

Disclosure Brochure

April 21, 2011

Brendel & Fisher Wealth Management, LLC

a Registered Investment Adviser

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-and-

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This brochure provides information about the qualifications and business practices of Brendel & Fisher Wealth Management, LLC (hereinafter "BFWM"). If you have any questions about the contents of this brochure, please contact John J. Brendel, Jr. at (603) 643-4441. 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 Brendel & Fisher Wealth Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Brendel & Fisher Wealth Management, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since BFWM's last annual update.

BFWM does not have any material changes to disclose in this Item as this is BFWM's initial Disclosure Brochure, there are no material changes to report.

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Item 4. Advisory Business

BFWM is an investment adviser providing financial planning, consulting, and investment management services. Prior to engaging BFWM to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with BFWM setting forth the terms and conditions under which BFWM renders its services (collectively the "*Agreement*"). Neither BFWM nor the client may assign the *Agreement* without the consent of the other party. A transaction that does not result in a change of actual control or management of BFWM is not considered an assignment.

BFWM has been in business since April, 2011. Timothy Fisher and John J. Brendel, Jr. are the principal owners of the firm. BFWM will manage client assets on a discretionary and non-discretionary basis. As this is BFWM's initial filing, it does not currently have any assets under management.

This disclosure brochure describes the business of BFWM. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of BFWM's officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on BFWM's behalf and is subject to BFWM's supervision or control.

Financial Planning Services

BFWM may provide its clients with a broad range of comprehensive financial planning and consulting services (which may include non-investment related matters). These services include business planning, investments, insurance, retirement, education, estate planning, and tax and cash flow needs of the client.

In performing its services, BFWM is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. BFWM may recommend the services of itself, its *Supervised Persons* in their individual capacities as registered representatives of a broker-dealer, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if BFWM recommends its own services. The client is under no obligation to act upon any of the recommendations made by BFWM under a financial planning or consulting engagement or to engage the services of any such recommended professional, including BFWM itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of BFWM's recommendations. Clients are advised that it remains their responsibility to promptly notify BFWM if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising BFWM's previous recommendations and/or services.

Investment Management Services

Clients can engage BFWM to manage all or a portion of their assets on a discretionary or non-discretionary basis.

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BFWM primarily allocates clients' investment management assets among mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, as well as *Independent Managers* (as defined below), in accordance with the investment objectives of the client. BFWM also provides advice about any type of investment held in clients' portfolios.

BFWM also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian. In so doing, BFWM either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

BFWM tailors its advisory services to the individual needs of clients. BFWM consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. BFWM ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify BFWM if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon BFWM's management services.

Use of Independent Managers

As mentioned above, BFWM recommends that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment managers ("*Independent Managers*"), based upon the stated investment objectives of the client. The terms and conditions under which the client engages the *Independent Managers* are set forth in a separate written agreement between BFWM or the client and the designated *Independent Managers*. BFWM renders services to the client relative to the discretionary selection of *Independent Managers*. BFWM also monitors and reviews the account performance and the client's investment objectives. BFWM receives an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated *Independent Managers*.

When selecting an *Independent Manager* for a client, BFWM reviews information about the *Independent Manager* such as its disclosure statement and/or material supplied by the *Independent Manager* or independent third parties for a description of the *Independent Manager's* investment strategies, past performance and risk results to the extent available. Factors that BFWM considers in recommending an *Independent Manager* include the client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated *Independent Managers*, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, BFWM's investment advisory fee set forth above. As discussed above, the client may incur additional

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fees than those charged by BFWM, the designated *Independent Managers*, and corresponding broker-dealer and custodian.

In addition to BFWM's written disclosure statement, the client also receives the written disclosure statement of the designated *Independent Managers*. Certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than BFWM. In such instances, BFWM may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

If BFWM refers a client to an *Independent Manager* where BFWM's compensation is included in the advisory fee charged by such *Independent Manager* and the client engages the *Independent Manager*, BFWM shall be compensated for its services by receipt of a fee to be paid directly by the *Independent Manager* to BFWM in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, and any corresponding state securities laws, rules, regulations, or requirements. Any such fee is paid solely from the *Independent Manager's* investment management fee, and does not result in any additional charge to the client.

Sponsor and Manager of Wrap Program

BFWM is the sponsor and manager of the Brendel & Fisher Wealth Management Wrap Program (the "*Program*"), a wrap fee program. In the event the client participates in the *Program*, BFWM provides its investment management services and arranges for brokerage transactions under a single annualized fee. Participants in the *Program* may pay a higher aggregate fee than if investment management and brokerage services are purchased separately. A complete description of the *Program's* terms and conditions (including fees) are contained in the *Program's* wrap fee brochure.

