

MD WENDELL WEALTH PARTNERS

DISCLOSURE BROCHURE (ADV PART 2A)

Effective Date: March 28, 2014

*MD Wendell Wealth Partners
2945 Townsgate Road, Suite 200
Westlake Village, CA 91361
Phone: (805) 230-1908*

This Disclosure Brochure provides information about the qualifications and business practices of MD Wendell Wealth Partners and Mark D. Wendell. If you have any questions about the contents of this Disclosure Brochure, please contact Mr. Wendell at (805) 230-1908. The information in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Additional information about MD Wendell Wealth Partners and Mark D. Wendell is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for MD Wendell Wealth Partners is **159131**.

Item 2: Summary of Material Changes

The Advisor has changed the name of the Genworth Fund to the AssetMark Fund. See Item 4: Advisory Business for more information.

Mark is no longer on the board of directors for St. Johns.

Item 3: Table of Contents

Item 2: <u>Summary of Material Changes</u>	2
Item 3: <u>Table of Contents</u>	3
Item 4: <u>Advisory Business</u>	4
Item 6: <u>Performance-Based Fees and Side-By-Side Management</u>	8
Item 7: <u>Types of Clients</u>	8
Item 8: <u>Methods of Analysis, Investment Strategies And Risk Of Loss</u>	8
Item 9: <u>Disciplinary Information</u>	10
Item 10: <u>Other Financial Industry Activities And Affiliations</u>	10
Item 11: <u>Code Of Ethics, Participation Or Interest In Client Transactions And Personal Trading</u>	11
A. Code of Ethics	11
B. Personal Trading with Material Interest	11
C. Personal Trading in Same Securities as Clients	11
D. Personal Trading at Same Time as Client.....	11
Item 12: <u>Brokerage Practices</u>	12
Item 13: <u>Review Of Accounts</u>	14
Item 14: <u>Client Referrals And Other Compensation</u>	14
Item 15: <u>Custody</u>	15
Item 16: <u>Investment Discretion</u>	15
Item 17: <u>Voting Client Securities</u>	16
Item 18: <u>Financial Information</u>	16
Item 19: <u>Requirements For State-Registered Advisers</u>	16
Form ADV 2B Brochure Supplement for Mark D. Wendell	17

Item 4: Advisory Business

A. Ownership/Advisory History

Mark D. Wendell is the owner of MD Wendell Wealth Partners (“MD Wendell”, “we”, “us” or the “Firm”), which was established in September 2011. The Firm was subsequently registered as an investment adviser in the state of California in January 2012 and began providing investment advisory services in March 2012.

B. Advisory Services Offered

The Firm’s services are offered to individuals, charities and foundations, pension and profit sharing plans and corporations or other business entities (each a “Client”).

Prior to the Adviser-Client relationship, the Firm may offer a complimentary general consultation to discuss services available, to give a prospective Client time to review services desired, and to determine the possibility of a potential relationship. Investment advisory services begin only after the Client and the Firm formalize the relationship with a properly executed Client Agreement.

After engaging us, the Client will be asked to share in a data gathering and discovery process in an effort to determine the client’s stated needs, goals, intentions, time horizons, risk tolerance and investment objectives, based upon information provided by the Client and the nature of services requested.

The Firm offers the following services:

Financial Planning Services

The Firm offers clients financial planning services to evaluate their financial situation, goals and risk tolerance. Through a series of personal interviews and the use of questionnaires the Firm will collect pertinent data, identify goals, objectives, financial problems, potential solutions, prepare specific recommendations and implement recommendations. The Firm has a specific emphasis on risk management but can tailor services as desired by the client. As a result the Firm’s advice may be provided on other topics such as financial and cash management, estate planning, tax issues, retirement planning, educational funding, goal setting, or other needs as identified by us and the client.

Conflicts of Interest Disclosure: Please note that a conflict of interest exists between the Firm, the investment adviser, and you, the client. You are under no obligation to act on the Firm’s financial planning recommendations.

Should you choose to act on any of the Firm’s recommendations, you are not obligated to implement the financial plan through any of Firm’s other investment advisory services. Moreover, you may act on the Firm’s recommendations by placing securities transactions with any brokerage firm.

Recommendation of Third Party Investment Advisers

Similar to all the Firm's services, after completing the initial data gathering and discovery process, the Firm may recommend the services of a Third Party Investment Adviser to the client. The Firm will consider the following factors during its review of the Third Party Adviser: fees, reputation, performance, financial strength, management, price, reporting capabilities, registration in California, client's financial situation, client's goals, client's needs, and client's investment objectives. After the Firm's review it will present the Client with one or more recommendations. Clients are never obligated to use a recommended Third Party Investment Adviser.

