



***FOUNDATION
FINANCIAL ADVISORS***

**Foundation Financial Advisors, Inc.
1190 Winterson Road, Suite #160
Linthicum, MD 21090
410-691-1100
www.ffai.net**

Brochure as of January 1, 2011

This Brochure provides information about the qualifications and business practices of Foundation Financial Advisors, Inc. [“ADVISOR”]. If you have any questions about the contents of this Brochure, please contact us at 410-691-1100 or mbacci@ffai.net. 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.

Foundation Financial Advisors, Inc. is a registered investment advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about Foundation Financial Advisors, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated January 1, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive an offer to receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Marianne Bacci, VP at 410-691-1100 or mbacci@ffai.net . Our Brochure is also available on our web site www.ffai.net , also free of charge.

Additional information about Foundation Financial Advisors, Inc. is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Foundation Financial Advisors, Inc. who are registered, or are required to be registered, as investment adviser representatives of Foundation Financial Advisor, Inc.

Item 3 – Table of Contents

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

Item 4 – Advisory Business

Foundation Financial Advisors, Inc. is referred to herein as “Applicant” or “Advisor.” Associated persons of Advisor are referred to herein as “Advisory Representatives” or “Associated Persons.”

Foundation Financial Advisors, Inc. has been in business since January 1997 and is owned by John K. Bacci, President.

Financial Planning and Consulting Services:

Advisory Representatives of Foundation Financial Advisors provide financial planning and consulting services including but not limited to investment analysis, income tax planning, risk management, estate planning analysis, retirement planning, education planning, budgeting and cash flow analysis, and /or employee benefit analysis.

Advisory Representatives of Foundation Financial Advisors may provide advice about a variety of investments, including equity securities (exchange-listed securities, securities traded over-the-counter, foreign issues), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, United States government securities, securities options contracts, real estate and oil and gas partnership interests. In addition, Advisory Representatives may also provide investment advice on Real Estate Investment Trusts (REITs), Exchange Traded Funds (ETFs), 529 college savings plans and other investment vehicles that may fit Clients’ investment objectives and risk tolerance. They may also provide services that advise Clients on other direct participation programs including alternative energy programs, research and development programs and leasing programs.

Services are tailored to individual Client needs based on consultation and acquiring information concerning the Client’s assets, liabilities, present and future foreseeable obligations, present and future income, desired financial goals, time horizon, tolerance for risk, as well as other data related to these items. The Client agrees to provide such information and data and immediately notify Advisory Representatives of Foundation Financial Advisors, Inc. of any changes in these items. All such information provided by the Client to the Advisory Representative of Foundation Financial Advisors, Inc. is treated as confidential, unless disclosure is required by law.

The written advisory agreement between the Client and the Advisory Representative of Foundation Financial Advisors, Inc., unless otherwise stated, is for a period of one year. The Client may terminate these services within 5 business days after entering into the advisory agreement, without penalty. After 5 business days, Foundation Financial Advisors or the Client may terminate this agreement at any time on thirty (30) days written notice. Renewal of the advisory agreement shall be made upon the mutual agreement of the Client and the Advisory Representative of Foundation Financial Advisors, Inc.

Item 5 – Fees and Compensation

Fees are negotiable and are due upon execution of the written advisory agreement. If payment is of a fixed fee, the agreement, unless otherwise stated, is for a period of one year. If payment is a fixed fee for a one-time transaction, the agreement will terminate upon completion of the services by the Advisory Representative of Foundation Financial Advisors, Inc. Fees for financial planning services range from \$300 to \$2000. Hourly fees are billed at a rate \$100 to \$250 per hour and fixed annual fees range from \$500 to \$5000, based on services provided. If the fee is greater than \$500, it will be payable in 2 semi-annual or 4 quarterly installments as invoiced by Foundation Financial Advisors, Inc. Prepayment of fees will not exceed \$500 per client, 6 or more months in advance.

The Client may terminate these services within 5 business days after entering into the written advisory agreement, without penalty. After 5 business days, Foundation Financial Advisors or the Client may terminate the agreement at any time on thirty (30) days written notice. The Client will be responsible for any time spent by Foundation Financial Advisors, Inc. in providing the Client services or analyzing the Client's situation. Any unpaid fees that have been earned by Foundation Financial Advisors, Inc. shall be paid within 15 days of the termination of the Agreement. Unearned prepaid fees shall be refunded to the Client within 15 days of termination of the Agreement.

