

Item 1 – Cover Page

Hemington Wealth Management, LLC

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This brochure provides information about the qualifications and business practices of Hemington Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (703) 828-2479 and/or info@hemingtonwm.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Hemington Wealth Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov. Click on the "Investment Adviser Search" link and then search for "Investment Adviser Firm" using the firm's IARD number, which is 169024.

Item 2 – Material Changes

The purpose of this page is to inform you of any material changes since the last annual update to this brochure. If you are receiving this brochure for the first time, this section may not be relevant to you.

Hemington Wealth Management, LLC reviews and updates our brochure at least annually to make sure that it remains current. We have made the following material changes since our last annual update to this brochure dated March 20, 2014:

We have added the following investment advisory personnel:

- Michael Byman, Senior Wealth Advisor
- Denis O'Sullivan, Senior Wealth Advisor

Hemington Wealth Management, LLC 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 us at (703) 828-2479 and/or info@hemingtonwm.com.

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

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Item 4 – Advisory Business

About Hemington Wealth Management, LLC

Hemington Wealth Management, LLC ("Hemington") is a limited liability company formed in 2013 in the state of Virginia. The principal owners of the firm are Eileen O'Connor and Ryon Beyer. The major decisions of a strategic and administrative nature for the firm are undertaken by Ms. O'Connor and Mr. Beyer.

This narrative brochure provides clients with information regarding Hemington and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of Hemington.

Prior to engaging Hemington to provide services, clients are required to enter into an agreement with Hemington setting the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Hemington beginning services. It remains the client's responsibility to promptly notify Hemington if there is ever any change in the client's financial situation or investment objectives for the purpose of reviewing/evaluating/revising Hemington's previous recommendations and/or services.

Wealth Management

The client may engage Hemington to provide both ongoing financial consulting and investment management on a fee-only basis. This process is customizable to the unique needs of the client. For new clients, usually in the first 12 to 24 months of working with Hemington, there will be meetings as often as necessary to establish the full breadth of planning recommendations and to implement such recommendations.

Subject to any written guidelines, which the client may provide, Hemington will be granted discretion and authority to manage the client's investment account(s). Accordingly, Hemington is authorized to perform various functions, at the client's expense, without further approval from the client. Such functions include making all investment decisions on the (a) securities purchased/sold and (b) the amount of securities to be purchased/sold. Once the portfolio is constructed, Hemington provides ongoing supervision and rebalancing of the portfolio as changes in market conditions and client circumstances may require.

Hemington primarily allocates investment management assets of its client accounts among various asset classes using mutual funds, (and to a much lesser extent, among various individual debt and equity securities), on a discretionary basis, in accordance with the investment objectives of the client as set forth in an Investment Policy Statement prepared by Hemington for review and acceptance by the client. Unless the client directs otherwise, Hemington shall primarily recommend that all investment management accounts be maintained at TD Ameritrade Institutional, a division of TD Ameritrade, Inc.

("TD Ameritrade"), member FINRA/SIPC/NFA. TD Ameritrade is an independent SEC-registered broker-dealer.

Hemington may offer investments through a third-party investment adviser ("sub-adviser"). All sub-advisers to whom Hemington refers its clients will be a registered investment adviser with the Securities and Exchange Commission or other appropriate jurisdictions. At the time of the referral to the sub-adviser, the clients receive full disclosure that includes detailed information on the services offered and other pertinent disclosures by delivery of a copy of the relevant sub-adviser's Form ADV Part 2 or equivalent disclosure documents. In addition, if the investment program recommended to a client is a wrap fee program, the client will also receive the equivalent wrap fee brochure provided by the sponsor of the program. Hemington will provide each client with all appropriate disclosure statements.

After consultation with Hemington, clients may impose restrictions on investing in certain securities or types of securities. Other restrictions may be imposed by clients with respect to the (average or longest) maturity or credit quality of fixed income investments. In either case, all restrictions must be in writing.