Additions and Withdrawals to Accounts

Clients may make additions to and withdrawals from their account at any time, subject to BFWM's right to terminate an account. Clients may withdraw account assets on notice to BFWM, subject to the usual and customary securities settlement procedures. However, BFWM designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Item 5. Fees and Compensation

BFWM offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management. Alternatively, certain of BFWM's *Supervised Persons* may offer securities brokerage services and insurance products under a commission arrangement.

Financial Planning Fees

BFWM may charge a fixed fee and/or hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from \$500 to \$4,000 on a fixed fee basis and/or from \$150 to \$250 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages BFWM for additional investment advisory services, BFWM may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging BFWM to provide financial planning and/or consulting services, the client is required to enter into a written agreement with BFWM setting forth the terms and conditions of the engagement. Generally, BFWM requires one-half of the financial planning fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management Fee

BFWM provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by BFWM. BFWM's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. BFWM does not, however, receive any portion of these commissions, fees, and costs. BFWM's annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by BFWM on the last day of the previous quarter. The annual fee varies (between 0.80% and 1.50%) depending upon the market value of the assets under management and the type of investment management services to be rendered, as follows:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
up to \$500,000	1.25% - 2.00%
\$500,001 - \$1,000,000	1.00% - 1.25%
above \$1,000,000	0.75% - 1.00%

BFWM, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), BFWM generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*") for investment management accounts.

BFWM may only implement its investment management recommendations after the client has arranged for and furnished BFWM with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Schwab*, any other broker-dealer recommended by BFWM, broker-dealer directed by the client, trust companies, banks, etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as fees charged by *Independent Managers* (as defined below), custodial fees, charges imposed directly by a mutual fund or ETF in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. 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 BFWM's fee.

BFWM's *Agreement* and the separate agreement with any *Financial Institutions* authorize BFWM or *Independent Managers* to debit the client's account for the amount of BFWM's fee and to directly remit that management fee to BFWM or the *Independent Managers*. Any *Financial Institutions* recommended by BFWM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to BFWM.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees shall be calculated on a *pro rata* basis.

The *Agreement* between BFWM and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. BFWM's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Additions may be in cash or securities provided that BFWM reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. BFWM may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

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If assets are deposited into or withdrawn from an account after the inception of a quarter that exceed \$50,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with BFWM (but not BFWM) to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with BFWM. Under this arrangement, clients may implement securities transactions through certain of BFWM's *Supervised Persons* in their respective individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), an SEC registered broker-dealer and member of FINRA. PKS may charge brokerage commissions to effect these securities transactions and thereafter, a portion of these commissions may be paid by PKS to such *Supervised Persons*. Prior to effecting any transactions clients are required to enter into a new account agreement with PKS. The brokerage commissions charged by PKS may be higher or lower than those charged by other broker-dealers. In addition, certain of BFWM's *Supervised Persons* may also receive ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that the client maintains the mutual fund investment.

A conflict of interest exists to the extent that BFWM recommends the purchase of securities where BFWM's *Supervised Persons* receive commissions or other additional compensation as a result of BFWM's recommendations. BFWM has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients.

For accounts covered by ERISA (and such others that BFWM, in its sole discretion deems appropriate), BFWM provides its investment advisory services on a fee-offset basis. In this scenario, BFWM may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by BFWM's *Supervised Persons* in their individual capacities as registered representatives of PKS.

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

BFWM does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

BFWM provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Minimums Imposed By Independent Managers

BFWM does not impose a minimum portfolio size or minimum annual fee. Certain *Independent Managers* may, however, impose more restrictive account requirements and varying billing practices than BFWM. In such instances, BFWM may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

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

Methods of Analysis

BFWM's utilizes fundamental, technical and cyclical analysis.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. BFWM will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that BFWM will be able to accurately predict such a reoccurrence.

Investment Strategies

BFWM focuses on comprehensive wealth management. BFWM's goal is to provide individualized advice and guidance to assist clients in achieving their financial goals. BFWM's services include portfolio management and planning regarding retirement plans, insurance, annuities, review of trust and estate plans, long term care insurance, and financial planning. In addition, as discussed above in Item 5, certain of BFWM's Supervised Persons are registered representatives of PKS and may provide certain of the services mentioned above on a commission basis.