Other Compensation Considerations:

Associated Persons of Foundation Financial Advisors, Inc. may be Registered Representatives and Advisory Representatives of Commonwealth Financial Network (Commonwealth), an SEC investment adviser and registered Broker/Dealer, member FINRA and SIPC. Clients are under no obligation to purchase or sell securities through Advisory Representatives. However, if they choose to implement the plan through an Advisory Representative of Foundation Financial Advisors, Inc., the Advisory Representative must execute securities transactions through Commonwealth, unless Advisory Representatives obtain authorization from Commonwealth to execute securities transactions through another Broker/Dealer. In such instances, the Associated Persons may receive commissions for such transactions in addition to any fees paid for advisory services. The possible receipt of said commissions and the possibility of any conflict of interest are fully disclosed in advance.

The receipt of compensation provides an incentive to recommend investment products based on the compensation received, rather than on client needs. We charge advisory fees for our planning services. Commissions are earned should a client choose to implement the plan through John Bacci or John Holtzman, our advisory representatives. Advisory fees are not reduced to off-set commissions earned. Clients may purchase the securities recommended by Foundation Financial Advisors directly or through other brokers or agents not affiliated with Foundation Financial Advisors.

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

Foundation Financial Advisors, Inc. 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

Associated persons of Foundation Financial Advisors, Inc. provide financial planning and consulting services to individuals and high net worth individuals.

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

As part of the financial planning process, existing investment portfolios will be analyzed and measured for past performance and volatility. Changes may be suggested where we feel a Client is overweight in certain asset classes or individual holdings. Where investment guidance is sought, model portfolios are illustrated and also measured for volatility and past performance. Using asset allocation formulas that conform to various risk levels, a detailed analysis showing anticipated levels of volatility and rates of return is reviewed. Individual securities and funds are not specifically recommended; rather, a detailed

discussion of risk and volatility across various investment objectives and timeframes is discussed. Ongoing investment management is not part of the financial planning process.

Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Foundation Financial Advisors, Inc. or the integrity of Foundation Financial Advisors, Inc.'s management. Foundation Financial Advisors, Inc. has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Associated Persons of Foundation Financial Advisors, Inc. may be Registered Representatives and Advisory Representatives of Commonwealth Financial Network (Commonwealth), an SEC investment adviser and registered Broker/Dealer, member FINRA and SIPC. Clients are under no obligation to purchase or sell securities through Advisory Representatives. However, if they choose to implement the plan through an Advisory Representative of Foundation Financial Advisors, Inc., the Advisory Representative must execute securities transactions through Commonwealth, unless Advisory Representatives obtain authorization from Commonwealth to execute securities transactions through another Broker/Dealer. In such instances, the Associated Persons may receive commissions for such transactions in addition to any fees paid for advisory services. The possible receipt of said commissions and the possibility of any conflict of interest are fully disclosed in advance.

Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. Advisory Representatives of Foundation Financial Advisors, Inc. may have a conflict of interest in having Clients purchase securities and/or insurance related products through Commonwealth in that the higher their production with Commonwealth the greater potential for obtaining a higher pay-out on commissions earned. Further, Advisory Representatives of Foundation Financial Advisors, Inc. may be restricted to only offering those products and services that have been reviewed and approved for offering to the public through Commonwealth. Commonwealth's Registered Representatives may act as the advisory Client's representative in the execution of securities transactions on a normal and customary basis. The Associated Persons of Foundation Financial Advisors, Inc. spend approximately 80% of their time offering securities products on a commission or fee basis with Commonwealth.

Advisory Representatives who are Registered Representatives of Commonwealth may receive trail commissions (i.e. 12b-1 fees) for a period of time. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. 12b-1 fees may be initially paid to Commonwealth and a portion passed to the Advisory Representatives. In addition, the Advisory Representative may receive a portion of the management and administrative fees charged to clients by Third-Party Managers. In such cases, the Client shall be informed that the Advisory Representative is receiving such revenue in addition to any financial planning fee(s) paid by the Client.