If requested by the client, Hemington 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 Hemington. If a client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Investment Management

Hemington provides continuous advice regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, a client's personal investment policy is developed and a portfolio managed based on that policy.

Investment management accounts are managed on a discretionary basis. Account supervision is guided by the client's stated objectives. Each client has a responsibility to inform Hemington of any changes to financial circumstances or investment objectives.

As discussed above, Hemington may offer investments through a third-party investment adviser ("sub-adviser").

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Financial Planning and Consulting

Hemington offers advanced financial planning services. Such advice will typically involve providing a variety of services, principally advisory in nature, to clients regarding the management of the client's financial resources based upon an analysis of each client's individual needs. The process typically begins with an initial complementary consultation. Once such information has been studied and analyzed, a financial plan – designed to achieve the client's expressed financial goals and objectives – will be produced and presented to the client.

To the extent requested by the client, financial planning advice may be rendered in the areas of business planning, retirement planning, personal tax planning, estate planning, insurance planning, college planning, and compensation and benefits planning, among others.

Financial plans are based on the client's financial situation at the time the plan is presented and are based on financial information disclosed by the client to Hemington. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. Hemington cannot offer any guarantees or promises that the client's financial goals and objectives will be met. As the client's financial situation, goals, objectives, or needs change, the client must notify Hemington promptly.

Client Obligations

In performing its services, Hemington is not required to verify any information received from the client or from the client's other professionals. Moreover, each client is advised that it remains his or her responsibility to promptly notify Hemington if there is ever any change in the client's financial situation or investment objectives during the client engagement.

Disclosure Statement

A copy of Hemington's written brochure as set forth on Part 2A of Form ADV shall be provided to each client prior to, or at the same time as, the execution of the Financial Planning and Consulting Agreement and/or Investment Advisory Agreement. Any client who has not received a copy of Hemington's written brochure at least 48 hours prior to executing the Financial Planning and Consulting Agreement and/or Investment Advisory Agreement shall have five business days subsequent to executing the agreement to terminate Hemington's services without penalty.

Non-Participation in Wrap Fee Programs

Hemington, as a matter of policy and practice, does not sponsor any wrap fee program. A wrap fee program is defined as any advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment supervisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions.

Amount of Assets Under Management

As of December 31, 2014, Hemington provides investment management services to approximately to \$340 million in client assets, all on a discretionary basis.

Our Policy on Class Action Lawsuits

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Hemington has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Hemington has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Where Hemington receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials, to the client. Electronic mail is acceptable where appropriate if the client has authorized contact in this manner.

Item 5 – Fees and Compensation

The client can engage Hemington to provide discretionary wealth management or investment management services on a fee-only basis. Hemington's annual wealth management fee shall range between 0.50% and 1.25% of the assets placed under Hemington's management and is based on the balance of the accounts managed and services provided.

Hemington's fees will be calculated on a quarterly basis at the beginning of each calendar quarter applying the applicable annual rates to the average daily balance of the account during the previous calendar quarter. For the period in which an account is opened, initial fees shall be based upon the average daily balance from the day Hemington begins management of the account through the last business day of the calendar quarter that the account was opened; alternately, fees may be waived during this period. For all subsequent quarters, fees will be based on the account's average daily balance during the previous calendar quarter.

Hemington generally requires a minimum account size of \$1,000,000 for investment management services. However, Hemington, in its sole discretion, may reduce its minimum account size and/or charge a lesser investment management fee for bundled and unbundled services based upon certain criteria (i.e. anticipated future earning capacity, or additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client).

Payment for management fees will be made by the qualified custodian holding the client's funds and securities provided the client provides written authorization permitting the fees to be paid directly from the client's account. Hemington will not have access to client funds for payment of fees without client consent in writing. Further, the qualified custodian agrees to deliver a quarterly account statement directly to the client showing all disbursements from the account. The client is encouraged to review their account statements for accuracy. Hemington will receive a duplicate copy of the statement that was delivered to the client. Alternatively, Hemington may invoice clients directly for portfolio management fees. When clients are billed directly, payment is due upon receipt of Hemington's invoice.

