

Foundation Wealth Management LLC

8000 Maryland Avenue
Suite 1165
St. Louis, MO 63105
314-726-6789
www.fwmria.com

March 31, 2015

Foundation Wealth Management LLC's Form ADV Part 2 or Brochure, as required by the Investment Advisers Act of 1940, is a very important document between you and Foundation Wealth Management LLC.

This brochure provides information about the qualifications and business practices of Foundation Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at 314-726-6789 or phardin@fwmria.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any State Securities Authority.

Additional information about Foundation Wealth Management LLC is available at the SEC's website www.adviserinfo.sec.gov (click on the link, select "investment adviser firm" and type in our firm name). Results will provide you both Part 1 and 2 of our Form ADV.

Foundation Wealth Management LLC is a registered investment adviser with the SEC. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

Item 2 – Material Changes

Annual Updating Amendment filed on March 31, 2015:

1. No material changes have been made since the last update of this Brochure.
2. If you would like another copy of this Brochure, please download it from the SEC's Website as indicated above or you may contact our Chief Compliance Officer, Matthew S. Hardin at 724-935-6771 or mhardin@hardincompliance.com.

Item 3 -Table of Contents

Item 1 – Cover Page	
Item 2 – Material Changes	i
Item 3 -Table of Contents.....	i
Item 4 – Advisory Business	2
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	6
Item 10 – Other Financial Industry Activities and Affiliations.....	6
Item 11 – Code of Ethics.....	6
Item 12 – Brokerage Practices.....	7
Item 13 – Review of Accounts	7
Item 14 – Client Referrals and Other Compensation	9
Item 15 – Custody	9
Item 16 – Investment Discretion	9
Item 17 – Voting Client Securities (i.e., Proxy Voting).....	10
Item 18 – Financial Information.....	10
Item 19 – Requirements for State-Registered Advisers.....	10

Item 4 – Advisory Business

Foundation Wealth Management LLC (“FWM”) was formed in 2003 and is majority owned by Pamela A. Hardin, President. FWM is an investment adviser providing investment management services as well as financial planning and consulting services. FWM’s mission is to provide objective, intelligent, comprehensive financial advice to each of our clients in the most personalized, timely and cost effective manner.

Assets Under Management as of December 31, 2014:

Discretionary	\$202,636,977
Non-Discretionary	<u>\$ 40,748,391</u>
Total	\$243,385,368

Investment Management Services:

All clients are required to enter into an agreement with FWM prior to our firm providing investment management services to them. The agreement sets forth the terms and conditions under which FWM shall render its services.

FWM gathers information about the firm’s clients through in depth personal interviews. Information gathered includes a client’s current financial status, future goals and attitudes towards risk. This information is documented in a Confidential Financial Data worksheet to be maintained by FWM. Related documents are supplied by each client and all information is carefully reviewed by FWM in order to create the investment recommendations for that client. Implementation of the firm’s recommendations occurs only after the client has completed the investment management agreement and all authorizations with the appropriate financial institutions.

FWM may also render non-discretionary investment management services to clients relative to variable life/annuity products that they own and/or their individual employer-sponsored retirement plans. In doing so, FWM will either direct or recommend the allocation of client assets among the various mutual fund sub-divisions that comprise the variable life/annuity product or the retirement plan. Client assets shall be maintained at either the insurance company that issued the variable life/annuity product or at the custodian designated by the sponsor of the client’s retirement plan.

FWM’s clients are advised to promptly notify FWM if there are ever any changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon FWM’s investment management services. Additions to client accounts may be in cash or securities, provided that FWM reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client’s account. FWM may consult with its clients about the options and ramifications of transferring securities. Clients may withdraw account assets on notice to FWM, subject to the usual and customary securities settlement procedures. FWM designs its portfolios as long-term investments and

asset withdrawals may impair the achievement of a client's investment objectives. FWM recommends that client assets be held in brokerage accounts held at Fidelity Investments.

Investment Managers

FWM may also recommend that certain clients authorize the active discretionary management of a portion of their assets by certain independent Investment Managers based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the Independent Manager will be set forth in separate written agreements between:

- (1) the client and FWM; and
- (2) the client and the designated Investment Managers.

