers to execute portfolio transactions for the client's account, may consider the quality and reliability of the brokerage services, as well as research and investment information and other services provided by the brokers or dealers. Commission rates, being a component of price, are one factor considered by BWFM together with other factors. In making broker-dealer recommendations, BWFM is not obligated to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction for the client's account or recommend any broker or dealer on the basis of its purported posted commission rate. Accordingly, recommended brokers or dealers may charge commission rates in excess of the amounts another broker or dealer would have charged for effecting transactions when BWFM has determined in good faith that the broker's or dealer's commission rates generally are reasonable in relation to the value of the brokerage and/or research provided by the broker or dealer. If the client selects its own broker or dealer to execute transactions for the client's account, the client may forfeit more favorable commission rates and execution rates and execution than would be the case if it utilized the broker dealer or dealer recommended by BWFM. BWFM's recommendation of broker-dealers will be consistent with its obligation to seek best execution.

Clients may have a pre-established relationship with a broker and they will instruct BWFM to execute all transactions through that broker. In directing the use of a particular broker or dealer, clients may lose out on a certain benefits that may otherwise be obtained and it should be understood that BWFM will not have authority to obtain volume discounts. Consequently, clients directing the use of a particular broker may not receive best execution.

BWFM attempts to negotiate the commission rate that a client is to pay to the broker-dealer that he or she has directed BWFM to use. The client either approves the commission rate negotiated by BWFM or separately determines the commission rate pursuant to his or her own efforts. In either procedure, the authority to negotiate and establish the rate is solely maintained by the client. A disparity in commission charges may exist between the commissions charged to a broker's clients.

Each Investment Manager that BWFM recommends to its clients generally will have investment discretion over that portion of the client's accounts managed by the particular Investment Manager. The client will have a direct contractual relationship with each such Investment Manager and should receive disclosures from each such Investment Manager of its practices,

including brokerage, aggregation of orders, and use by the Investment Manager of “soft dollars” to obtain research products and services from broker-dealers based on customer orders placed through the brokers. The designation by a client of a particular broker for execution of client account transactions (particularly if it differs from the brokers used by that Investment Manager for execution of most of the Investment Manager’s other clients’ accounts) may affect the commission rates and the method and pricing of execution of the client’s account transactions for the portion of the client’s portfolio managed by a particular Investment Manager. The client is urged to review each Investment Manager’s disclosures on brokerage practices in deciding whether to direct the Investment Manager to use a particular broker-dealer for execution of the client’s portfolio transactions.

Any trade errors will be rectified to make the client whole as if the error did not occur.

Order of Trading

Because BWFM provides investment advice to both discretionary and non-discretionary clients, there exists a potential conflict of interest between the timing of trades for discretionary clients and the seeking of approval for such trades from non-discretionary clients. As such, BWFM has adopted the following procedure that will apply when global trades/allocations occur:

1. Non-discretionary clients will be notified of the prospective trade.
2. After this notification is issued to all non-discretionary clients, discretionary clients will be traded.
3. Contemporaneous with or subsequent to the discretionary clients, non-discretionary clients will be traded as their approvals are received by BWFM.

Trade Aggregation

BWFM will aggregate where possible and when advantageous to clients for which it has discretionary trading authority. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients’ accounts. Block trading may allow BWFM to execute trades in a more timely and equitable manner. Clients that restrict BWFM to using a particular broker-dealer (or direct BWFM to use a particular broker-dealer) for executing their transactions generally will be unable to participate in aggregated orders and will be precluded from receiving the benefits, if any, of an aggregation which other clients may receive. Also, BWFM will generally execute aggregated orders for non-directed clients before executing orders for clients that direct brokerage.

BWFM generally does not aggregate orders for non-discretionary clients, which could potentially achieve a better average price on ETF transactions for these clients.

Schwab Advisor Services

For most clients, BWFM recommends the establishment of brokerage accounts with Charles Schwab & Co., Inc., a registered broker-dealer, to maintain custody of clients’ assets and to effect trades for their accounts.

Products and Services Available to BWFM from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like BWFM. They provide BWFM and its clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help BWFM manage or administer clients' accounts, while others help BWFM manage and grow its business. Schwab's support services generally are available on an unsolicited basis (BWFM does not have to request them) and at no charge as long as BWFM's clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If BWFM's clients collectively have less than \$10 million in assets at Schwab, Schwab may charge BWFM quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services that Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which BWFM might not otherwise have access or that would require a significantly higher minimum initial investment by BWFM's clients.

Services that May Not Directly Benefit Clients

Schwab also makes available other products and services that benefit BWFM but may not directly benefit clients. These products and services assist BWFM in managing and administering BWFM's clients' accounts. They include investment research, both Schwab's own and that of third parties. BWFM's may use this research to service all or a substantial number of its clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of BWFM's fees from BWFM's clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only BWFM

Schwab also offers other services intended to help BWFM manage and further develop its business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession

- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to BWFM. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide BWFM with other benefits, such as occasional business entertainment of BWFM personnel.