The receipt of compensation provides an incentive to recommend investment products based on the compensation received, rather than on client needs. Commissions and other compensation for

the sale of investment products recommended to clients, including asset-based distribution fees from the sale of mutual funds, comprise less than fifty percent of the total revenue derived from advisory clients. We charge advisory fees for our planning services. Commissions are earned should a client choose to implement the plan through John Bacci or John Holtzman, our advisory representatives. Advisory fees are not reduced to off-set commissions earned. Clients may purchase the securities recommended by Foundation Financial Advisors directly or through other brokers or agents not affiliated with Foundation Financial Advisors.

Advisory Representatives of Foundation Financial Advisors, Inc. are licensed life, health and accident insurance brokers with all the appropriate state Departments of Insurance, and may receive customary commissions on insurance products sold. In such instances, there is no advisory fee associated with these insurance products. The Advisory Representatives of Foundation Financial Advisors, Inc. spend less than 10 percent of their time on this activity.

Foundation Financial Advisors is also actively involved in tax preparation, and has a relationship with Andrew Gorode who is an Associated Person of Foundation Financial Advisors, Inc. Mr. Gorode is available to provide tax preparation and administrative services to Clients. Clients are under no obligation to utilize the services of Mr. Gorode. However, should Client choose to utilize those services, fees for such services are separate and distinct from any advisory services offered by Foundation Financial Advisors, Inc. Foundation Financial Advisors, Inc. shares in the compensation derived from Mr. Gorode.

The remainder of the time of the Associated Persons referenced in Item 19 is spent acting in the capacity of Advisory Representatives of Foundation Financial Advisors, Inc.

Item 11 – Code of Ethics

A. Foundation Financial Advisors has a fiduciary duty to clients to act in the client's best interest and always place client interests first and foremost. Foundation Financial Advisors takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as our policies and procedures. Further, we strive to handle clients' non-public information in such a way to protect information from falling into the hands of anyone who has no business reason to know such information. We provide clients with our Privacy Policy which details our procedures for handling clients' personal information. Foundation Financial Advisors maintains a code of ethics for its Advisory Representatives, supervised persons and office staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about client transactions. Further, our Code of Ethics establishes our firm's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

B. Neither Foundation Financial Advisors nor its associated persons recommends to clients or buys or sells for client accounts any securities in which we have a material financial interest.

C. Foundation Financial Advisors and its associated persons may buy or sell securities identical to those securities recommended to clients. Therefore, Foundation Financial and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to clients. They will not put their interests before clients' interest. Neither Foundation Financial Advisors nor any

associated person may trade ahead of a client or trade in such a way to obtain a better price for themselves than for clients.

D. Foundation Financial Advisors is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of client transactions and their related family accounts at least annually. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Clients have the right to decline any investment recommendation. Foundation Financial Advisors and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

Item 12 – Brokerage Practices

Advisory Representatives may be Registered Representatives of Commonwealth Financial Network, a registered broker/dealer, member FINRA and SIPC. They may have limited access to certain product sponsors where selling agreements have been executed by Commonwealth.

Advisory Representatives who are Registered Representatives of Commonwealth are subject to FINRA Conduct Rule 3040 which may restrict such registered individuals from conducting securities transactions away from Commonwealth unless Commonwealth provides the Representative with written authorization. Therefore, Clients are advised that Advisory Representatives may be limited to conducting securities transactions through Commonwealth and its clearing firm, National Financial Services Corporation.

Advisory Representatives may suggest that financial planning clients use Commonwealth as the Broker/Dealer for executing securities transactions. Clients are not obligated to use Commonwealth as the Broker/Dealer, and are free to use the Broker/Dealer of their choice. However, if the financial planning Client wishes to implement the plan or advice through the Advisory Representatives of Foundation Financial Advisors, Inc., then the Client may only use Commonwealth to do so. In this case, the Advisory Representative is acting in the capacity of Registered Representative or Investment Advisory Representative of Commonwealth and is prohibited from conducting securities transactions away from Commonwealth unless Commonwealth provides the Representative with written consent. Client transactions will be charged according to Commonwealth's then-current commission schedule and Clients may pay higher commission rates and other fees than otherwise available. These fees and expenses are separate and distinct from any financial planning fee(s) charged by Advisor.