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BFWM's goal is to help clients leave its office thinking, "I feel better." BFWM and its people take a deep sense of pride in contributing to clients' peace of mind and financial well-being. BFWM strives every day to earn the trust and respect of its clients.

It is BFWM's belief that every client has a unique set goals and objectives and the most appropriate way to help them meet these goals is to take a holistic approach. BFWM believes that it is irresponsible to provide investment advice without an appreciation for the client's goals and objectives. Using a thorough process BFWM attempts to identify all areas that need attention.

BFWM's investment management strategies begin with the preparation of an investment policy statement to help clarify the risk and return goals and assumptions to be used in portfolio construction, monitoring and review. Through a combination of equities, fixed income, mutual funds, and ETF's BFWM designs model portfolios with a keen eye toward an appropriate asset allocation that reflects risk tolerance, returns, and income requirements. BFWM believes that diversification can be a valuable ally in achieving consistent returns while minimizing risk.

BFWM utilizes two investment styles for the security selection within portfolios. Traditional asset allocation is one and the other is sector rotation through the use of relative strength. Each of these methods utilizes both fundamental and technical analysis.

BFWM recognizes that financial planning and investment management is a process, not an event, and that regular meetings with clients, either by phone, email, or in person is essential to achieving desired goals and objectives. In providing financial planning to our clients we follow the Certified Financial Planner® process.

- 1.) Establish and define the client-planner relationship;
- 2.) Gather client data, including goals;
- 3.) Analyze and evaluate the clients financial status;
- 4.) Develop and present financial planning recommendations;
- 5.) Implement the financial planning recommendations; and
- 6.) Monitor the financial planning recommendations.

Risks

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual funds and ETFs are subject to secondary market trading risks. Shares of mutual funds and ETFs will be listed for trading on an exchange, however, there can be no guarantee that an active trading market for such shares will develop or continue. There can be no guarantee that a mutual funds' and ETFs' exchange listing or ability to trade its shares will continue or remain unchanged. Shares of the mutual fund or ETF may trade on an exchange at prices at, above or below their most recent net asset valuation (NAV),

which is the price that an investor would buy or sell the mutual fund or ETF at. The per share NAV of a mutual fund or ETF is calculated at the end of each business day, and fluctuates with changes in the market value of the mutual fund's or ETF's holdings. The trading prices of a mutual fund's or ETF's shares may differ significantly from NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's ETF's shares trading at a premium or discount to NAV.

Market Risks

The profitability of a significant portion of BFWM's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that BFWM will be able to predict those price movements accurately.

Use of Independent Managers

BFWM may recommend the use of *Independent Managers* for certain clients. BFWM will continue to do ongoing due diligence of such managers, but the such recommendations relies, to a great extent, on the *Independent Managers* ability to successfully implement their investment strategy. In addition, BFWM does not have the ability to supervise the *Independent Managers* on a day-to-day basis, if at all.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

BFWM is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. BFWM does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

BFWM is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. BFWM has described such relationships and arrangements below.

Registered Representatives of Broker Dealer

As discussed above in Item 5, certain of BFWM's *Supervised Persons* are registered representatives of *PKS*.

Receipt of Insurance Commission

Certain of BFWM's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with *PKS*, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While BFWM does not sell such insurance products to its investment advisory clients, BFWM does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that BFWM recommends the purchase of insurance products where BFWM's *Supervised Persons* receive insurance commissions or other additional compensation.

Item 11. Code of Ethics

BFWM and persons associated with BFWM ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with BFWM's policies and procedures.

BFWM has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by BFWM or any of its associated persons. The *Code of Ethics* also requires that certain of BFWM's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in BFWM's *Code of Ethics*, none of BFWM's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of BFWM's clients.

When BFWM is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when BFWM is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact BFWM to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, BFWM generally recommends that clients utilize the brokerage and clearing services of *Schwab*.

