FIRM BROCHURE

Part 2A of Form ADV

This brochure provides information about the qualifications and business practices of Brookstone Wealth Advisors, LLC, also known as Retirement Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 630-653-1400 or compliance@brookstonecm.com. 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 Brookstone Wealth Advisors, LLC. is available on the SEC's website at www.adviserinfo.sec.gov.

CRD/IARD # 137658
SEC File # 801-67628

Brookstone Wealth Advisors, LLC. is a registered investment advisor. Registration with the United States Securities and Exchange Commission (SEC) or any state securities authority does not imply a certain level of skill or training.

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Effective Date: March 14, 2023

ITEM 2 – MATERIAL CHANGES

This Form ADV Part 2A Brochure ("Brochure") has been updated to reflect material changes. Our previous version of the Brochure was dated March 24, 2022. We encourage you to review this carefully and to contact your investment advisor representative with any questions you may have.

Pursuant to Rule 204-3(b)(2) of the Investment Advisers Act of 1940 (as amended), Brookstone Wealth Advisors, LLC also known as Retirement Wealth Advisors ("RWA") can provide either a summary page of material changes and offer to provide this Brochure or a copy of the entire Brochure. Copies of the Brochure are available at any time by contacting either BWA at compliance@brookstonecm.com or your Investment Advisor Representative. The Brochure is also available on our website https://retirementwealth.com.

The following are material changes to this Brochure:

No material changes have been made from the previous brochure dated March 24, 2022.

ITEM 3 – TABLE OF CONTENTS

ITEM 4 - ADVISORY BUSINESS

Brookstone Wealth Advisors, LLC, (“BWA”) also known as Retirement Wealth Advisors, (“RWA”), ("Firm") or the ("Advisor") is a corporation formed under the laws of Illinois in 2021, superseding the corporation formerly known as Retirement Wealth Advisors, LLC, formed under the laws of Michigan in 2005. Brookstone Wealth Advisors is an SEC registered investment advisor directly owned by AL BCM, LLC (AL BCM”), a Delaware domiciled limited liability holding company.

Brookstone Wealth Advisors offers personalized investment advisory services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

Brookstone Wealth Advisors has a selling agreement affiliation with Brookstone Capital Management, LLC (“BCM”), an affiliated registered investment advisor under common ownership with BWA. Through this agreement, Investment Advisor Representatives of BWA offer the BCM Platform, a turn-key asset management program described below, or the BCM wrap-fee program sponsored by BCM. While Brookstone Wealth Advisors does have legacy accounts; Investment Advisor Representatives of Brookstone Wealth Advisors solicit accounts primarily for Brookstone Capital Management, LLC and BCM provides back office management of these accounts for Brookstone Wealth Advisors. Because BWA and BCM are affiliated companies, this creates a conflict of interest. Fees for similar services may be available elsewhere.

This narrative provides clients with information regarding BWA and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of BWA. Individuals associated with BWA will provide its investment advisory services. These individuals are appropriately licensed, qualified, or authorized to provide advisory services on behalf of BWA. Such individuals are known as Investment Advisor Representatives (“IARs”). BWA provides two primary financial advisory services: 1) investment management services, and 2) personal financial planning. Each of these two services are billed separately as unique services, or, in most cases for ongoing clients, billings for both services are integrated, as described below. Some clients choose to use the Advisor only for the financial planning; others can choose to use the Advisor only for investment management services.

The Advisor is a fee-only investment management and financial planning firm. The firm does not sell securities on a commission basis. However, there are some associated persons who are in other fields where they receive commissions as compensation. The investment management services are provided through separately managed accounts for each client. The Advisor does not act as a custodian of client assets, and the client always maintains asset control. The Advisor has discretion of client accounts and places trades for clients under a limited power of attorney.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Any conflicts of interest arising out of the Advisor or its associated persons are disclosed in this brochure.

Types of Advisory Services

BWA’s principal service is providing fee-based investment advisory services through the BCM Platform or the BCM wrap-fee program. BCM manages investment portfolios, on a discretionary basis, depending on the particular custodial account, either based in a wrap-fee program or transaction-based program, and according to the client’s objectives. BCM, through BWA IARs, obtains data from potential clients addressing financial objectives, needs, risk tolerance, investment horizon and other pertinent information. This information is gathered and reported on an Investment Policy Statement (IPS) and Risk Profile Questionnaire (RPQ) and is analyzed by BWA IARs. Once the analysis is completed, the

IAR develops an investment strategy with the client that addresses specific investment styles and allocation of the client's assets. BWA may use the BCM Platform or wrap-fee program to develop portfolios that include a combination of equities, mutual funds, exchange traded funds, structured products (including certificates of deposit and notes), individual bonds, and options in securities to accomplish these objectives. BWA may also use the BCM Platform or BCM wrap-fee program to partner with Sub-Advisory firms to create and manage portfolio strategies. A client's portfolio is allocated according to the client's risk profile and documented on the IPS. Clients will receive a separate disclosure brochure for BCM, which describes either the BCM Platform or wrap-fee program, as applicable.