In addition to the advisory fees previously outline above, if clients implement our recommendations clients will pay transaction fees for securities transactions executed in their account in accordance with the custodian's transaction fee schedule. Additionally, clients may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the Account. Such fees are not charged by Foundation Financial Advisors and are charged by the product, broker/dealer or account custodian. Foundation Financial Advisors does not share in any portion of such fees. Additionally, clients may pay a proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such advisory fees are not shared with Foundation Financial and are compensation to the fund-manager. You should read the mutual fund prospectus prior to investing.

Item 13 – Review of Accounts

For Clients utilizing financial planning services of Foundation Financial Advisors, Inc., an Associated Person will meet with every Client upon completion of the plan to review the plan and answer any questions the Client may have about the contents of the plan. There are no different levels of review. There are no further reviews unless the client requests additional meetings or the plan is renewed. The Client is responsible to notify an associated person of Foundation Financial Advisors, Inc. of any changes in their financial situation or investment objective.

All reviews are completed by John Bacci (President, CFP, ChFc, CLU) or John Holtzman, (CFP) on behalf of Foundation Financial Advisors, Inc.

Clients utilizing financial planning services receive no reports other than the initial written financial plan. However, the Client may, at his or her discretion, choose to implement the financial plan through Foundation Financial Advisors in an associated person's capacity of registered representative of Commonwealth Financial Network. In that event, the client will receive monthly, quarterly, and or annual statements from investment companies, product sponsors, broker/dealers and / or custodians.

Item 14 – Client Referrals and Other Compensation

No person who is not a client of Foundation Financial Advisors provides any economic benefit to Foundation Financial Advisors for providing investment advice or other advisory services to our clients. No person related to Foundation Financial Advisors compensates any person who is not a supervised person for client referrals.

Advisor and/or Advisory Representatives may receive benefits such as assistance with conferences and educational meetings from product sponsors.

Item 15 – Custody

Foundation Financial Advisors, Inc. and our Associated Persons do not take custody in any client accounts. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Foundation Financial Advisors, Inc. urges you to carefully review such statements.

Item 16 – Investment Discretion

Foundation Financial Advisors, Inc. does not receive discretionary authority from Clients for our advisory business.

Item 17 – Voting Client Securities

Foundation Financial Advisors, Inc. does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Associated Persons of Foundation Financial Advisors, Inc. may provide advice to Clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about Foundation Financial Advisors, Inc.'s financial condition. Foundation Financial Advisors, Inc. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisors

The following Brochure Supplements describe the education, business background and business activities of the Associated Persons and Advisory Representatives of Foundation Financial Advisors, Inc.

BROCHURE SUPPLEMENT



*FOUNDATION
FINANCIAL ADVISORS*

**JOHN K BACCI
FOUNDATION FINANCIAL ADVISORS, INC.
1190 Winterson Road, Suite 160
Linthicum, Maryland 21090
Phone: 410-691-1100**

August 23, 2011

This brochure supplement provides information about John Bacci that supplements the Foundation Financial Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact us at 410-691-1100 or email mbacci@ffai.net if you did not receive Foundation Financial Advisor's Brochure or if you have any questions about the contents of this supplement.

Additional information about John Bacci is available on the SEC's website at www.adviserinfo.sec.gov and on the Foundation Financial Advisors website at www.ffai.net.

John can be reached at jbacci@ffai.net or 410-691-1100.

Advisor Name: John Bacci

Year of Birth: 1960

Formal Education and Designations:

Name of School	Degree/Designation	Year Completed
Franklin and Marshall College	Bachelor of Arts, Economics	1982
University of Maryland	Masters of Business Administration	1986
College for Financial Planning	Certified Financial Planner	1990
American College	Chartered Financial Consultant	1995
Internal Revenue Service	Enrolled Agent	1996
American College	Chartered Life Underwriter	1999

Business Background:

Name of Company	Position	Years
Foundation Financial Advisors, Inc.	President / Financial Advisor	1997 – Present
Commonwealth Financial Network	Registered Rep./ Ind. Contractor	1997 – Present
	Investment Advisor Representative	2008 - Present

The CFP® certification process, administered by CFP Board, identifies to the public that those individuals who have been authorized to use the CFP® certification marks in the U.S. have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence when dealing with clients. CFP® certificants must pass the comprehensive CFP® Certification Examination, pass CFP Board's *Fitness Standards for Candidates and Registrants*, agree to abide by CFP Board's *Code of Ethics and Professional Responsibility* which puts clients' interests first and comply with the *Financial Planning Practice Standards* which spell out what clients should be able to reasonably expect from the financial planning certificant. Three years of full-time relevant personal financial planning experience is required for certification.