FWM shall continue to render investment management services to the client relative to the ongoing monitoring and review of account performance of the assets being managed by the firm and the designated Independent Manager.

Factors that FWM shall consider in recommending an Independent Manager may include the client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research. When recommending or selecting an Investment Manager for a client, FWM shall review information about the Independent Manager such as its written disclosure statement and/or materials supplied by the Investment Manager. Independent third parties may also be consulted for a description of the Independent Manager's investment strategies, past performance and risk results to the extent available.

In addition to this Brochure as provided by FWM, clients will also receive the written disclosure statement of the designated Independent Manager. Certain Independent Managers may impose more restrictive account requirements and varying billing practices than FWM. In such instances, FWM may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Manager.

Financial Planning/Consulting:

In certain circumstances, a client may require additional financial planning and/or consulting services which FWM may agree to provide. For these types of arrangements, clients are generally required to enter into a separate written agreement with FWM which sets forth the terms and conditions of the engagement.

At the start of the financial planning process, FWM gathers information from the client regarding their personal financial goals, objectives and risk tolerance. Pamela A. Hardin, President of FWM, then creates a Financial Plan that she presents to the client. FWM may be further engaged by the client to implement the recommendations contained in the Financial Plan, however, the decision to engage FWM for such services is at the sole discretion of the client.

Item 5 – Fees and Compensation

Investment Management Services:

FWM shall charge an annual fee based upon a percentage of the market value of the assets being managed as shown below.

PORTFOLIO VALUE	ANNUAL FEE
Up to \$1,000,000	1.25%
Next \$1,000,000	1.00%
Next \$1,000,000	0.75%
Above \$3,000,000	0.50%

The annual fee shall be pro-rated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. All fees shall be automatically deducted from clients' accounts unless otherwise agreed upon by the client and FWM. The client may make additions to and withdrawals from their account at any time, subject to FWM's right to terminate an account. If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or pro-rated based on the number of days remaining in the quarter. The agreement between FWM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. FWM's annual fee shall be pro-rated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

Clients may incur certain charges imposed by financial institutions and other third parties such as fees charged by Independent Managers, custodial fees, charges imposed by a mutual fund or an exchange traded fund (as disclosed in the fund's prospectus as fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer fees, electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of, and in addition to, FWM fees. FWM does not receive any portion of these commissions, fees or costs.

Financial Planning/Consulting:

In certain circumstances, a client may require additional financial planning and/or consulting services which FWM may provide for an agreed upon fixed fee (as described in

Item 4 above). The costs of such services are negotiable, but the fee generally depends upon the level and scope of the services to be provided. FWM requires one-half of the financial planning/consulting fee to be payable upon entering into the written agreement. The balance is generally due upon delivery of the Financial Plan or completion of the agreed upon services. Either party may terminate the agreement by written notice to the other. In the event the client terminates the agreement, the balance of FWM's unearned fees (if any) will be refunded to the client. If termination occurs within five (5) business days of entering into the agreement, the client shall be entitled to a full refund.

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

FWM does not charge performance based fees.

Item 7 – Types of Clients

FWM imposes a minimum annual fee of \$5,000. In its sole discretion, FWM may waive the minimum fee. In general, FWM's clients have a portfolio of \$1,000,000 or more. However, FWM may accept clients with a smaller portfolio size if, in the sole opinion of FWM, the small portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. In addition, FWM may combine the portfolios of family members to minimize fees charged. FWM currently provides investment management services to the following types of clients:

- Individuals (including high net worth individuals); and
- Pension and Profit Sharing Plans.

Certain Investment Managers may impose more restrictive account size requirements and varying billing practices than FWM. In such instances, FWM may alter its requirements to accommodate those of the Independent Manager.

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

Analysis:

FWM's President, Pamela Hardin, obtains appropriate supporting documentation for all new client accounts. This information includes but is not limited to the following:

1. Financial Background;
2. Investment Philosophy;
3. Goals and Investment Objectives; and
4. Source of Funds.

FWM utilizes a Confidential Financial Data worksheet to document this information, along with various other information provided by the client, in order to establish a complete client profile. Based on the investment climate and key economic and business factors, FWM will judge the investment potential of various bonds and stocks. Based on this

research and each client's stated investment objectives and risk tolerance, FWM will create an asset allocation strategy.