Hemington charges an hourly fee of \$500 for advanced financial planning and consulting. When the scope of the financial planning services has been agreed upon, a determination will be made as to applicable fee, and an estimate will be provided to the client. The final fee, subject to negotiation, is directly dependent upon the facts and circumstances of the client's financial situation and the complexity of the financial plan or services requested. *In limited circumstances*, the cost/time could potentially exceed the initial estimate. In such cases, Hemington will notify the client and may request that the client pay an additional fee.

Hemington may require that the client pay an initial retainer in advance of any services rendered. The remaining balance is invoiced and payable at the end of each month. However, at Hemington's discretion, other fees and fee payment arrangements may be negotiated. The fees and terms of the financial planning services will be clearly set forth in the client agreement executed between the client and Hemington.

General Information

Termination of the Advisory Relationship: An advisory client will have a period of five (5) business days from the date of signing the investment advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the investment advisory agreement with 10 days written notice. Upon termination, fees will be prorated to the date of termination. Any unearned fees will be refunded to the client.

Mutual Fund Fees: All fees paid to Hemington for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds, sub-advisors, and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a qualified custodian/broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Hemington's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

Custodian Fees: The account Custodian may charge fees, which are in addition to and separate from the investment advisory service fee. Custodians may charge accounts for various transaction costs, retirement plan and administration fees.

ERISA Accounts: Hemington is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal

Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

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

Item 6 is not applicable to Hemington. Hemington does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Such acceptance or management would pose a significant conflict of interest to our clients because performance-based fees may provide an incentive to make investment decisions that pose excessive or inappropriate risk to the client's financial situation. Hemington considers avoidance of such conflict a paramount policy in maintaining our fiduciary duty to our clients.

Item 7 – Types of Clients

Hemington offers personalized investment supervisory services to high net worth individuals, individuals, trusts, employer sponsored retirement plans, endowments and foundations. Client relationships vary in scope and length of service.

Required Minimum Client Accounts

Hemington requires a minimum of \$1,000,000 to establish a new advisory account; however, the minimum may be waived at the sole discretion of the firm.

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

Before designing investment plans for clients, Hemington will evaluate the client's current investments to determine whether the client's goals harmonize with the client's financial objectives. In designing investment plans for clients, Hemington relies upon the information supplied by the client and client's other professional advisors. Such information may pertain to the client's financial situation, estate planning, tax planning, risk management, short-term and long-term lifetime financial goals and objectives, investment time horizon, and perceived current tolerance for risk. Hemington will design and propose a portfolio to help clients attain the client's financial goals.

This information will become the basis for the strategic asset allocation plan which Hemington believes will best meet the client's stated personal financial goals. The strategic asset allocation provides for investments in those asset classes which Hemington believes will possess attractive combinations of return, risk, and correlation over the long term.

When Hemington invests client assets, asset allocation techniques are used which include stocks and bonds of varying characteristics and from both the United States and foreign markets. Hemington invests for the long term and expects that not all investments in a given portfolio will perform in unison with other assets in the same portfolio. Hemington manages money for the clients' downside protection, in addition to upside gain. Hemington does not systematically re-balance the portfolio on a calendar basis, but monitors each portfolio's asset allocation and will make adjustments where appropriate. Hemington's portfolio management decisions are made considering only the assets being managed and not with regards to other investments the client may hold.

Hemington may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship. Hemington will explore other investment options at the client's request. Additionally, Hemington reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives.