The Chartered Financial Consultant® has completed an extensive educational program. Each ChFC® has taken at least eight college-level courses on all aspects of financial planning from The American College, a non-profit educator with the highest level of academic accreditation. The average study time for the program is over 400 hours, and designees must complete a minimum of 30 hours of continuing education every two years and must meet extensive experience requirements. The authority to use the ChFC® mark is granted by the Certification Committee of the Board of Trustees of The American College, and that privilege is contingent on adherence to strict ethical guidelines

The Chartered Life Underwriter® has earned the credential in the insurance profession, representing eight or more comprehensive college-level courses covering all aspects of insurance planning, estate and retirement issues, taxation, business insurance, and risk management. The average study time for the program is over 400 hours. Each CLU® must also complete a minimum of 30 hours of continuing education every two years and meet extensive experience requirements. The authority to use the CLU® mark is granted by the Certification Committee of the Board of Trustees of The American College, and that privilege is contingent on adherence to strict ethical guidelines.

Disciplinary Information

John Bacci is not subject to legal or disciplinary events that are material to a client or prospective client's evaluation of him or the services offered by him.

Other Business Activities

John Bacci is dually registered as an advisory representative of Foundation Financial Advisors, Inc. (FFAI) and as a registered representative (RR) and investment advisory representative (IAR) of Commonwealth Financial Network (Commonwealth), an SEC investment adviser and registered Broker/Dealer, member of the Financial Industry Regulatory Association and SIPC. Clients are under no obligation to purchase or sell securities through John. Commonwealth and FFAI are not affiliated. John is an independent contractor of Commonwealth.

John may recommend clients implement recommendations through Commonwealth. If the clients implement investment recommendations through Commonwealth on a non-fee basis, John will receive a commission. Additionally, as further disclosed in the Disclosure Brochure under the section entitled Brokerage Practices, John may receive trail compensation for investments directed through Commonwealth. Therefore, there is a conflict of interest to cause a client to direct certain securities business through Commonwealth.

As a registered representative of Commonwealth, John is subject to oversight by Commonwealth over all his securities activities and certain outside business activities. Such oversight includes review of John's securities business to ensure he considers the client's best interests.

Additionally, John is a licensed insurance agent. You are not obligated to purchase insurance or securities products through John. However, if you implement insurance recommendations through him, he will receive commissions. The insurance business is a minority of his business and the amount of income he receives from insurance business fluctuates depending on the amount of sales. You are advised there may be other insurance products and services available through other insurance professionals at a lower cost than those products available through John.

It is important clients refer to the disclosures under Brokerage Practices in the Disclosure Brochure.

Additional Compensation

Clients are advised the amount of commissions paid by Commonwealth to John Bacci can fluctuate based on his overall production. Therefore, the more business placed by John through Commonwealth can enable John to reach another threshold enabling him to earn a higher payout

John Bacci does not receive an economic benefit (i.e. sales awards and other prizes) for providing advisory services from a non-client.

Supervision

John Bacci is the Chief Compliance Officer and an Advisory Representative of FFAI. He supervises all activities conducted through FFAI. He maintains policies and procedures to guide his activities and adheres to a Code of Ethics.

Requirements for State-Registered Advisers

John Bacci has not been involved in any arbitration claim or civil, self-regulatory organization, or administrative proceeding involving an investment or investment-related business or activity, fraud, false statement(s), or omissions, theft, embezzlement, or other wrongful taking of property, bribery, forgery, counterfeiting, or extortion, or dishonest, unfair, or unethical practices. Additionally, he has not been the subject of a bankruptcy petition.

BROCHURE SUPPLEMENT



***FOUNDATION
FINANCIAL ADVISORS***

**JOHN HOLTZMAN
FOUNDATION FINANCIAL ADVISORS, INC.
1190 Winterson Road, Suite 160
Linthicum, Maryland 21090
Phone: 410-691-1100**

August 23, 2011

This brochure supplement provides information about John Holtzman that supplements the Foundation Financial Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact us at 410-691-1100 or email mbacci@ffai.net if you did not receive Foundation Financial Advisor's Brochure or if you have any questions about the contents of this supplement.

