

BROCHURE SUPPLEMENT

Brian Thomas Connelly
Connelly Financial Group
2711 Stingray Court
Henrico, VA 23233



COMMONWEALTH *financial network*

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This brochure supplement provides information about Brian Thomas Connelly that supplements the Commonwealth Financial Network Brochure. You should have received a copy of that Brochure. Please contact us at 781.736.0700 or e-mail FormADVPart2@commonwealth.com if you did not receive Commonwealth's Brochure or if you have any questions about the contents of this supplement.

Additional information about Brian Thomas Connelly is available on the SEC's website at www.adviserinfo.sec.gov.

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Advisor Name: Brian Thomas Connelly

Year of Birth: 1968

Formal Education After High School:

Name of School	Degree Obtained	Year Start	Year End
Radford University	BS	1986	1990

Business Background:

Name of Company	Position Held	Year Start	Year End
MassMutual	sales	1990	2009
Commonwealth Financial Network	Advisor	2009	Present

Designations:

AIF® - Accredited Investment Fiduciary®: To obtain the AIF® designation, your advisor had to complete either a self-study module or a combination of a classroom and self-study module. The advisor then had to pass a closed-book, proctored examination to complete the course of study. To maintain the designation, your advisor completes six hours of continuing education every year.

ChFC® - Chartered Financial Consultant®: To obtain the ChFC designation, your advisor had to complete a proctored final exam for each of a series of six core study modules and two elective study modules. Additionally, he or she had to demonstrate three years of full-time business experience within the five years preceding the awarding of the designation. To maintain the designation, your advisor completes 30 hours of continuing education every two years.

DISCIPLINARY INFORMATION

Brian Thomas Connelly does not have any material disciplinary history.

OTHER BUSINESS ACTIVITIES

Your advisor is also a registered representative of Commonwealth's broker/dealer and makes securities recommendations to clients through Commonwealth. As a dually registered investment adviser representative and a registered representative of Commonwealth's registered investment adviser and broker/dealer, respectively, your advisor has the choice of recommending advisory (fee-based) accounts and services, commission-based accounts, or both, to any client. When your advisor acts as a registered representative for a client's commission-based account, your advisor receives transactional commissions and mutual fund and money market 12b-1 fees based upon the specific investments recommended to the client. Your advisor's ability to recommend both fee-based and commission-based accounts and services to any particular client creates a conflict of interest for your advisor because the advice or recommendations provided by your advisor in selecting fee-based or commission-based accounts and services will directly impact the type, nature, amount, and duration of the compensation your advisor will receive.

Your advisor has access to a broad selection of securities products and programs, including mutual funds, variable insurance products, 529 college savings plans, direct participation programs, third-party investment advisory programs, and nontraded alternative investments. Many of the companies that provide your advisor access to their products and programs participate in activities that are designed to help facilitate the distribution of their products and programs. These companies sponsor your advisor's access to educational programs and due diligence meetings designed to help your advisor become more knowledgeable about those companies' products, operations, and management. These companies also provide your advisor with marketing and business reimbursements, financial support, and various forms of gifts and entertainment. The financial support, marketing support, participation in due diligence meetings and educational activities, and gifts and entertainment received by your advisor from product and program sponsors create a conflict of interest because they incentivize your advisor to focus more on or otherwise recommend or promote the products and programs of those sponsors that provide this compensation to your advisor over those that do not provide this compensation.

In addition to the activities described above, your advisor is also engaged in the following:

1. Fixed insurance sales; as of 06/22/2009; Approximately 5% time spent during securities trading hours per month; Conducted at branch location; Investment related. 2. Connelly Financial Services, LLC, dba Connelly Financial Group, 100% owner and President of private entity setup as operating company for securities, investment advisory and insurance business; Approximately 90% time spend during securities trading hours per month; conducted at branch, investment related. 3. Southern Health & Anthem Health, as insurance agent selling health insurance and health savings accounts, conducted at branch, investment related. 4. SCF Capital Management, LLC, co-owner of private real estate holding company; approximately less than 5% time spent during securities trading hours; not conducted at branch, investment related.

ADDITIONAL COMPENSATION

Your advisor receives an economic benefit from persons other than clients for providing advisory services.

Many of the companies that provide your advisor access to their products and programs provide your advisor with opportunities to receive additional compensation in the form of marketing and business reimbursements, compensation for client referrals, business development support, payment for travel-related costs and expenses for attending business meetings and conferences, and various forms of gifts and entertainment. Information regarding the compensation paid to your advisor in relation to the products or programs you purchase or use, and their associated conflicts, is generally disclosed in the respective product prospectuses, statements of additional information, product offering documents, client agreements, advisory program brochures, and Commonwealth's Form ADV Part 2A brochure.

Commonwealth offers your advisor one or more forms of financial benefits based on your advisor's gross revenue production and total assets under management held at Commonwealth or in Commonwealth's own PPS Program accounts, as well as financial assistance for transitioning from another firm to Commonwealth. Your advisor has the opportunity to receive forgivable or unforgivable loans, enhanced payouts, and discounts, waivers, or credits on transaction, platform, and account fees; technology fees; research package fees, financial planning software fees; administrative fees; brokerage account fees; account transfer fees; and the costs of attending conferences and events. Your advisor also has the opportunity to receive awards and attend certain paid Commonwealth "top producer" trips and entertainment based upon your advisor's total gross revenue production with Commonwealth. These enhanced payouts, discounts, trips, entertainment, and other forms of compensation that your advisor has the opportunity to receive from Commonwealth provide a financial incentive for your advisor to select Commonwealth as broker/dealer or investment adviser for your accounts or to use certain Commonwealth PPS programs over other programs available through Commonwealth or at other firms that do not provide additional compensation.

SUPERVISION

Commonwealth's system for supervision of its advisors centers on delegating functions to registered principals located in registered branch office locations throughout the country, as well as to registered principals in Commonwealth's home offices in San Diego, California, and Waltham, Massachusetts. These supervisory principals are responsible for ensuring that all of Commonwealth's advisors are in compliance with applicable SEC and state rules and regulations, as well as with Commonwealth's own policies and procedures. Together, Commonwealth's supervisory principals collectively perform a myriad of supervisory functions on a regular basis to supervise Commonwealth's advisors, including, but not limited to, all of the following:

- General supervision of investment advisory activities;
- Review and approval of new account applications and investment advisory client profiles;
- Review and approval of securities transactions in light of each client's stated investment objectives, experience, and financial condition;
- Review of various exception and surveillance reports on an ongoing basis relating to investment adviser activities;
- Review of general transactional activity in client accounts on a periodic basis;
- Review and approval of correspondence, sales literature, and advertising;
- Ensure that advisors are appropriately licensed and registered to offer investment advisory products and services;
- Provide ongoing training for advisors through a Firm Element Continuing Education program, as well as distribution of periodic Compliance Bulletins and revised policy notifications; and
- Conduct periodic examinations of branch office locations.

The individual with overall supervisory responsibility for Brian Thomas Connelly is as follows:

Peter Wheeler
Vice Chairman
781.736.0700