Hemington may utilize a fundamental analysis approach. A fundamental approach to investment analysis includes such factors as economic conditions, earnings, industry outlook, political conditions (as they relate to the investment), historical data, price/earnings ratios, dividends, general level of interest rates, company management and tax benefits. Sources of information include academic research and journals, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources that the firm may use include Morningstar mutual fund information, Morningstar stock information, and other information available on the internet.

Investment Strategies

Diversification across multiple asset classes is the primary characteristic of a well-designed portfolio. This objective is to capture the return behavior of an entire asset class. This approach is based upon the major tenets of Modern Portfolio Theory which states that markets are "efficient" and that an investor's returns are determined principally by asset allocation decisions, not market timing or selection of specific securities. We do not rely on economic forecasts, employ timing strategies which shift allocations between stocks, bonds and cash or search for "undiscovered" stocks. Asset classes with different risk/return profiles are combined together in an attempt to both lower the volatility of the overall portfolio and enhance returns.

Investment recommendations will be limited, in general, to institutional mutual funds, exchange traded funds, sub-advisor accounts with specific strategies, or direct fixed income obligations in the following categories:

1. Cash and cash equivalents, including money market funds and bank certificates of deposit
2. Bonds (Corporate, U.S. government, municipal, or foreign government)
3. Stocks (U.S. and foreign-based companies) and Real Estate (REIT's)
4. Alternative asset classes or investment strategies

PORTFOLIO REVIEW AND REBALANCING PROCEDURES

Market conditions may cause the investment in various asset classes to vary from the initial allocation guidelines established for the client. Each asset class in which the client is invested will be reviewed periodically by Hemington and may be rebalanced to a desired weighting when appropriate. When available, new cash flows will be deployed in a manner consistent with rebalancing the asset allocation. In the absence of cash flows, Hemington may effect transactions to rebalance the portfolio. Income tax considerations may be reviewed where appropriate in determining rebalancing activity.

From time to time, based on changing economic or life circumstances or new academic research, it may be desirable to make changes in asset allocation. Such changes should not, however, be made due to expectations of the relative short-term performance of individual asset classes.

INVESTMENT STRATEGY PERFORMANCE

Asset class investment performance is cyclical and, therefore, may experience periods of time in which investment objectives are not met. In addition, unless there are extenuating

circumstances, patience will often prove appropriate when performance has been disappointing for a particular asset class, or the overall portfolio.

For the overall portfolio, the client should allow a five- year time period or longer for achieving the stated investment return objectives. Shorter time frames contradict the principles of long-term investing. Under no circumstances, however, can results be guaranteed.

Hemington may provide advice on other partnership interests, including equipment leases, tax credit programs, and managed portfolios of debt and equity securities. Please note that private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each funds' offering documents, which will be provided to each client for review and consideration. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that the client is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Hemington's investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Interest-rate Risk: The risk that investment returns will be affected by changes in the level of interest rates. When interest rates increase, the prices and values of bonds decrease. When interest rates decrease, the prices and values of bonds increase.

Market Risk: The risk that investment returns will be affected by changes in the overall level of the stock market. When the stock market as a whole increases or decreases virtually all stocks are affected to some degree.

Reinvestment Rate Risk: The risk incurred when an investment's income is reinvested at a lower rate than the rate that existed at the time the original investment was made. This risk is most prevalent when interest rates fall.

Purchasing Power Risk (Inflation Risk): The risk that inflation will affect the return of an investment in real dollars. In other words, the amount of goods that one dollar will purchase decreases with time. Investments that have low returns, such as savings accounts, are not likely to keep up with inflation. Investments with fixed returns, such as bonds, will decrease in value because their purchasing value will decrease with inflation.

Business Risk: The risk associated with a particular industry or firm. These are factors that affect the industry or firm, but do not affect the whole market. They include

government regulations, management competency, or local or regional economic factors.

Financial Risk: The risk associated with the mix of debt and equity used to finance a firm. The greater the financial leverage, the greater the financial risk.