In some cases, BWA will implement the BCM Platform or wrap-fee program to include model portfolios managed by BCM. Models recommended as part of the Platform or wrap-fee program may include funds managed by BCM's affiliated investment advisor, FormulaFolios Investments, LLC. Thus, a conflict exists. When BCM invests Client assets in shares of its affiliated ETFs, Clients are subject to those funds' internal management fees and other expenses in addition to the annual management fee a client pays BCM for advisory services. This additional compensation that BCM earns from the internal management fees on its proprietary funds creates a conflict of interest by incentivizing BWA to use affiliated funds instead of unaffiliated ETFs. BCM seeks to mitigate this conflict of interest by disclosing this additional compensation and providing advisory fee discounts, which together help ensure transparent and fair pricing to clients. Specific management fee and related expense information for the funds are found in the prospectus. Please refer to Item 10 of BCM's Disclosure Brochure (Form ADV, Part 2A) for more information regarding this BCM affiliate.

Variable Annuity Asset Allocation

BCM also offers a variable annuity model through Nationwide. The investment selections for the variable annuity may be limited to the choices offered through the specific product. Specifics regarding the annuity are found in the annuity prospectus and application documents. The fee for the variable annuity management program can be a maximum of 2.05% annually with the IAR receiving up to 1.55% and BCM receiving 0.5%. This fee and other fees charged by Nationwide are described in the prospectus and account opening documents. The client should review the prospectus carefully before investing.

Financial Planning Services

Through its IARs, BWA also offers comprehensive financial planning services for individuals, families, and businesses. Our Financial Planning services include data gathering and analysis, along with creating a financial plan with specific recommendations and implementation advice tailored to client needs. Specific areas of advice include investment planning, insurance needs assessment and advice, retirement planning, cash flow management, debt consolidation, capital needs assessments, educational planning, estate planning, and business planning.

Fees for financial planning services are outlined in a Financial Planning Agreement signed by both the client and IAR, and any client participating in this program will receive a copy of the Financial Plan created.

Should a client decide to implement any recommendations contained in their financial plan, the client may, but is under no obligation to, utilize BWA or one of its IARs to implement those recommendations. Financial planning clients who wish to engage BWA for portfolio management services will be required to enter into a separate written agreement with the firm for such services, for which BWA is paid a separate and additional fee based on assets under management in accordance with the fee schedule set forth under Fees and Compensation, below.

As part of the financial plan, BWA may also make estate planning recommendations. Clients are made aware both as part of this Brochure, and the client's individual agreement, that BWA does not provide tax or legal advice, and that it is the client's sole responsibility to find independent advice in connection with such services. BWA does however recommend the services of a third party affiliated law firm, Perkins & Zayed, PC, for performance of estate planning services. Should a client elect to utilize Perkins & Zayed, PC for estate planning services, the client will be required to enter into a separate written agreement for such services and pay applicable legal fees. Clients should be aware that any applicable legal fees are in addition to and separate from the financial planning fees incurred for services as outlined in the Financial Planning Agreement. Dean Zayed, founder and CEO of BCM, serves as Principal of Perkins & Zayed, PC. Consequently, such referrals to this law firm creates a conflict of interest since Mr. Zayed will receive remuneration as a Principal of the firm from any BWA referred legal engagement. Please see Item 10 for additional information.

There can be no assurance that BWA's financial planning services or any products recommended by a financial plan are at the lowest available cost. Clients are advised that conflicts of interest exist if BWA recommends its own investment management services or that of an affiliate, or a third party for which BWA will receive a referral fee. Specifically, clients should be aware that a conflict exists between BWA's interests and the interest of the client if the client implements the financial plan through the firm, or a recommended third party, BWA will receive additional payment from the client in the form of advisory fees and/or referral fees. This could act as an incentive to BWA to make certain recommendations in the financial plan or to advise the client to instruct BWA to implement the plan. Clients also should be aware that other advisory firms may charge lower fees for providing such services.

All assets are held at BCM, an affiliate of BWA. BCM has discretionary assets under management of $7.5 billion. The calculation for determining the assets under management was completed as of December 31, 2022, which represents the assets under management of BCM.

Asset Management

Investments can include equities (stocks), corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships. BWA reserves the right to advise clients on any other types of investments deemed appropriate based on the client's stated goals and objectives. The Firm, at times, provides advice on other types of investments held in a client's portfolio at the inception of the advisory relationship or on investments for which the client requests advice.

Stocks and bonds are purchased or sold through a brokerage account. When appropriate, the brokerage firm charges a fee for stock and bond trades.