The Firm primarily recommends the following Third Party Advisers:

AssetMark (formerly Genworth): AssetMark offers an asset allocation system known as the AssetMark Platform. The minimum investment required in the platform depends upon the Investment Solution chosen for a client's account and is generally \$25,000-\$50,000 for managed mutual fund accounts and \$100,000 for ETF accounts, \$250,000 for Distribution Strategies, and from \$50,000 to \$500,000 for privately managed and unified managed accounts, depending on the investment strategy selected for the account, as described in more detail in the AssetMark's Disclosure Brochure, Appendix 1. Accounts below the stated minimums may be accepted on an individual basis at the discretion of the Platform sponsor.

Victoria Capital Management, Inc.: Victoria Capital provides portfolio management services through several programs. The Enterprise Program is an equity only approach offering both capital appreciation and a moderate income. The Wealth Maintenance Program offers stability of principal with income by using a blend of fixed-income and equity securities. The Vista Program consists of five asset allocation portfolios of exchange-traded funds. The five portfolios range from (1) conservative to (5) aggressive and have associated levels of return and risk to meet the needs of people saving for retirement.

Planmember Securities Corporation: Planmember Securities may provide portfolio management services through Planmember Securities' Elite Platform. The Elite Platform has two options, the Index Option and the Hybrid Option. Both options favor index mutual funds over actively managed funds, especially with regard to equity funds. Allocations to index funds in the Index Option typically range from 50% to 100%. With the Hybrid Option the index-fund allocations for generally range from 30% to 70%. Both options are available for 403(b) (Traditional or Roth), 457(b), Traditional IRA, Rollover IRA, Roth IRA, SEP IRA and SIMPLE IRA accounts. Both the Index and Hybrid options can also be used for nonqualified accounts.

Portfolio Management Services

The Firm manages individualized portfolios for its clients through its Portfolio Management Services. The Firm works with each Client to formulate an individualized portfolio based upon his/her objectives, time frame, risk parameters and other investment considerations. The Firm uses marketable securities such as bonds, certificates of deposit, equity linked certificates of deposit, exchange-traded funds ("ETFs"), mutual funds, stocks and unit investment trusts.

The Firm's investment philosophy is to use principals of value, safety and quality to seek investment options globally. The Firm places heavy emphasis on risk control, believing that avoiding losses allows appreciation potential of investments to be realized.

When recommending a Third Party Investment Adviser, the Client will be given a copy of their ADV Part 2A – Disclosure Brochure and Appendix 1, when applicable. Clients are urged to carefully read these disclosure documents.

C. Tailored Services

The Firm offers individualized investment advice to clients using its Financial Planning Services. With its Portfolio Management Services, the Firm usually does not allow clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account. In the rare instance that the Firm allows restrictions, they must be presented in writing at the time the client's account is opened.

D. Client Assets Managed

As of December 31, 2013, we manage \$22,000,000 in Client assets on a non-discretionary basis. We do not currently manage Client assets on a discretionary basis.

Item 5: Fees and Compensation

A. Financial Planning

The Firm's financial planning services are provided on a fixed fee basis or hourly basis. The hourly fee is up to \$500 per hour. The fixed fees range between \$500 and \$5,000. Each fee will vary and is dependent on the complexity of the financial situation, the net worth of the individual or business, the estimate of hours involved, including preparation and research, areas to be specified and estimated in the written agreement for services. All fees for planning services are agreed upon in advance in writing and due at that time. All financial planning services provided will be completed within six (6) months of the acceptance date of the financial planning agreement.

Termination of Financial Planning Services

A Client may terminate this service for any reason within the first five (5) business days after signing the contract without any cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice to the firm at MD Wendell Wealth Partners, 2945 Townsgate Road, Suite 200, Westlake Village, CA 91361. Upon written notice of termination Fixed Fee Financial Planning services will be prorated based upon the percentage of work completed. Hourly financial planning services will be prorated based upon the number of hours of work completed. Any excess fees will be refunded to the client.

Comparable Services Disclosure

Clients should note that lower fees for comparable services may be available from other sources.