Investment Strategies:

FWM intends to primarily allocate client assets, on a discretionary and/or non-discretionary basis, among mutual funds, exchange traded funds, individual debt and equity securities, options and Independent Managers (as described in Item 4 above), as well as the securities components of variable annuities and variable life insurance contracts, in accordance with the investment objectives of the client.

FWM utilizes modern portfolio theory, the 1990 Nobel Prize winning investment strategy. In accordance with Modern Portfolio Theory, FWM invests client assets primarily in various mutual funds. As such, a "Preferred Funds List" is maintained and utilized by FWM when making investment recommendations to clients and/or re-balancing client accounts.

Risks:

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized. Stock markets and bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, the performance of any investment is not guaranteed. FWM will manage client assets to the best of the firm's ability; however, FWM cannot guarantee any level of performance or that clients will not experience a loss of account assets.

Item 9 – Disciplinary Information

FWM does not have any legal, financial or other "disciplinary" item to report. FWM is required to disclose any disciplinary event that would be material to clients when opening an account or promptly upon discovery of such an event/item. This statement applies to the firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

Matthew S. Hardin is a securities attorney and is licensed to practice law in Pennsylvania, Missouri and Illinois. Mr. Hardin owns Hardin Law Group LLC, a law firm based in Pennsylvania. In addition, Mr. Hardin owns Hardin Compliance Consulting LLC, a firm specializing in providing regulatory compliance consulting services to registered investment advisers, broker-dealers, investment companies and private funds. Mr. Hardin serves as Chief Compliance Officer of FWM.

Item 11 – Code of Ethics

FWM may buy or sell securities that it also recommends to clients. FWM has adopted a Code of Ethics that sets forth the standards of conduct expected of its employees and requires compliance with applicable securities laws.

FWM's Code of Ethics is designed to reasonably prevent the unlawful use of material nonpublic and client confidential information by all firm employees. All employees are required to report their personal securities transactions on a monthly and/or quarterly basis and obtain pre-approval from the Chief Compliance Officer for any investments in an initial public offering or limited offerings. Unless specifically approved by the Chief Compliance Officer, employees may not place securities transactions for themselves or their immediate family (i.e., spouse, minor children, and adults living in the same household) on the same day in a security which is being actively purchased or sold, or is being considered for purchase or sale on behalf of any of client of FWM.

A complete copy of FWM's Code of Ethics may be obtained by contacting the firm at the telephone number, address and/or email address listed on the cover of this document.

Item 12 – Brokerage Practices

FWM does not request or accept the discretionary authority to determine the broker-dealers to be used for client accounts; however, FWM generally does not accept accounts of clients who do not agree to direct the use of Fidelity Investments for securities transactions. FWM also utilizes Fidelity Investments for maintaining custody of client funds and/or securities.

FWM is independently owned and operated and is not affiliated with Fidelity Investments. FWM does not receive any formal soft dollar benefits from Fidelity; however, the firm may have access to certain products and services (as described below) as a result of the firm's recommendation of their brokerage and/or custodial services. FWM reviews its policies and procedures regarding recommending broker-dealers and evaluates the services provided by Fidelity as part of its duty to obtain best execution on a quarterly basis.

Factors which FWM considers in recommending Fidelity to clients include its financial strength, reputation, execution, pricing, research, service and technology. Fidelity enables FWM to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Fidelity may be higher or lower than those charged by other broker-dealers.

A client may pay a commission that is higher than that charged another qualified broker-dealer to effect the same transaction where FWM determines, in good faith, that the commission 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 the broker-dealer's services, including among others, the value of research provided, execution capability, commission rates and responsiveness.