Currency Risk (Exchange Rate Risk): The risk that a change in the value of a foreign currency relative to the U.S. dollar will negatively affect a U.S. investor's return.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

In general, cash equivalents provide liquidity with minimum income, and a return of principal with no capital appreciation. Cash equivalents are, however, subject to purchasing power risk.

Fixed income investments provide current income. Usually, the longer the maturity of the security, the higher the income it will generate. Also, with longer maturities, fixed income investments will have greater price volatility and greater opportunity for capital gains or capital losses. Fixed income investments are subject to interest rate risk, reinvestment rate risk, and purchasing power risk. In addition, foreign bonds would be subject to currency rate risk and junk bonds would be subject to business risk and financial risk.

The return of principal for bond funds and funds with significant underlying bond holdings is not guaranteed. Mutual fund shares are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings. Lower rated bonds are subject to greater fluctuations in value and risk of loss of income and principal than higher rated bonds.

Equity investments are subject to greater volatility, thus providing a greater opportunity for capital gains, and a greater opportunity for capital losses. Equity investments offer little or no current income. Equity investments are subject to market risk and interest rate risk, while providing an opportunity to protect against purchasing power risk. Also, stock mutual funds, rather than individual equities, may limit the exposure to business risk and financial risk.

Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be heightened in connection with investments in developing countries. Small-company stocks entail additional risks, and they can fluctuate in price more than larger company stocks.

Investments are not FDIC-insured, nor are they deposits of or guaranteed by a bank or any other entity, so they may lose value.

Different types of investments involve varying degrees of risk, and the client should not assume that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended by Hemington) will be profitable or equal to any specific performance level(s).

Item 9 – Disciplinary Information

Hemington Wealth Management, LLC has no reportable legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Hemington, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Hemington, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

Item 11 – Code of Ethics

Hemington 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. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, and personal securities trading procedures, among other things. All supervised persons at Hemington must acknowledge the terms of the Code of Ethics annually, or as amended.

Hemington's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Ryon Beyer, Chief Compliance Officer, at (703) 828-2479 and/or info@hemingtonwm.com.

Neither Hemington nor any related person of Hemington recommends, buys, sells for client accounts, securities in which Hemington or any related person of Hemington has a material financial interest.

Hemington and/or representatives of Hemington may buy or sell securities that are also recommended to clients. This practice may create a situation where Hemington and/or representatives of the firm are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. In addition, Hemington has policies in place to help detect insider trading, "front-running" (i.e., personal trades executed prior to those of Hemington's clients) and other potentially abusive practices.

Hemington maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Hemington or any person associated with Hemington.

Hemington has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Hemington's "Access Persons". Hemington's securities transaction policy requires that Access Persons of Hemington must provide the Chief Compliance Officer with a written report of the current reportable securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer with a written report of the Access Person's current reportable securities holdings at least once each twelve (12) month period thereafter.

It is Hemington's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Hemington believes that such transactions would pose a significant conflict of interest to Hemington's clients. Hemington considers avoidance of such conflict a paramount policy in maintaining its fiduciary duty to its clients.

Item 12 – Brokerage Practices

In the event the client requests that Hemington recommend a broker dealer/custodian for custody and brokerage services (exclusive of those clients that may direct Hemington to use a specific broker-dealer/custodian), Hemington generally recommends TD Ameritrade Institutional ("TDAI"), a division of TD Ameritrade, Inc. ("TDA"). Prior to engaging Hemington to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Hemington setting forth the terms and conditions under which Hemington shall manage the client's assets, and a separate custodial/clearing agreement with each designated custodian.