Conflicts of Interest Disclosure

Pursuant to California Code of Regulations Section 260.238(k), in this Part 2, the Firm, its representatives and employees have disclosed all material conflicts of interests that could reasonably be expected to impair the rendering of unbiased and objective advice. The conflicts of interest may include, but are not limited to: (a) compensation arrangements connected with advisory services which are in addition to the advisory fees, (b) other financial industry activities or affiliations, or (c) participation of interest in Client transactions.

B. Recommendation of Third Party Investment Advisers

The Client will be charged one fee for both the Third Party Investment Adviser and the Firm's services. The combined fee is based on an annual percentage of assets under management. The tiered fee schedule is:

Account Value	Annual Fee
\$0 to \$1,000,000	Up to 2.50%
The next \$2,000,000	Up to 2.00%
The next \$7,000,000	Up to 1.75%
Above \$10,000,000	Negotiable

Quarterly Billing Cycle

For clients on the AssetMark platform, fees are deducted by AssetMark, in accordance with the AssetMark Client Services Agreement, quarterly in advance based on the previous end-of-quarter market value. Quarterly billing cycles occur in January, April, July and October. All active accounts on the platform are included in the quarterly billing cycle. Advisory Fees are deducted from Client accounts seven to ten business days following quarter end directly from Client accounts, or debited from the related bank account. The final page of the Quarterly Performance Report is the Portfolio Billing Invoice. This serves as notification to the Client of the amount that AssetMark will debit the Client account for services rendered.

The fee is separate and distinct from brokerage fees, transaction fees, and other related costs and expenses that are incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, as disclosed in a fund's prospectus, which are separate and distinct from the fee. Such charges, fees and commissions are exclusive of and in addition to the Firm's fee. The Firm does not receive any portion of these commissions, fees, and costs. For additional information on the Firm's brokerage practices please see Item 12, below.

Termination of Recommendation of Third Party Adviser Services

A Client may terminate the Firm's services for any reason within the first five (5) business days after signing the Recommendation of Third Part Investment Adviser Service's contract without any cost or penalty, excluding any possible custodian fees and other fees beyond its control. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice to the firm at MD Wendell Wealth Partners, 2945 Townsgate Road, Suite 200, Westlake Village, CA 91361. Upon termination, fees will be prorated for the number of days that services were rendered during the termination quarter. All unearned fees will be refunded to the client. Upon written notice of termination, the Firm's management fees will be prorated and billed to the Client based upon the number of days that services were rendered during the termination quarter.

C. Portfolio Management Services

The Firm's management fee for each portfolio is based on an annual percentage of assets under management. The fee is calculated and billed on a quarterly basis in arrears. The fee will be calculated on Account's average daily balance as reported by its custodian and deducted from the client's account. The annual fee ranges from .25% to 2.00% and is negotiable.

The fee is separate and distinct from brokerage fees, transaction fees, and other related costs and expenses that are incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, as disclosed in a fund's prospectus, which are separate and distinct from the fee. Such charges, fees and commissions are exclusive of and in addition to the Firm's fee. The Firm does not receive any portion of these commissions, fees, and costs. For additional information on the Firm's brokerage practices please see Item 12, below.

D. Termination of Portfolio Management Services

A Client may terminate the portfolio management agreement for any reason within the first five (5) business days after signing the contract without any cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice to the Firm at MD Wendell Wealth Partners, 2945 Townsgate Road, Suite 200, Westlake Village, CA 91361. Upon written notice of termination, the Firm's management fees will be prorated and billed to the Client based upon the number of days that services were rendered during the termination quarter.

E. Compensation for the Sale of Insurance Products

Mark Wendell is licensed as an independent insurance agent. Mr. Wendell will earn commission-based compensation for selling insurance products, including insurance products he sells to clients. Insurance commissions earned by Mr. Wendell are separate and in addition to our advisory fees. This practice presents a conflict of interest because, as an insurance agent, Mr. Wendell has an incentive to recommend insurance products to clients for the purpose of generating commissions rather than solely based on clients' needs. Clients are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

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

The Firm 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)

Item 7: Types of Clients

The Firm's services are offered to individuals, charities and foundations, pension and profit sharing plans and corporations or other business entities.

The Firm requires a minimum account size of \$100,000. The Firm may aggregate related accounts in the same household in determining whether the account minimum has been met. Minimums may be negotiated, reduced or waived for individuals or retirement plans that appear to have the ability to make annual or other contributions necessary to meet this minimum threshold, or as an accommodation to existing clients.