Additional information about John Holtzman is available on the SEC's website at www.adviserinfo.sec.gov and on the Foundation Financial Advisors website at www.ffai.net.

John can be reached at jholtz@ffai.net or 410-691-1100.

Advisor Name: John Holtzman

Year of Birth: 1971

Education and Designations:

Name of School	Degree/Designation	Year Completed
Loyola College	Bachelor of Business Administration	1993
College for Financial Planning	Certified Financial Planner	1997

Business Background:

Name of Company	Position	Years
Foundation Financial Advisors, Inc.	Financial Advisor	1997 – Present
Commonwealth Financial Network	Registered Rep./ Ind. Contractor	1997 - Present
	Investment Advisor Representative	2001 – Present

The CFP® certification process, administered by CFP Board, identifies to the public that those individuals who have been authorized to use the CFP® certification marks in the U.S. have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence when dealing with clients. CFP® certificants must pass the comprehensive CFP® Certification Examination, pass CFP Board's *Fitness Standards for Candidates and Registrants*, agree to abide by CFP Board's *Code of Ethics and Professional Responsibility* which puts clients' interests first and comply with the *Financial Planning Practice Standards* which spell out what clients should be able to reasonably expect from the financial planning certificant. Three years of full-time relevant personal financial planning experience is required for certification.

Disciplinary Information

John Holtzman is not subject to legal or disciplinary events that are material to a client or prospective client's evaluation of him or the services offered by him.

Other Business Activities

John Holtzman is dually registered as an advisory representative of Foundation Financial Advisors, Inc. (FFAI) and as a registered representative (RR) and investment advisory representative (IAR) of Commonwealth Financial Network (Commonwealth), an SEC investment adviser and registered Broker/Dealer, member of the Financial Industry Regulatory Association and SIPC. Clients are under no obligation to purchase or sell securities through John. Commonwealth and FFAI are not affiliated. John is an independent contractor of Commonwealth.

John may recommend clients implement recommendations through Commonwealth. If the clients implement investment recommendations through Commonwealth on a non-fee basis, John will receive a commission. Additionally, as further disclosed in the Disclosure Brochure under the section entitled Brokerage Practices, John may receive trail compensation for investments directed through Commonwealth. Therefore, there is a conflict of interest to cause a client to direct certain securities business through Commonwealth.

As a registered representative of Commonwealth, John is subject to oversight by Commonwealth over all his securities activities and certain outside business activities. Such oversight includes review of John's securities business to ensure he considers the client's best interests.

Additionally, John is a licensed insurance agent. You are not obligated to purchase insurance or securities products through John. However, if you implement insurance recommendations through him, he will receive commissions. The insurance business is a minority of his business and the amount of income he receives from insurance business fluctuates depending on the amount of sales. You are advised there may be other insurance products and services available through other insurance professionals at a lower cost than those products available through John.

It is important clients refer to the disclosures under Brokerage Practices in the Disclosure Brochure.

Additional Compensation

Clients are advised the amount of commissions paid by Commonwealth to John Holtzman can fluctuate based on his overall production. Therefore, the more business placed by John through Commonwealth can enable John to reach another threshold enabling him to earn a higher payout.

John does not receive and economic benefit (i.e. sales awards and other prizes) for providing advisory services from a non-client.

Supervision

John Holtzman is a Member and an Advisory Representative of FFAI. John Bacci, Managing Member and Chief Compliance Officer of FFAI, conducts supervision and oversight of the activities conducted through FFAI. John Bacci can be contacted at (410)691-1100.

John Bacci reviews transactions conducted in clients' accounts. Additionally, all account information required to establish an account for a client must flow through John Bacci. John and FFAI have procedures in place to be aware of any outside business activities engaged by John Holtzman, to oversee communications with the public, and to review personal trading activities of John Holtzman as well as in any account over which he has direct or indirect beneficial interest.

Requirements for State-Registered Advisers

John Holtzman has not been involved in any arbitration claim or civil, self-regulatory organization, or administrative proceeding involving an investment or investment-related business or activity, fraud, false statement(s), or omissions, theft, embezzlement, or other wrongful taking of property, bribery, forgery, counterfeiting, or extortion, or dishonest, unfair, or unethical practices. Additionally, he has not been the subject of a bankruptcy petition.