Termination of Agreement

A Client can terminate an advisory agreement at any time by notifying the Advisor in writing. Clients shall be charged pro rata for services provided through to the date of termination. The Advisor reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the Advisor's judgment, to providing proper financial advice.

Affiliated Registered Exchange Traded Funds (ETFs)

FormulaFolio Investments, LLC (FFI), is an affiliate of BWA through common ownership. FormulaFolios (FFI) serves as the investment advisor to the FormulaFolios Hedge Growth ETF, Income ETF, Smart Growth ETF, and Tactical Growth ETF. The FormulaFolios Hedged Growth ETF seeks to achieve its investment objective by investing primarily in domestic equity securities of any market capitalization and US Treasuries through other unaffiliated exchange traded funds. The FormulaFolios Income ETF seeks to achieve its investment objective by investing primarily in foreign and domestic fixed income securities through other exchange traded funds. The fixed income securities in which the fund will invest are US Treasuries, investment grade US bonds, high yield US bonds, US aggregate bond, and international government bonds of any maturity and duration. Complete descriptions of the investment objectives and risk can be found in the Funds' prospectuses or, if available, the summary prospectuses. In all cases, FFI's portfolio management operates in accordance with the investment guidelines outlined in the fund's governing documents.

BCM offers separately managed accounts and other investment fund products in addition to the funds above. Some of these offerings include portfolios of investments that can be substantially identical to these funds and could create certain conflicts of interest. All transactions will be implemented according to BCMs trade allocation procedures. These procedures, among other things, ensure that all trades allocated to advisory clients fulfill BCM's fiduciary duty to each client and otherwise allocate securities on a basis that is fair and nondiscriminatory. Such procedures are generally applied in numerous instances, including, among other things, block and bunched trades, cross transactions and private placements. In determining a fair allocation, BCM takes into account a number of factors, including among other things, the Advisor's fiduciary duty to each client, any conflicts of interest, the size of the transaction, the relative size of a client's portfolio, cash available for investment, suitability as well as each client's investment objectives.

Investment Advisory Fiduciary Standard

As investment advisors, BWA and its IARs act as fiduciaries for all of our investment management clients. This means that we have an obligation to act in the best interests of our clients and to provide investment advice in the clients' best interests. While BWA strives to not engage in activities that create a conflict of interest with our clients, if a conflict of interest does arise, we will disclose that conflict to the client. Reasonable care is employed by BWA and Advisors to avoid misleading clients and full and fair disclosure of all material facts (including fees) are made to our clients and prospective clients.

We fulfil our fiduciary obligations by collecting information about our clients and their investment goals so that our recommendations are customized to be in the best interests of our clients. We disclose our services, advisory fees, compensation arrangements and material conflicts of interest within this brochure and in the client agreement (Investment Policy Statement parts A and B) which are acknowledged by the client signature.

Annuity Recommendations

Most BWA investment advisor representatives (IARs) also provide insurance or annuities to their clients when appropriate. Insurance, including fixed index annuities, are not offered through BCM but are sold by insurance licensed agents using various insurance companies. The issuing insurance companies are not affiliated with BCM. However, sometimes the fixed insurance product could be used as a replacement or alternative to the BCM fixed income portion of a portfolio. However, annuity products present their own differences from traditional fixed income securities, such as bonds, including, but not limited to liquidity, tax implications, and underlying fees. Unlike bonds, there is no secondary market for annuity products. Annuities also may be subject to caps, restrictions, fees and surrender charges as described in the annuity contract. Any annuity guarantees are backed by the financial strength and claims paying ability of issuer. BCM does not charge management fees on commission based fixed index annuities. However, if the IAR/insurance agent implements an insurance transaction, the agent will receive a sales commission from the recommendation of an insurance product, like a fixed index annuity. This could present a conflict of interest since the IAR/insurance agent is incentivized and earns insurance commission(s) for implementing insurance product recommendations. This conflict is mitigated by the IAR/insurance agent always acting in the best interest of the client and providing full and frank disclosure to the client when such a conflict exists.

If a BWA IAR is licensed as an insurance agent and makes a recommendation for transacting in a fixed annuity and/or life insurance product, this gives rise to conflicts of interest due to the fact that such BWA IAR is receiving remuneration in the form of commission and in some cases, other compensation (such as a percentage of an organizations' profits for selling fixed annuities and/or life insurance) which incentives such IAR to sell that product. BWA IARs mitigate this conflict by making recommendations that are in the client's best interest and are suitable for them based on their investment objectives and needs outlined in the client's investment policy statement.

ERISA Qualified Plans

In accordance with Department of Labor regulations under Section 408(b) (2) of ERISA, we are required to provide certain information regarding our services and compensation to assist fiduciaries and plan sponsors of those retirement plans that are subject to the requirements of ERISA in assessing the reasonableness of their plan's contracts or arrangements with us, including the reasonableness of our compensation. This information (the services we provide as well as the fees) is provided to you at the outset of your relationship with us and is set forth in your advisory contract with us (including the fee table, other exhibits and, as applicable, this document), and then at least annually to the extent that there are changes.