Item 8: Methods of Analysis, Investment Strategies And Risk Of Loss

A. Methods of Analysis and Investment Strategies

With respect to its portfolio management services, the Firm does not subscribe to any particular method of analysis. Rather, the Firm customizes each client's account according to his/her individual investment goals, risk tolerance and investment horizon. When deciding on the allocation for a client's account, the Firm studies various market

indicators such as financial newspapers, websites, and magazines, research prepared by other advisers, company press releases, prospectuses, and other market related filings. Each account will contain various types of securities. (The types of securities and common risks can be found below in Item 8.B.) In advising its clients who invest in the AssetMark Platform, the Firm will use model portfolios of Exchange Traded Funds (“ETFs”), managed mutual funds provided by a number of institutional investment strategists and based on the information, research, asset allocation methodology and investment strategies of these institutional strategists. The Firm also introduces clients to, and advise on the selection of, independent investment managers who provide discretionary management of individual portfolios using a variety of different securities analysis methods, sources of information and investment strategies. Clients will receive separate disclosure from such investment managers regarding any such investment manager’s advisory services.

B. Recommended Securities and Investment Risks

The Firm uses a variety of securities in its client’s portfolios. These securities may include, but are not limited to, the following: Exchange-traded funds; Mutual funds such as Large Cap Growth, Large Cap Value, Mid Cap Growth, Mid Cap Value, Small Cap Growth, and Small Cap Value; ADRs; Stocks; Bonds; Commodities; Options including covered calls, short and put positions; Precious Metals; Preferred Stock; High Yield Debt; Emerging Markets; Foreign Fixed Income; Domestic Fixed Income; Real Estate Investment Trusts; precious metals; Alternative Investments; Money Market Funds and Cash.

All investments bear different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear**. While the Firm recommends portfolios that are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies typically seek to balance risks and rewards to achieve investment objectives. Clients need to ask questions about risks they do not understand. The Firm would be pleased to discuss them.

The Firm strives to render its best judgment on behalf of its clients. Still, the Firm cannot assure or guarantee clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. The Firm continuously strives to provide outstanding long-term investment performance, but many economic and market variables beyond the Firm’s control can affect the performance of an investment portfolio.

An investment could lose money over short or even long periods. A Client should expect his/her account value and returns to fluctuate within a wide range, like the fluctuations of the overall stock and bond markets. The client’s account performance could be hurt by:

- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates. Interest rate risk will vary for the client, depending on the amount of Client assets invested in bonds.
- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client’s account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **Active management fees risk:** Active management strategies that involve frequent trading generate higher transaction costs that diminish the fund’s return. In addition, the short-term capital gains resulting from

frequent trades often have an unfavorable income tax impact when such funds are held in a taxable account.

- **International Investing Risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S.
- **Terrorism Risk:** The chance that stock domestic and international stock prices will decline due to a terrorist event.
- **Political Risk:** The chance that a change in government may affect stock prices of domestic or international stocks.
- **Natural Risks:** The chance that a natural catastrophe (earthquakes, hurricanes, etc.) may affect stock prices of domestic or international stocks.

Item 9: Disciplinary Information

There are no legal, regulatory or disciplinary events involving MD Wendell or any of its employees to disclose. The Firm and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

To review the firm information contained in Form ADV Part 1, select the option for “Investment Adviser Search”, then selecting “Firm” and enter 159131 in the field labeled “Firm Name or CRD# or SEC#”. This will provide access to Form ADV Parts 1 and 2. Item 11 of the Form ADV Part 1 lists legal and disciplinary disclosure questions.

You may also research the background of Mark D. Wendell by selecting the option for “Investment Adviser Search”, then selecting “Individual” and entering Mr. Wendell’s Individual CRD number 2444592 in the field labeled “Individual Name or CRD#”. The Firm and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 10: Other Financial Industry Activities And Affiliations

Insurance Industry Affiliations

The Firm’s owner, Mark Wendell, is a licensed independent insurance agent. Mr. Wendell will earn commission-based compensation for selling insurance products to clients. Insurance commissions earned are separate and in addition to the Firm’s advisory fees. This practice may present a conflict of interest because Mr. Wendell may have an incentive to recommend insurance products to clients for the purpose of generating commissions rather than solely based on the clients’ needs. However, clients are under no obligation, contractually or otherwise, to purchase insurance products through Mr. Wendell or anyone affiliated with the Firm.

Selection and Monitoring of Third Party Investment Advisers

The Firm offers the Selection and Monitoring of Third Party Investment Advisers as a service. This service is explained above in Item 4.B., with the fees for the services explained in Item 5.B and C.