Factors that Hemington considers in recommending TDAI (or any other broker-dealer/custodian to clients) include historical relationship with Hemington, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Hemington's clients shall comply with Hemington's duty to obtain best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction. If this occurs, it is because Hemington determines, in good faith, that the transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Hemington will seek competitive rates, it may not necessarily obtain the lowest possible transaction rates for client account transactions. The brokerage commissions or transaction fees charged by the designated custodian are exclusive of, and in addition to, Hemington's investment management fee. Hemington's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Hemington participates in the institutional services advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SEPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services that include custody of securities, trade execution, clearance, and settlement of transactions. Hemington receives some benefits (some referred to as "Additional Services" below) from TD Ameritrade through its participation in the Program which may or may not be offered to any other independent advisors that participate in the Program.

When beneficial to the client, transactions may be effected through broker-dealers with whom Hemington or the client have entered into arrangements for prime brokerage clearing services (in which event, the client shall incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by TDAI).

Research and Additional Benefits

As a result of Hemington's participation in the Program, Hemington may receive from TDAI without cost (and/or at a discount) compliance, marketing, technology and practice management products or services, certain of which assist Hemington to better monitor and service client accounts maintained at such institutions. There is no direct link between Hemington's participation in the Program and the investment advice it gives to its clients, although Hemington receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): Orion service fees for one year (valued at \$31,305), receipt of 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 Hemington by third-party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by Hemington's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Hemington but may not benefit its Client accounts. These products or services may assist Hemington in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Hemington manage and further develop its business enterprise. The benefits received by Hemington or its personnel through participation in the program do not depend on the amount of brokerage transactions direct to TD Ameritrade. As part of its fiduciary duties to clients, Hemington endeavors at all times to put the interest of its clients first.

As indicated above, certain of the support services and/or products that may be received may assist Hemington in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Hemington to manage and further develop its business enterprise.

Hemington's clients do not pay more for investment transactions effected and/or assets maintained at TDAI as a result of this arrangement. There is no corresponding commitment made by Hemington, or its associated persons, to TDAI or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement. Clients should be aware, however, that the receipt of economic benefits by Hemington or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Hemington's choice of TD Ameritrade for custody and brokerage

services. In addition, Hemington may have a conflict of interest in recommending to its clients that their assets be held in custody with TDA and in placing transactions for client accounts with TDA, because TDA considers the amount and profitability to TDA of the assets in, and trades placed for, Hemington's client accounts when determining whether to provide or continue providing Additional Services to Hemington. Hemington's receipt of Additional Services does not diminish Hemington's duty to act in the best interest of clients, including to seek best execution of trades for client accounts.

Hemington also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisors participating in the program. Specifically, the Additional Services include Orion.

TD Ameritrade provides the Additional Services to Hemington in its sole discretion and at its own expense, and Hemington does not pay any fees to TD Ameritrade for the Additional Services. Hemington and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Hemington's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Hemington, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, Hemington's Client accounts maintained at TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Hemington, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Hemington may have an incentive to recommend to its Clients that the assets under management by Hemington be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade.

Hemington's Chief Compliance Officer, Ryon Beyer, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

Aggregation of Client Trades

To the extent that Hemington provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Hemington decides to purchase or sell the same securities for several clients at approximately the same time. Hemington may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Hemington's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders

placed for each client account on any given day. Hemington shall not receive any additional compensation or remuneration as a result of such aggregation.

Hemington's employees are not registered representatives of TDAI or any other custodian/broker-dealer and do not receive any commissions or fees from recommending these services.

Directed Brokerage

Some clients may instruct Hemington to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct Hemington to use a particular broker should understand that this may prevent Hemington from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent Hemington from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses and execution, clearance and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that Hemington would otherwise obtain for its clients. Clients are encouraged to discuss available alternatives with their advisory representative.

Item 13 – Review of Accounts

For those clients to whom Hemington provides investment management supervisory services, account reviews will be conducted on an ongoing basis by Hemington's Principals and/or Associated Persons. All investment supervisory clients are advised that it remains their responsibility to advise Hemington in writing of any changes in the client's investment objectives and/or financial situation, or if they wish to impose any reasonable restrictions on Hemington's discretionary management services. All clients (in person or electronically) are encouraged to review investment objectives and account performance with Hemington on an annual basis.