Types of ERISA Agreements

Non-Discretionary Investment Advisory Agreement for Participant Account under ERISA Defined Contribution Plan: This agreement governs the investment advisory services that BWA will provide, through the affiliated Advisor, with respect to the Client's qualified retirement plan account. At a minimum, the Advisor will review the investment options available to the client as part of the Client's qualified retirement plan and, based on the Client's investment objectives, propose allocation. BWA's fees are set forth in Schedule A to the agreement, whereby the client is charged a fixed fee annual fee for this service, not to exceed $500. Alternatively, the advisor can agree to the review of the Client's qualified retirement plan account assets on an ongoing basis. In this instance, the Client has the option of paying for these services on a quarterly, semi-annual or annual basis, whereby the fees are collected in arrears, not to exceed $500 in any 12-month period.

Plan Participant Advice Agreement for ERISA Plans: This agreement is entered into by and among the Plan Sponsor, Fiduciary, Advisor and BWA and governs the participant advisory services that BWA will provide, through the Advisor, with respect to Plan participants' accounts. Under this agreement, the Advisor is obligated to meet with, review the Client's financial situation and objectives, and give plan allocation advice to all plan participants that request this service. The fees for this service are set forth in Schedule A to the agreement. Fees are charged based on a percentage of the assets held by the plan participants and are paid to the Advisor from plan funds.

The percentage fee is negotiated between the Plan Administrator and the Advisor and will not exceed 1.0%. Alternatively, the fees will be based on a set dollar amount and paid quarterly in arrears, not to exceed a dollar value greater than 1.0% of plan assets per annum. Only one fee option can be chosen, and it must be clearly stated in Schedule A. Any subsequent changes to the fee schedule require investor notification as outlined within the agreement.

ERISA Fiduciary Status

Depending on the agreement between BWA and the plan sponsor, pursuant to the agreed upon investment advisory contract, we can either share fiduciary responsibility with the plan sponsor or we will be the investment manager specifically appointed to have full discretionary authority and control to make actual investment decisions in the plan.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

ITEM 5 - FEES AND COMPENSATION

As mentioned in Item 4 above, BWA's principal service is providing fee-based investment advisory services through the BCM Platform or the BCM wrap-fee program. BCM manages investment portfolios, on a discretionary basis, depending on the particular custodial account, either based in a wrap-fee program or transaction-based program, and according to the client's objectives. Fees for the BCM Platform or BCM wrap-fee program are disclosed in the BCM disclosure brochure and in the program offering materials. BWA is allowed to negotiate its portion of the total fee charged for a client to participate in the BCM Platform or wrap-fee program and the total advisory fee will not exceed 2.5% annually.

BWA bases its fees on a percentage of assets under management. Although the Investment Policy Statement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the Advisor can terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the month completed, pursuant to the terms of the Agreement.

Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar month. BWA's fees are negotiable depending on factors such as the amount of assets under management, range of investments, and complexity of the client's financial circumstances, among others.

Financial Planning

As mentioned under Item 4 above, BWA also offers comprehensive financial planning services for individuals, families and businesses. BWA charges an hourly fee of up to $350 per hour, billed in six minute increments, for financial planning services. In certain instances, or for those clients who desire it, BWA may charge a fixed fee for financial planning services. Fixed fees can range from $200 to $5,000 or more, and are based on the complexity of the work required. All financial planning fees are negotiable and are outlined in the Financial Planning Agreement signed by both the client and the IAR. Lower fees for comparable services can be available from other sources.

The Advisor offers several different services detailed in this brochure that compensate the Advisor differently depending on the service selected. There is a conflict of interest for the Advisor and its associated personnel to recommend the services that offer a higher level of compensation to the Firm through either higher management fees or reduced administrative expenses. The Advisor mitigates this conflict through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, the Advisor is committed to its obligation to ensure associated persons adhere to the Firm's Code of Ethics and to ensure that the Firm and its associated persons fulfill their fiduciary duty to clients or investors.

ADDITIONAL FEE INFORMATION AND DISCLOSURES

All fees paid to BWA for investment advisory services are separate and distinct from the fees and expenses charged by Mutual Funds, Exchange Traded Funds (ETFs), Variable Annuities, and other Investment Managers, broker/dealers and custodians retained by clients, if any. Such fees and expenses are described in each Mutual Fund's and Variable Annuity's prospectus, each Manager's

Form ADV Part 2A, Wrap Brochure or similar disclosure statement, and by any broker/dealer or custodian retained by a client. Mutual Fund, Variable Annuities, and Manager fees generally include a management fee, fund expenses, and related fees. Refer to the Mutual Fund or Variable Annuity prospectus for a complete description of fees and services. Certain ETFs pay advisory fees to their investment advisors, which reduces the net asset value of the fund. Some ETFs are organized as unit investment trusts and do not have an investment advisor. However, all ETFs do incur expenses related to their management and administration that are analogous to an investment advisor's management fee. These expenses affect the value of the investment.