FWM may receive from Fidelity, without cost, computer software and related systems support because FWM renders investment management services to clients that, in the aggregate, maintain a certain level of assets at Fidelity. This allows FWM to better monitor client accounts. Specifically, FWM may receive the following benefits from Fidelity through the Fidelity Registered Investment Advisor Group: receipt of duplicate client confirmations and statements, access to a trading desk that exclusively services its Registered Investment Advisor Group participants, access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts, and access to an electronic communications network for client order entry and account information. Fidelity may also pay for business consulting and professional services received by FWM and its employees. They may also consist of educational services such as publications, conferences and seminars on practice management, as well as other informative events. Other services made available by Fidelity are intended to help FWM manage and increasingly develop its business enterprise. Further, Fidelity may occasionally offer business entertainment to firm personnel. Some of the products and services made available by Fidelity may benefit the firm, but not its client accounts. These products and services may also assist FWM in managing and administering client accounts, including accounts not maintained at Fidelity. The benefits received by FWM do not depend on the amount of brokerage transactions directed to Fidelity.

Transactions for each client will generally be effected independently unless FWM decides to purchase or sell the same securities for several clients at the same time. FWM may combine or “batch” such orders to obtain best execution, negotiate more favorable commission rates, or to allocate equitably among clients the differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this process, transactions will generally be averaged as to price and allocated among clients on a pro rata basis. To the extent that we combine or batch client orders for the purchase or sale of securities, we will do so in accordance with all regulatory requirements and FWM’s policies and procedures. FWM will not receive any additional compensation or remuneration as a result of combining or batching any transaction.

FWM does not accept any client directed brokerage arrangements and does not engage in Principal Trading or Agency Cross Transactions.

Item 13 – Review of Accounts

FWM monitors portfolios on an ongoing basis and conducts more detailed account reviews on at least a semi-annual basis. For clients to whom FWM provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. All investment management clients are encouraged to discuss their goals and objectives with FWM and to keep FWM informed of any changes thereto. FWM contacts clients at least annually to review prior services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation or investment objectives.

Reports:

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and account statements directly from the custodian for their accounts. Clients to whom FWM provides investment management services also receive a report from FWM on an annual basis that includes account and/or market related information such as account holdings and account performance. Clients to whom FWM provides financial planning and/or consulting services receive Financial Plans and/or reports from FWM as requested by the client or otherwise agreed to in writing by FWM.

Item 14 – Client Referrals and Other Compensation

FWM does not participate in any client solicitation or referral arrangements; however, FWM does have incentive to encourage clients to utilize Fidelity Investments for their brokerage/custodial services. Please refer to Item 12 above for more information about FWM's brokerage relationship with Fidelity Investments.

Item 15 – Custody

FWM does not maintain custody of client funds and/or securities except to the extent that the firm has authorized the custodian to directly debit fees for client accounts for services rendered by FWM.

In addition to the reports provided by FWM to all clients (as described in Item 13 above), clients will receive account statements directly from their custodian at least quarterly. We urge you to compare the account statements received from the qualified custodian and the account statements provided by FWM.

Item 16 – Investment Discretion

For the majority of the firm's investment management accounts, FWM has the authority to determine, without obtaining specific client consent, the securities to be bought and sold in client accounts and the amount of such securities to be bought and/or sold. Any activity in client accounts will be made only in accordance with each client's previously stated investment objectives and risk tolerance.

A smaller number of the firm's accounts are deemed to be non-discretionary at the time of account opening. For these accounts, FWM does not have the authority to determine, without obtaining specific client consent, the securities to be bought and sold in client accounts and the amount of such securities to be bought and/or sold. FWM provides recommendations to the firm's non-discretionary clients as part of the firm's annual review process or as requested by the client and executes only the transactions that are approved by the client.

FWM recommends Fidelity Investments as the broker-dealer to be utilized for client transactions but does not have discretion over the selection of the broker. FWM does not determine the amount of brokerage commissions to be charged for transactions in client accounts, however, due to FWM's relationships with Fidelity (as described in Item 14 above), clients may be entitled to reduced or waived commissions in certain circumstances.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

FWM does not vote proxies on behalf of its clients unless FWM and the client agree otherwise in writing. Clients are instructed at the time of account opening to authorize their custodian to forward copies of all proxies and shareholder communications directly to them. Clients are responsible for directing the manner in which proxies are voted and making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the securities in their accounts.

Item 18 – Financial Information

FWM does not require prepayment of advisory fees six months or more in advance; therefore the firm is not required to provide an audited financial statement.

Item 19 – Requirements for State-Registered Advisers

Not Applicable.