Hemington may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event such as a market correction, large deposits or withdrawals from an account, substantial changes in the value of a client's portfolio, change in the client's investment objectives and client request.

Reports to Clients

The account custodian provides trade confirmation and statements to clients on at least a quarterly basis. For those clients to whom Hemington provides investment supervisory services, they will generally receive performance reports for each quarter, and investment tax reports on an annual basis, unless otherwise agreed to with the client. Reports typically include summaries of client portfolio performance, investment holdings and account values. Additional reports are available and will be provided on an ad hoc basis.

Item 14 – Client Referrals and Other Compensation

As reference in Item 12 above, Hemington may receive an indirect economic benefit from TDAI. Hemington, without cost (and/or at a discount) may receive support services and/or products from TDAI.

Hemington periodically receives client referrals from websites where they may be listed. In no case will the client pay any additional fees to Hemington for services if the referral comes from any of these listings.

Hemington does not employ/engage solicitors or pay related or on-related persons for referring potential clients to our firm.

Item 15 – Custody

It is Hemington's policy to not accept custody of a client's securities. In other words, Hemington is not granted access to the clients' accounts which would enable Hemington to withdraw or transfer or otherwise move funds or cash from any client account to Hemington's accounts or the account of any third party (other than for purposes of fee deductions, as explained below). All client assets are maintained at a qualified custodian. This is for the safety of the clients' assets.

However, with a client's consent, Hemington may be provided with the authority to seek deduction of Hemington's fees from a client's accounts. The account custodian does not verify the accuracy of Hemington's advisory fee calculation.

All Hemington clients receive account statements directly from qualified custodians, such as a bank or broker dealer that maintains those assets. The client should carefully review these account statements, and compare them to the quarterly or other reports provided by Hemington. Statements provided by Hemington may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Hemington urges all clients to compare statements in order to ensure that all account transactions, including deductions to pay advisory fees, remain proper, and to contact Ryon Beyer, Chief Compliance Officer with any questions.

Item 16 – Investment Discretion

Hemington typically receives discretionary authority from the client at the beginning of an advisory relationship to select the identity and amount of securities to be bought or sold. Prior to Hemington assuming discretionary authority over a client's account, the client shall be required to execute an Investment Advisory Agreement, granting Hemington full authority to buy, sell, or otherwise effect investment transactions. In addition, any investment discretion is obtained in writing through a limited power of attorney signed by the client prior. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

Discretionary authority allows Hemington to perform trades in the client's account without further approval from the client. This includes decisions on the following:

- Securities purchased or sold
- The amount of securities to be purchased or sold

Once the portfolio is constructed, Hemington provides ongoing supervision and re-balancing of the portfolio as changes in market conditions and client circumstances may require.

Hemington seeks to undertake a minimal amount of trading in client accounts, in order to keep transaction fees, other expenses, and tax consequences associated with trading to minimal levels.

Clients who engage Hemington on a discretionary basis may, at any time, impose restrictions, in writing, on Hemington's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Hemington's use of margin, etc.).

Item 17 – Voting Client Securities

Hemington will not vote proxies on behalf of advisory clients' accounts. Although, on rare occasions and only at the client's request, Hemington may offer clients advice regarding corporate actions and the exercise of proxy voting rights.

Clients will receive their proxies or other solicitations directly from their broker-dealer/custodian.

Item 18 – Financial Information

Hemington does not require the prepayment of more than \$1,200 in fees per client, six months or more in advance. Hemington accepts limited forms of discretion over clients' accounts, as described in Item 16 of this brochure. Hemington is unaware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Hemington has never been the subject of a bankruptcy proceeding.