Furthermore, clients may incur brokerage commissions and other execution costs charged by the custodian or executing broker/dealer in connection with transactions for a client's account. Clients should further understand that all custodial fees and any other charges, fees and commissions incurred in connection with transactions for a client's account will be paid out of the assets in the account. Please refer to the Brokerage Practices section of this Brochure for additional important information about the brokerage and transactional practices of BCM. Accordingly, the client should review both the fees charged by the product sponsor and the fees charged by BCM to fully understand the total fees to be paid.

Use of Our Affiliated ETFs

FormulaFolios (FFI), an affiliate of BWA, serves as the investment advisor to the FormulaFolios FormulaFolios Hedge Growth ETF, Income ETF, Smart Growth ETF, and Tactical Growth ETF. An affiliate of BWA serves as advisor to these funds and earns management fees for investments made into these funds. Thus, a conflict of interest exists. Refer to the BCM Platform disclosure brochure for more information related to this conflict of interest.

Other Compensation

In addition, from time to time, BCM may initiate incentive programs for IARs or Outside RIAs. These programs may compensate them for attracting new assets and clients promoting investment advisory services. BCM may also initiate programs that reward IARs or Outside RIAs who meet total production criteria, participate in advanced training and/or improve client service. IARs or Outside RIAs who participate in these incentive programs may be rewarded with cash and/or non-cash compensation, such as deferred compensation, bonuses, training symposiums, marketing assistance and recognition trips. These incentive programs are paid for by BCM and do not affect fees paid by the client.

Conflict of Interest Between Different Fee Structures

The Advisor offers several different services detailed in this firm brochure that compensate the Advisor differently depending on the service selected. There is a conflict of interest for the Advisor and its associated personnel to recommend the services that offer a higher level of compensation to the Firm through either higher management fees or reduced administrative expenses. The Advisor mitigates this conflict through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, the Advisor is committed to its obligation to ensure associated persons adhere to the Firm's Code of Ethics and to ensure that the Firm and its associated persons fulfill their fiduciary duty to clients or investors.

ITEM 6 - PERFORMANCE FEES

Performance Fees

BWA does not provide a performance fee-based account option.

ITEM 7 - TYPES OF CLIENTS

Types of Clients

BWA generally provides investment advice to individuals, pension and profit-sharing plans, trusts, estates, or charitable organizations, and corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

Generally, BWA requires an account minimum of $25,000 for asset management services; however, at its sole discretion, BWA can waive or lower this minimum.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENTS STRATEGIES AND RISK OF LOSS

Methods of Analysis

Methods of analysis and investment strategies include charting, fundamental, tactical, cyclical and technical analysis, independent research, and asset allocation implementation strategies. Proprietary software programs may be used to identify market points where either “buy” or “sell” signals are recognized. These signals assist the managers in implementing the specified management strategies of the various managed programs. Quantitative analysis can also be used when analyzing securities. This analysis uses current and historical pricing information to help identify trends in both the domestic and foreign equity and fixed income markets. Technical indicators such as moving averages and trend lines may be further used to identify entry and exit points. Various fundamental data such as overall economic conditions, industry outlook, interest rates and political climate are also considered.

Investment Strategies and Risk

All investment strategies involve risk. There is no assurance that a positive return will be obtained in any managed investment account program. Neither BWA IARs nor sub-advisors guarantee the performance of the account, or promise any specific level of performance, or promise that investment decisions, strategies or overall management of the account will be successful. Any investment decisions sub-advisors may make for clients are subject to various market, currency, economic, political, interest rate and business risks, will not necessarily be profitable, and are subject to investment risk, including possible loss of principal.

In choosing investment programs utilized by the firm, BWA measures and selects strategies based on length and verifiability of track record, the fund manager's tenure and/or overall career performance, the fund management continuity, investment philosophy and process, and other factors believed to effect account performance. BWA or the IAR may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance and may recommend buying or selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, valuation of the position(s) in the portfolio, change in risk tolerance of client, or any risk deemed unacceptable for the client’s risk tolerance.

Please refer to the BCM IPS for a list of investment strategies available through BCM. The client and IAR will select strategies based upon the client’s risk tolerance, time horizon, investment goals, etc. The strategies are divided by the type of investment methodology used, either a Tactical or Strategic Investment Approach. Then, they are further categorized as Equity Strategies, Fixed Income Strategies, Correlation Strategies, and Volatility Strategies. Please refer to the Risk Profile Questionnaire to help determine a recommended allocation amongst these categories. For a more complete description of the individual strategies, please refer to the Investment Policy Statement Part A. The minimum investment for each strategy is listed next to it below.