Item 11: Code Of Ethics, Participation Or Interest In Client Transactions And Personal Trading

A. Code of Ethics

The Firm has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with the Firm. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. The Firm and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of the Firm associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at (805) 267-7153.

B. Personal Trading with Material Interest

The Firm allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. The Firm does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. The Firm does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

The Firm allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, employees of The Firm may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by the Firm requiring reporting of personal securities trades by its employees for review by the employee's supervisor or the CCO. We have also adopted written policies and procedures to detect the misuse of material, non-public information.

In addition the Code of Ethics governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

D. Personal Trading at Same Time as Client

While the Firm allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards.

Conflicts of Interest Disclosure

Pursuant to California Code of Regulations Section 260.238(k), in this Part 2, the Firm, its representatives and employees have disclosed all material conflicts of interests that could reasonably be expected to impair the rendering of unbiased and objective advice.

At no time will the Firm or any associated person of the Firm, transact in any security to the detriment of any Client.

Item 12: Brokerage Practices

A. Recommendation Criteria

When the Firm recommends brokers or custodians it will seek broker-dealers who offer competitive commissions costs together with reliable services. The Firm participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. (“TD Ameritrade”) member FINRA/SIPC. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers, services which include custody of securities, trade execution, clearance and settlement of transactions. The Firm receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 12.A.i. below).

The Firm reasonably believes that in the case of managed accounts, TD Ameritrade, Inc.’s blend of execution services, commission and transaction costs as well as professionalism allows the Firm to seek best execution and competitive prices. Additionally, the Firm believes that in case of financial plan recommendations being implemented, that TD Ameritrade, Inc.’s blend of execution services, commission and transaction costs as well as professionalism allows the Firm to recommend TD Ameritrade, Inc. for the establishment of a brokerage account. At all times, financial consulting clients are free to execute their plan recommendations through any broker-dealer without the Firm’s assistance.

With the use of independent broker-dealers, a Client may incur a ticket charge or sales commission for the sale or purchase of securities. The Firm does not receive any portion of the ticket charge or sales commission.

When referring clients to dealers, the Firm will only refer clients to dealers registered in states where the clients reside.

NOTE: Clients may be able to obtain lower custodian fees from other brokers, and the value of products, research and services given to the applicant is not a factor in determining the selection of custodians or the reasonableness of their fees.

With respect to the AssetMark Platform, the Firm assists each Client in selecting the risk/return objective and Portfolio Strategists that best suit the client’s objectives. The Client then specifically directs the account to be invested in accordance with the chosen asset allocation. When the Client selects the asset allocation, the Client further directs that the account be automatically adjusted to reflect any adjustment in the asset allocation by the selected Portfolio Strategist. This Client authorization results in the purchase and sale of certain mutual funds or ETFs without further authorization by the Client or any other party at such time as the Portfolio Strategist changes the composition of the selected model asset allocation.

The Client receives confirmation of all transactions in the account and is free to terminate participation in the Platform and retain or dispose of any assets in the account at any time. The Firm has no authority to cause any purchase or sale of securities in any Client account, or change the selected model asset allocation or to direct the account to be invested in any manner other than as previously authorized by the client.

If a Client selects the AssetMark Platform, the third-party Discretionary Managers are granted the authority to manage the accounts on a discretionary basis, including the authority to buy, sell, select, remove and select

securities and other investments for the account, and to select broker-dealers or others through which transactions will be effected.

Soft Dollar and Research

The Firm receives additional compensation from TD Ameritrade in the form of research reports, real time quotes, software and performance reporting. While the Firm and its associated persons endeavor at all times to put the interest of the clients first as part of its fiduciary duty, clients should be aware that receipt of additional compensation in itself creates a potential conflict of interest. The Firm attempts to mitigate this conflict of interest to the best of its ability through its fiduciary duty to its clients.

As disclosed under Item 12.A. above, the Firm participates in TD Ameritrade's institutional customer program and it may recommend TD Ameritrade to clients. There is no direct link between the Firm's participation in the program and the investment advice it gives to its clients, although the Firm 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): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving the Firm's 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 us by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by the Firm's related persons and may also pay or reimburse expenses (including travel, lodging, meals [and entertainment] expenses) for its personnel to attend conferences or meetings relating to the program or to TD Ameritrade's Advisor custody and brokerage services generally. Some of the products and services made available by TD Ameritrade through the program may benefit the Firm but may not benefit its Client accounts. These products or services may assist the Firm in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help the Firm manage and further develop its business enterprise. The benefits received by the Firm or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the Firm endeavors at all times to put the interests of its clients first. Clients should be advised, however, that the receipt of economic benefits by the Firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Firm's choice of TD Ameritrade for custody.