BWFM's Interest in Schwab's Services

The availability of these services from Schwab benefits BWFM because BWFM does not have to produce or purchase them. BWFM does not have to pay for Schwab's services so long as BWFM's clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon BWFM committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give BWFM an incentive to recommend that clients maintain accounts with Schwab, based on BWFM's interest in receiving Schwab's services that benefit BWFM's business rather than based on clients' interests in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. BWFM believes, however, that its recommendation of Schwab as custodian and broker is in the best interests of clients. BWFM's selection is primarily supported by the scope, quality, and price of Schwab's services. BWFM has over \$206 million in client assets under management, and it does not believe that recommending clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Item 13. Review of Accounts

Client accounts generally are reviewed monthly. The performance of Investment Managers is generally reviewed on a monthly basis. The timeliness of these reviews is based upon the accessibility of client information from selected investment Managers. All accounts are reviewed by Ronald Rubin along with other personnel of BWFM. Triggering factors include material changes in a client's financial situation, changes in an Investment Manager's management team or advisory fee, as well as political and economic events.

All clients receive a report on a quarterly basis. These reports detail the client's positions, gains and losses, income and expenses, and the performance of all Investment Managers.

Item 14. Client Referrals and Other Compensation

BWFM has a client referral fee program whereby a payment, based on a percentage of the investment management fee received by BWFM, is paid to employees, consultants, investment advisor representatives, and/or unaffiliated persons of BWFM. Referral fees are paid in strict accordance with Rule 206(4)-3 under the Advisers Act. BWFM does not charge clients referred by a solicitor a fee higher or lower than it charges to other similarly situated clients who were not referred by a solicitor.

An inherent conflict of interest arises on behalf of the solicitor because it is receiving an economic benefit for the referral or recommendation of BWFM's services. In all cases, BWFM will provide clients subject to a solicitation or referral fee a disclosure which they will be required to sign.

Item 15. Custody

All clients' accounts are held in custody by unaffiliated broker/dealers or banks, but BWFM can access many clients' accounts through its ability to debit advisory fees. BWFM also provides a service to certain clients where it will receive bills and invoices payable by clients (e.g., utility bills, invoices for personal and domestic services) and pay such bills using BWFM's access to the clients' bank accounts. This access may be through online banking tools or signature authority over client checking accounts. For these reasons BWFM is considered to have custody of client assets. BWFM employees may also serve as trustee for client accounts. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by BWFM.

BWFM is also deemed to have custody over the assets of clients invested in Larkmeade Strategies, LLC. All funds and securities of Larkmeade Strategies, LLC, other than interests in underlying private funds, are held in custody by unaffiliated broker/dealers or banks.

Investors in Larkmeade Strategies, LLC do not receive statements from the custodian of the activity within Larkmeade Strategies, LLC. Instead Larkmeade Strategies, LLC is subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with generally accepted accounting principles and distributed within 180 days of the end of Larkmeade Strategies, LLC's fiscal year.

Item 16. Investment Discretion

BWFM offers clients investment management services as covered in the Investment Advisory Agreement where each client's investment portfolio is managed on a regular and continuous basis. BWFM may assist client in determining, among other things, suitability, investment objectives, goals, time horizons, and risk tolerances. BWFM will manage advisory accounts on a discretionary and/or a non-discretionary basis.

Clients must also execute a limited power of attorney to permit BWFM to trade their accounts.

For non-discretionary clients, BWFM may not make investment decisions, including buying or selling securities, for the client without prior consultation with and consent of client. The client understands that they may forego a particular transaction if BWFM cannot obtain that consent.

Each client is advised that it remains his/her/its responsibility to promptly notify BWFM if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising BWFM's previous recommendations and/or services.

Among the assets to which BWFM provides its investment management services are assets held by clients in their 401K accounts with various mutual fund companies. Because BWFM will be responsible for effecting the transactions in these accounts, it will request the client's user name and password that permits online access to the account. Appropriate physical and procedural safeguards have been adopted by BWFM to control access to the user names and passwords obtained by BWFM.

Clients can place reasonable restrictions on BWFM's investment management. For example, some clients have asked BWFM not to sell certain securities where the client has a particularly low tax basis.

In performing any of its services, BWFM shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. If requested by the client, BWFM may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from BWFM.

Item 17. Voting Client Securities

BWFM will not exercise proxy voting authority over client securities. The obligation to vote client proxies shall rest with the client. Client shall in no way be precluded from contacting BWFM for advice or information about a particular proxy vote. However, BWFM shall not be deemed to have proxy voting authority solely as a result of providing such advice to the client.

Should BWFM inadvertently receive proxy information for a security held in the client's account, then BWFM will immediately forward such information on to the Client, but will not take any further action with respect to the voting of such proxy. Upon termination of its Agreement with the client, BWFM shall make a good faith and reasonable attempt to forward proxy information inadvertently received by BWFM on behalf of the client to the forwarding address provided by the client to BWFM.

With regard to all matters (other than proxies) for which shareholder action is required or solicited with respect to securities beneficially held by the client's account, such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations, BWFM affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.

Item 18. Financial Information

BWFM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.