Definitions of Investment Approaches

Tactical Approach

Tactical strategies employ a range of processes to dynamically adjust the securities and/or asset class exposure of a portfolio in an attempt to optimize the portfolio by adapting to changing market conditions. These processes may include methods such as technical analysis, fundamental analysis, and quantitative analysis. Managers utilizing tactical strategies seek to build a portfolio that includes the best possible positioning at any given moment, based on the manager's proprietary skills, algorithms, research and overall investment philosophy.

Strategic Approach

Strategic strategies typically set target or fixed asset allocations and then periodically rebalance the portfolio back to those targets as investment returns skew the original asset allocation percentages. Strategic strategies may use an actively-managed approach in which the buy and sell decisions are based primarily upon fundamental analysis or they may use a passively- managed approach to security selection commonly known as indexing.

Definitions and Risks of Investment Categories

Equity Strategies

Equity Strategies Definition
Equity Strategies invest primarily in equity securities (stocks) by either directly investing in shares of the stocks or through using mutual funds and exchange-traded funds (ETFs). Equity securities can vary based on market capitalization (size), industry, sector, and geographic location. Managers employing equity strategies typically use fundamental or technical analysis or a combination of both and commonly differentiate between growth stocks and value stocks. Equity investments are typically considered to be riskier than fixed-income (bond) investments as they historically have a higher standard deviation but have also typically provided higher returns.

Equity Strategy Risk
The primary risk of investing in equity securities is that they may decline in value for a variety of reasons, including a broad market downturn, unfavorable developments affecting an entire industry, and specific events affecting a single company. The following is a partial list of the risks associated with investing in various types of equity securities:

- An investment in equity securities should be made with an understanding of the risks involved with owning common stocks (i.e., market risk), such as an economic recession and the possible deterioration of either the financial condition of the issuers of the equity securities (i.e., financial risk) or the general condition of the stock market.
- An investment in foreign stocks is subject to additional risks, including foreign currency fluctuations (i.e., currency or exchange- rate risk), foreign political risks, foreign withholding, possible lack of adequate financial information, and possible exchange control restrictions impacting foreign issuers. These risks may be more pronounced in emerging markets where the securities markets are substantially smaller, less liquid, less regulated and more volatile than developed foreign markets.
- An investment in small-capitalization or mid-capitalization companies may be more volatile than investments in larger, more established companies, and securities of small and mid- size companies typically have more limited trading volumes.
- A portfolio may be concentrated in a particular industry or sector which involves more risk than a broadly diversified portfolio (i.e., allocation risk).

- An investment in a particular industry or company within an industry is subject to the risk that the company will go bankrupt or perform below expectations (i.e., business risk). Every company has the business risk that the broader economy will perform poorly and therefore sales will be poor and also the risk that the market simply will not like its products.

Preferred Stock Risk
The following includes some of the risks associated with investments in preferred stocks:

- Interest Rate Fluctuation - Preferred stocks typically pay a fixed dividend. This tends to make the market price of preferred stocks interest rate-sensitive, similar to bond prices in the secondary market. If prevailing interest rates drop, the market price of preferred stocks tends to rise. But if prevailing interest rates rise, preferred stock prices tend to fall.
- No Dividend Guarantees - Preferred stocks are equity securities, as are common stocks. The dividend on preferred stocks must typically be paid before any dividends can be paid to common stockholders. But the dividends are not guaranteed in the same way that interest payments on the company's bonds are guaranteed. If the company misses an interest payment on its bonds, it is in default of its bond indenture, and bondholders can pursue legal action against company. If the company misses a preferred dividend payment, it's not in default.
- Call Provision - Some preferred stocks include a call provision, which allows the company to redeem its preferred shares on demand. A company is most likely to call its preferred stock when prevailing interest rates fall. In that situation the company could lower its expenses by redeeming the stock for its par value, then reissue it to take advantage of the lower prevailing interest rates.
- Liquidation Risk - If the company goes bankrupt, preferred stockholders must wait until all of the company's creditors are made whole before they have any claim on the company's assets. Bondholders get their money before preferred stockholders.
- Credit quality - While not all preferred stocks are in the junk category, they seldom are highly rated.