Brokerage for Client Referrals

The Firm does not receive Client referrals or any other incentive from TD Ameritrade, Inc.

Directed Brokerage

Some clients may direct the Firm to a specific broker-dealer to execute securities transactions for their accounts. When so directed, the Firm may not be able to effectively negotiate lower brokerage commissions or achieve best execution on clients' transactions. This can result in substantially higher fees, charges or dealer concessions in one or more transactions for the clients' account because the Adviser cannot negotiate favorable prices.

B. Trade Aggregation

The Firm will have the authority to aggregate or block Client orders placed with the same custodian. To the extent any aggregated or block orders are placed, the Firm will cause those orders to be effected through an average price account or similar account such that each account at the same custodian participating in the order shares in the securities purchased or sold, price, and transaction costs pro rata (unless pro rata would be unfair under the circumstances). As a result the average price account will allocate proportionate shares to each client's account.

Item 13: Review Of Accounts

A. Periodic Reviews

The Firm's owner, Mark D. Wendell, reviews clients' accounts on a quarterly basis. In addition to this review, Mr. Wendell also meets with clients on an annual basis to discuss and review their accounts.

B. Other Reviews

Additional reviews are conducted periodically depending on market conditions, economic or political events, or by changes in a client's financial situation (such as retirement, termination of employment, physical move or inheritance).

C. Reports

The Client will receive at least quarterly statement from their custodian or Third Party Adviser. The Firm urges clients to carefully review such statements.

Item 14: Client Referrals And Other Compensation

A. Other Compensation

With respect to the AssetMark Platform, the Firm may, subject to negotiation with AssetMark, receive certain allowances, reimbursements or services from AssetMark in connection with the Firm's investment advisory services to its clients, as described below and in the Appendix 1 of the AssetMark Platform Disclosure Brochure.

Under AssetMark's Gold/Platinum Premier Consultant Program, the Firm is entitled to receive a quarterly business development allowance for reimbursement for qualified marketing/practice management expenses incurred by it. These amounts range from \$5,000 to \$105,000 annually, depending on the amount of clients' assets managed within the Platform.

AssetMark may also bear the cost of airfare for the Firm to attend AssetMark's annual conference or to conduct due diligence visits to AssetMark's offices. In addition, AssetMark may, from time to time, contribute to the costs incurred by participating firms, such as MD Wendell Wealth Partners, in connection with conferences or other Client events conducted by such firms and their representatives.

AssetMark may also provide opportunities for participating firms, such as MD Wealth Partners, to receive fee reductions and/or allowances in amounts ranging from .02% to .07% of the amount of Client assets invested through the Platform. These arrangements are entered into between AssetMark and a firm such as us on an individually negotiated basis. The Firm may agree to provide AssetMark with introductions to and information concerning its advisory representatives, provide the representatives with information concerning AssetMark's

Platform and products, and permit AssetMark to participate in meetings and workshops. In addition to the fee reductions and/or allowances granted to the Firm by AssetMark, AssetMark may agree to provide the Firm or its representatives with organizational consulting, education, training and marketing support.

B. Client Referrals

The Firm does not pay for Client referrals or use solicitors.

Item 15: Custody

We do not take physical custody of your funds or securities. For clients on the AssetMark Platform, we do not directly debit advisory fees due to our firm or otherwise have access to your funds or securities. Your funds and securities will be held with a qualified custodian. Where you participate in the AssetMark program, AssetMark will calculate our advisory fees based on your account balance and in accordance with the agreement you sign with AssetMark. AssetMark will submit the amount of the fee to be paid to your account custodian. As paying agent, your custodian will directly debit your account(s) for the payment of our advisory fees based on your written authorization. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this Disclosure Brochure.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact Mark Wendell at (805) 230-1908.

Item 16: Investment Discretion

All clients who desire to use the Firm's internal portfolio management services sign a Client investment management agreement that includes a limited power of attorney, allowing the Firm limited discretionary power over the account. In discretionary accounts, the Firm will be allowed the power to place trades, buy, sell, retain, exchange and redeem investments of any type and in amounts it deems to be appropriate for the account, without first obtaining the client's consent to each trade. Directions will be given to the account custodian to complete the transaction. The Firm does not possess the authority without the client's consent to determine the broker or dealer to be used or the commission rates paid. Clients must use an independent custodian. The Firm does not, and cannot, have custody of clients' assets.