Factors which BFWM considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables BFWM to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by BFWM's clients comply with BFWM's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where BFWM determines that the commissions are 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 a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. BFWM seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

BFWM periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct BFWM in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and BFWM will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by BFWM (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, BFWM may decline a client's request to direct brokerage if, in BFWM's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless BFWM decides to purchase or sell the same securities for several clients at approximately the same time. BFWM may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among BFWM'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 generally be averaged as to price and allocated among BFWM's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent

that BFWM determines to aggregate client orders for the purchase or sale of securities, including securities in which BFWM's *Supervised Persons* may invest, BFWM shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. BFWM shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that BFWM determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, BFWM may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist BFWM in its investment decision-making process. Such research generally will be used to service all of BFWM's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because BFWM does not have to produce or pay for the products or services.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, certain *Supervised Persons* in their respective individual capacities, are registered representatives of *PKS*. These *Supervised Persons* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *PKS* provides written consent. Therefore, clients are advised that certain *Supervised Persons* may be restricted to conducting securities transactions through *PKS* unless they first secure written consent from *PKS* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *PKS*, these *Supervised Persons* are prohibited from executing securities transactions through any broker-dealer other than *PKS* under *PKS*'s internal supervisory policies. BFWM is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Schwab Advisor Business Loan

Schwab has provided a loan to BFWM to assist its business operations, and the loan is guaranteed by John J. Brendel, Jr. and Timothy F. Fisher, principals of BFWM. The terms of the loan require that management fees to BFWM be paid to an account at *Schwab* for deduction of interest and principal payments pursuant to the loan before BFWM may have access to that fee payment. The loan agreement contains various representations by BFWM, including that it will maintain \$120 million in assets under management, and various events of default, including that BFWM will comply with all laws, contracts, licenses and permits. In the event of an unheeded default under the terms of the loan agreement, *Schwab* may terminate and/or accelerate the loan, which may have a material adverse effect on BFWM's ability to perform services for you.

Some of the products, services and other benefits provided by *Schwab*, including the Schwab Advisor Business Loan noted above, benefit BFWM and may not benefit BFWM's client accounts. BFWM's recommendation that a client place assets in *Schwab*'s custody may be based in part on benefits *Schwab* provides to BFWM, and not solely on the nature, cost or quality of custody and execution services provided by *Schwab*.

BFWM places trades for its clients' accounts subject to its duty to seek best execution and its other fiduciary duties. BFWM may use broker-dealers other than *Schwab* to execute trades for client accounts maintained at *Schwab*, but this practice may result in additional costs to clients so that BFWM is more likely to place trades through *Schwab* rather than other broker-dealers. *Schwab*'s execution quality may be different than other broker-dealers.

Software and Support Provided by Financial Institutions

BFWM may receive from *Schwab*, without cost to BFWM, computer software and related systems support, which allow BFWM to better monitor client accounts maintained at *Schwab*. BFWM may receive the software and related support without cost because BFWM renders investment management services to clients that maintain assets at *Schwab*. The software and related systems support may benefit BFWM, but not its clients directly. In fulfilling its duties to its clients, BFWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that BFWM's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence BFWM's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, BFWM may receive the following benefits from *Schwab* through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional 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 communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom BFWM provides investment management services, BFWM monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom BFWM provides financial planning services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of BFWM’s investment adviser representatives that maintains the primary relationship with the client. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with BFWM and to keep BFWM informed of any changes thereto. BFWM shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts.

Those clients to whom BFWM provides financial planning services will receive reports from BFWM summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by BFWM.

Item 14. Client Referrals and Other Compensation

BFWM is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, BFWM is required to disclose any direct or indirect compensation that it provides for client referrals. BFWM does not have any required disclosures to this Item.

Item 15. Custody

BFWM's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize BFWM through such *Financial Institution* to debit the client's account for the amount of BFWM's fee and to directly remit that management fee to BFWM in accordance with applicable custody rules.

The *Financial Institutions* recommended by BFWM have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to BFWM. Clients should carefully review the statements sent directly by the *Financial Institutions*.

Item 16. Investment Discretion

BFWM may be given the authority to exercise discretion on behalf of clients. BFWM is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. BFWM is given this authority through a power-of-attorney included in the agreement between BFWM and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). BFWM takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Independent Managers* to be hired or fired.

Item 17. Voting Client Securities

BFWM may vote client securities (proxies) on behalf of its clients. When BFWM accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully described in BFWM's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in BFWM's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact BFWM to request information about how BFWM voted proxies for that client's securities or to get a copy of BFWM's Proxy Voting Policies and Procedures. A brief summary of BFWM's Proxy Voting Policies and Procedures is as follows:

- BFWM has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to BFWM's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, BFWM devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct BFWM's vote on a particular solicitation but can revoke BFWM's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that BFWM maintains with persons having an interest in the outcome of certain votes, BFWM takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

BFWM does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, BFWM is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. BFWM has no disclosures pursuant to this Item.

Brendel & Fisher Wealth Management, LLC

a Registered Investment Adviser

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