Risks Involved with Trading on Margin
Margin is the borrowing of money to purchase securities. There are a number of risks that all investors need to consider in deciding to trade securities on margin. These risks include the following:

- You can lose more funds than you deposit in the margin account. A decline in the value of securities that are purchased on margin may require you to deposit additional funds to avoid the forced sale of those securities or other securities in your account.
- The firm can force the sale of securities in your account. If the equity in your account falls below the maintenance margin requirements under regulations the firm can sell the securities in your account to cover the margin deficiency. You will also be responsible for any short fall in the account after such a sale.
- The firm can sell your securities without contacting you.
- You are not entitled to an extension of time on a margin call. While an extension of time to meet initial margin requirements may be available to customers under certain conditions, a customer does not have a right to the extension. In addition, a customer does not have a right to an extension of time to meet a maintenance margin call.
- Margin Interest –You're responsible for repaying the interest on your margin loan regardless of any changes in interest rates that occurred during the time your loan was outstanding or changes in the market value of the securities you bought on margin.

Mutual Fund Risk

- Investing in other investment companies (mutual funds) is subject to risks affecting the investment company, including the possibility that the value of the underlying securities held by the investment company could decrease. Moreover, such an investment will incur its pro rata share of the expenses of the underlying investment companies' expenses. Information on a specific mutual fund risk and its policies regarding the above topics can be found in its prospectus and Statement of Additional Information. Clients are encouraged to review the prospectus before investing.

ETF (Exchange Traded Fund) Risk
ETFs are each unique securities in their own right and are subject to additional risks that are discussed below:

- ETFs are subject to the funds' managements' abilities to manage the underlying portfolios to meet the funds' stated investment objectives.
- ETFs also may trade at a discount to their net asset value in the secondary market. The structure of an ETF is such that most ETFs' market prices tend to track the funds' respective net asset value closely, but this may not always be the case, particularly during periods of extreme market volatility.
- Most ETFs are designed to track a specified market index; however, in some cases an ETF's return may deviate from the specified index. Certain ETFs are actively managed ETFs and are subject to management risk. Furthermore, unlike open-end funds, investors are generally not able to purchase ETF shares directly from the fund sponsor nor redeem ETF shares with the fund sponsor. Rather, only specified large blocks of ETF shares called "creation units" can be purchased from, or redeemed with, the fund.
- Information on a specific ETF risk and its policies regarding the above topics can be found in its prospectus and Statement of Additional Information. Clients are encouraged to review the prospectus before investing.

Concentration Risk
If the Index concentrates in an industry or group of industries the Fund's investments will be concentrated accordingly. In such event, the value of the Fund's Shares may rise and fall more than the value of shares of a fund that invests in securities of companies in a broader range of industries. Any fund that concentrates in a particular industry will generally be more volatile than a fund that invests more broadly.

Energy Sector Risk
The profitability of companies in the energy sector is related to worldwide energy prices, exploration, and production spending. Such companies also are subject to risks of changes in exchange rates, government regulation, world events, depletion of resources and economic conditions, as well as market, economic and political risks of the countries where energy companies are located or do business. Oil and gas exploration and production can be significantly affected by natural disasters. Oil exploration and production companies may be adversely affected by changes in exchange rates, interest rates, government regulation, world events, and economic conditions. Oil exploration and production companies may be at risk for environmental damage claims.

Fixed Income Strategies

Fixed Income Strategy Definition
Fixed income strategies invest primarily in debt securities (bonds) by either directly investing in the bond issuer or through the use of mutual funds and ETFs. Debt securities can vary based on issuer (e.g., corporations, governments and municipalities), coupon (interest rate) and maturity. Managers employing fixed income strategies typically do so to provide reliable income while analyzing the trade-off between the price and yield of the debt instrument, the issuer's credit quality, inflation expectations, and interest rate movements. Fixed income investments are typically considered to be less risky than equity investments as they historically have a lower standard deviation but have also typically provided lower returns.

Fixed Income Strategy Risk
The primary risk of investing in fixed income securities is that they may decline in value for a variety of reasons, including a broad market downturn, a rising interest rate environment, unfavorable developments affecting an entire industry, and specific events affecting a single company. The following is a partial list of the risks associated with investing in various types of fixed income securities:

- All bonds are subject to various risks including higher interest rates as fixed income securities typically decline in value as interest rates rise, economic recession, possible rating downgrades by one or more rating agencies, and possible defaults of interest and/or principal payments by the issuer.
- Future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate risk). This primarily relates to fixed income securities.
- High-yield or “junk” bonds are rated below investment grade and are subject to a higher risk of rating downgrade and issuer default than investment-grade bonds and are more affected by an economic recession. The prices of high-yield bonds tend to fluctuate more than those of investment grade bonds.
- Fixed income securities issued by foreign issuers are subject to additional risks including foreign currency fluctuations, foreign political risks, foreign tax withholding, possible lack of adequate financial information and possible exchange control restrictions. Additionally, these risks may be more pronounced in emerging markets where the securities markets are substantially smaller, less liquid, less regulated, and more volatile than developed foreign markets.
- Municipal bonds are issued by states, counties or other municipal authorities and are subject to additional risks, including deterioration in the financial condition of the municipal issuer and potential changes in tax laws affecting the tax-free status of municipal bonds.
- Mortgage-backed securities may be more sensitive to changes in interest rates than traditional fixed income securities as rising rates tend to extend the duration of such securities. In addition, mortgage-backed securities are subject to prepayment risk, since borrowers may pay off their mortgages sooner than anticipated, particularly during a period of declining interest rates. Subprime mortgage-backed securities are subject to a higher risk of rating downgrade or defaults than higher rated mortgage-backed securities.
- Senior loan securities are high-yield, floating rate corporate debt securities which are senior in a company's capital structure to unsecured debt securities. Like all high-yield securities, such securities carry a heightened risk of a rating downgrade or issuer default than investment grade securities.