Any limitations on this discretionary authority and any restrictions that the Client wishes to place on the account must be in writing. Clients may change or amend these instructions or restrictions at any time, and all such changes or amendments must be in writing.

Financial Planning Services are nondiscretionary. A non-discretionary investment account means the Client retains full discretion to supervise, manage, and direct the assets of the account. The Client maintains full power and authority to purchase, sell, invest, reinvest, exchange, convert, and trade the assets in the Account in any manner deemed appropriate and to place all orders for the purchase and sale of Account assets with or through brokers, dealers, or issuers selected by the client. The Client is free to manage the account with or without the Firm's recommendation and all with or without its prior consultation.

Item 17: Voting Client Securities

The Firm will not be responsible for responding to proxies that are solicited with respect securities held in clients' accounts. Proxy solicitation materials sent to the Firm will be forwarded to clients for response and voting. In the event a Client has a question about a proxy solicitation, the Client may contact her or her investment adviser representative.

Item 18: Financial Information

A. Balance Sheet

The Firm does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, it does not have to provide a balance sheet.

B. Financial Condition

Registered investment advisers are required in this Item to provide to clients with certain financial information or disclosures about the firm's financial condition. The Firm has no financial commitment that impairs its ability to service its clients.

C. Bankruptcy

Registered investment advisers are required to disclose if they have been the subject of a bankruptcy petition at any time during the past ten years. Neither the Firm nor Mr. Wendell have any disclosures to make in connection with this Item.

Item 19: Requirements For State-Registered Advisers

A. Educational Background and Business Experience of Principal Officer

The Managing Member of MD Wendell is Mark Wendell. Information regarding the formal education and background of Mark Wendell is included in Item 2 of Form ADV Part 2B below.

B. Other Business Activities of Principal Officer

Mark Wendell has additional business activities that are detailed in "Item 10 - Other Financial Activities and Affiliations".

C. Performance Fee Calculations

MD Wendell does not charge performance-based fees for its investment advisory services. The fees charged by MD Wendell are as described in "Item 5 – Fees and Compensation" above.

D. Disciplinary Information

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. As previously noted, Mark Wendell's disciplinary information disclosures are detailed above in "Item 9 – Disciplinary Information".

E. Material Relationships with Issuers of Securities

Neither MD Wendell nor Mark Wendell has any relationships or arrangements with issuers of securities.

MD WENDELL WEALTH PARTNERS
Form ADV 2B Brochure Supplement for Mark D. Wendell

for

MARK DWAYNE WENDELL

Effective Date: March 28, 2014

*MD Wendell Wealth Partners
2945 Townsgate Road, Suite 200
Westlake Village, CA 91361
Phone: (805) 230-1908*

This Brochure Supplement provides information about the information and background of Mark D. Wendell (CRD# **2444592**) in addition to the information contained in the MD Wendell Wealth Partners (CRD# **159131**) Disclosure Brochure. If you have any questions about the contents of the MD Wendell Disclosure Brochure or this Brochure Supplement, please contact Mr. Wendell at (805) 230-1908. 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 MD Wendell Wealth Partners and Mark D. Wendell is available on the SEC's website www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Mark D. Wendell

Born: 1954

Education:

- Northern State University, South Dakota, BS Business, Minor Study Math 1973-1978
- Licenses currently held: Securities (Series 63, 65), Insurance (L&H), formerly held Real Estate and Aviation Licenses and Series 7
- College for Financial Planning, Denver CO, currently enrolled in MS Financial Planning Program, 2010-present
- College for Financial Planning, Denver CO, CFP Certification Professional Education Program, 2007-2009

Education detail requirements from College for Financial Planning – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning. The Masters in Financial Planning program is an in depth application study of the above listed subject areas.