Brochure Supplement

Supervised Persons

Eileen M. O'Connor; Ryon P. Beyer; Michael Byman, Denis O'Sullivan

Hemington Wealth Management, LLC

8230 Leesburg Pike, Suite 520

Tysons, VA 22182

(703) 622-3499

This brochure supplement provides information about Eileen O'Connor, Ryon Beyer, Michael Byman, and Denis O'Sullivan that supplements the Hemington Wealth Management, LLC brochure. You should have received a copy of that brochure. Please contact Ryon Beyer, Chief Compliance Officer, at (703) 828-2479 and/or info@hemingtonwm.com if you did not receive Hemington Wealth Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Eileen O'Connor, Ryon Beyer, Michael Byman and Denis O'Sullivan is available on the SEC's website at www.adviserinfo.sec.gov.

Eileen O'Connor, CFP®, MBA was born in 1966.

Formal Post High School Education

- Certificate in Financial Planning, Georgetown University, 2005
- MBA, Harvard University, 1994
- B.S. Commerce, University of Virginia, 1989
- Certified Financial Planner™, CFP®, 2005

Business Background for the Previous Five Years

- Hemington Wealth Management, LLC, Principal, 2013 to present
- McLean Asset Management Corporation, Investment Adviser Representative, 2005 to 2013
- O'Connor Consulting, Principal, 2004 to 2009

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: Eileen O'Connor is supervised by Ryon Beyer, Chief Compliance Officer. He reviews Eileen's work through frequent office interactions and the client relationship management system.

Ryon P. Beyer was born in 1976.

Formal Post High School Education

- B.A. Business Economics, The Virginia Military Institute, 1999

Business Background for the Previous Five Years

- Hemington Wealth Management, LLC, Principal, 2013 to present
- McLean Asset Management Corporation, Investment Adviser Representative, 2011 to 2013
- SFX Financial Advisory Management Enterprises Inc., Investment Adviser Representative, 2002-2011

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: Ryon Beyer is supervised by Eileen O'Connor, Managing Principal. She reviews Ryon's work through frequent office interactions and the client relationship management system.

Michael Byman, CFP[®], MBA was born in 1960.

Formal Post High School Education

- CFP[®] Professional Education, College for Financial Planning, 2007
- MBA, George Mason University, 1993
- B.A., University of Virginia, 1982
- Certified Financial Planner[™], CFP[®], 2007

Business Background for the Previous Five Years

- Hemington Wealth Management, LLC, Senior Wealth Advisor, 2013 to present
- Alexandria Capital, Senior Wealth Advisor, 2013 to 2014
- Capital Management Group, LLC, Financial Planner, 2005 to 2012

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: Michael Byman is supervised by Ryon Beyer, Chief Compliance Officer. He reviews Michael's work through frequent office interactions and the client relationship management system.

Denis O'Sullivan, CFP[®], was born in 1964.

Formal Post High School Education

- B.A., University of Virginia, 1986
- Certified Financial Planner[™], CFP[®], 1991

Business Background for the Previous Five Years

- Hemington Wealth Management, LLC, Senior Wealth Advisor, 2014 to present
- Convergent Wealth Advisors, LLC, 2012 to 2014
- Mason Securities, Financial Planner, 1991 to 2012

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: Denis O'Sullivan is supervised by Ryon Beyer, Chief Compliance Officer. He reviews Denis' work through frequent office interactions and the client relationship management system.

Professional Certifications

Employees have earned certifications and credentials which require further detail.

Certified Financial Planner (CFP®) The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

As of 2013, to attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements. These same qualifications may not have been in place when the credential was obtained.

- **Education** – (1) Complete college or university-level coursework through a program registered with the CFP Board, addressing the major personal financial planning areas identified by CFP Board's most recent Job Analysis Study; and studies have determined as necessary for the competent and professional delivery of financial planning services, and (2) Verify that you hold a regionally accredited college or university bachelor's degree or higher;

- **Examination** – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- **Experience** – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- **Ethics** – Agree to adhere to the high standards of ethics and practice outlined in the CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- **Continuing Education** – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- **Ethics** – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.