Business Background:

Investment Advisor, MD Wendell Wealth Partners (Firm became Registered Investment Advisor in March 2012)	08/2009 to Present
Investment Advisor/Registered Representative, PlanMember Securities Corporation	08/2009 to 02/2012
Investment Advisor/Registered Representative, Wescom Financial Services	01/2005 to 08/2009
Investment Advisor/Registered Representative, Partnervest Securities, Inc	09/2003 to 12/2003
Investment Advisor/Registered Representative, Prudential Securities Inc.	03/2001 to 08/2002
Investment Advisor/Registered Representative, Smith Barney	06/1995 to 03/2001

Certifications:

Registered Financial Consultant (“RFC”) - 2012:

This designation is issued by the International Association of Registered Financial Consultants (“IARFC”) and is granted to individuals who have met all of the following requirements: (a) possess an undergraduate or graduate financial planning degree, or has earned one of the following designations: AAMS, AEP, CEP, CFA, CFP, ChFC, CLU, CPA, EA, LUTC, MS, MBA, JD, Ph.D, or completed a CFP equivalent, IARFC-approved college curriculum; (b) if operating on a commission basis, must meet licensing requirements for securities and life and health insurance; if operating strictly as fee-only and not licensed, then must be registered as an investment adviser, and (c) four years full time experience as a financial planning practitioner or educator in the field of financial planning or financial services. The individual must complete approved college curriculum in personal financial planning or an IARFC self-study course (with a final certification examination). The individual is required to take 40 hours of continuing education in the field of personal finance and professional practice management every year, must complete an IARFC approved CE course or curriculum on operational ethics and standards of conduct every two years, and must provide evidence that the member can produce a high-quality personal financial plan.

Registered Fiduciary™ (“RF™”) - 2012:

DALBAR, Inc. has created and acts as registrar for the Registered Fiduciary™ and RF™ designation. As registrar, DALBAR certifies and authorizes the use of these designations. The Registered Fiduciary™ and RF™ are trademarks of DALBAR.

A background check is performed on each RF™ candidate to establish that there are no incidents in the past that would compromise the integrity of the designation or cause concern for a reasonable person that relies on that designee. The background check is repeated annually in order to continue using the RF™ designation.

RF™ candidates must have the academic credentials and licenses that are required to provide the services that are offered by the candidate. The RF™ designation is added to existing credentials to indicate the candidate’s fiduciary competence in addition to previously established capabilities.

RF™ candidates, unless exempted by existing knowledge, are required to undergo RF™ fiduciary training and at least one specialty training by an RF™ qualified training organization (“QTO”). Training for qualified professionals typically requires 15 to 20 hours, depending on the training organization and specialty. RF™ QTOs are authorized to train RF™ candidates and successful completion of their courses permits a candidate to apply for the RF™ validation to be an RF™ designee.

The changing requirements of the marketplace, regulations and technology require that financial professionals with the RF™ designation remain current with new developments. RF™ QTOs are required to provide continuing education and RF™ designees are required to take continuing education courses in their specialty areas. The actual time spent in continuing education depends on the volume of applicable changes taking place.

RF™ designees are required to renew their designations annually. Renewals require designees to provide evidence of maintaining a continuing education program and the background check is repeated.

Every five years, designees repeat a proctored examination.

Item 3: Disciplinary History

There are no legal, regulatory or disciplinary events involving MD Wendell or any of its employees to disclose. The Firm and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

To review the firm information contained in Form ADV Part 1, select the option for “Investment Adviser Search”, then selecting “Firm” and enter 159131 in the field labeled “Firm Name or CRD# or SEC#”. This will provide access to Form ADV Parts 1 and 2. Item 11 of the Form ADV Part 1 lists legal and disciplinary disclosure questions.

You may also research the background of Mark D. Wendell by selecting the option for “Investment Adviser Search”, then selecting “Individual” and entering Mr. Wendell’s Individual CRD number 2444592 in the field labeled “Individual Name or CRD#”. The Firm and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov.

Item 4: Other Business Activity

Mr. Wendell is also an active member of the Foundation's Finance Committee and Grants Committee. This is a non-paid position.

Mr. Wendell is licensed insurance agent in the state of California. He spends approximately 2 hours a week on this activity. Please Items 5.D and 10.C. for additional details.

Item 5: Additional Compensation

Mr. Wendell does not receive performance based fees or any other compensation or incentives.

Registered investment advisers are required to disclose all material facts regarding any relationship with an issuer of securities. Neither the Firm nor Mr. Wendell has a relationship with an issuer of securities. Therefore, no additional information is applicable to this Item.

Item 6: Supervision

Mr. Wendell is the sole Principal and Chief Investment Officer of the Firm. As a result, he has no internal supervision placed over him. He is however bound by the Firm's Code of Ethics.

Item 7: Requirements for State Registered Advisers

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. **As previously noted, there are no legal, civil or disciplinary events to disclose regarding MD Wendell or Mr. Wendell.**

Registered investment advisers are required to disclose if they have been the subject of a bankruptcy petition at any time during the past ten years. Neither the Firm nor Mr. Wendell have any disclosures to make in connection with this Item.