Structured Notes Risk
A purchaser should evaluate and understand all of the risks and costs of an investment in Structured Notes (SNs) prior to making any investment decision. A purchase of an SN entails other risks not associated with an investment in conventional bank deposits. A purchaser may not have a right to withdraw his/her investment prior to maturity or could incur substantial penalties for an early withdrawal, if permitted. A purchaser should carefully read the disclosure statement and any other disclosure documents for a SN before investing.

An investment in SNs is not FDIC insured and is subject to credit risk. The actual or perceived creditworthiness of the note issuer may affect the market value of SNs. SNs will not be listed on any securities exchange. Even if there is a secondary market, it may not provide enough liquidity to allow purchasers to trade or sell SNs. As a holder of SNs, purchasers will not have voting rights or rights to receive cash dividends or other distributions or other rights in the underlying assets or components of the underlying assets. Certain built-in costs are likely to adversely affect the value of SNs prior to maturity. The price, if any, at which the notes can be purchased in secondary market transactions, if at all, will likely be lower than the original issue price and any sale prior to the maturity date could result in a substantial loss. SNs are not designed to be short-term trading instruments. Purchasers should be willing to hold any notes to maturity. The tax consequences of SNs may be uncertain. Purchasers should consult their tax advisor regarding the U.S. federal income tax consequences of an investment in SNs. If a SN is callable at the option of the issuer and the SN is called, the holder will receive only the applicable redemption amount and will not receive any coupon payments that would have been payable for the remainder of the term of the SN. SNs are Not FDIC Insured, May Lose Principal Value and are Not Bank Guaranteed.

Multi-Asset Strategies

Multi-Asset Strategies Definition
Multi-Asset strategies invest in a blend of asset classes such as equities, fixed income and commodities, and do so by investing directly in the underlying security or through the use of mutual funds and ETFs. Managers employing these strategies typically analyze securities based upon their historical and anticipated correlation to one another. Some strategies have a relatively fixed asset allocation with a blend of low-correlated securities while other strategies employ an asset allocation with a blend of securities that may exhibit higher correlations that may change based on the rules of such strategy.

Multi-Asset Strategy Risk
As the Multi-Asset Strategies can utilize an array of investment vehicles, the above risks described for equity and fixed income strategies will be present if those vehicles are used. Other vehicles possibly used within these strategies also have risks associated with them. For example, the performance of commodity-linked investments, including derivatives, may depend on the performance of the overall commodities markets and on other factors that affect the value of commodities, including weather, political, tax, and other regulatory and market developments. Commodity-linked notes may be leveraged. Commodity-linked investments may be hybrid instruments that can have substantial risk of loss with respect to both principal and interest. Commodity-linked investments may be more volatile and less liquid than the underlying commodity, instruments, or measures and are subject to the credit risks associated with the issuer, and their values may decline substantially if the issuer's creditworthiness deteriorates. As a result, returns of commodity-linked investments may deviate significantly from the return of the underlying commodity, instruments, or measures. Legal and regulatory changes also can affect the value of these investments.

Volatility Strategies

Volatility Strategies Definition
Volatility strategies seek to provide appreciation through the use of derivative securities (options), whose prices are based primarily on the volatility expectations of the underlying investments. Managers employing volatility strategies typically buy and sell one or more options contracts (i.e., puts and calls) based on a mathematical approach that attempts to quantify the return and risk of the investment up front. These strategies typically attempt to provide steady growth regardless of the conditions of the market in which they invest (bull, bear or flat market). Options strategies are considered to be complex financial instruments and may involve significant risk.

Volatility Strategies Risk
Options may be used to create implied leverage in a portfolio – meaning the account controls more shares than it could otherwise purchase with the same amount of capital. Markets can move suddenly, swiftly, and without notice; these movements can be severe in size and longevity. In a sharp downward moving market, the loss in a strategy utilizing options may accelerate quickly because of the implied leverage - it depends on the conditions of the trade cycle. Strategies utilizing options may only be suitable for an investor who understands the risks and has the financial capacity and willingness to incur potentially substantial losses. The value of derivatives, including options, futures and options on futures also may be adversely affected if the market for derivatives is reduced or becomes illiquid. No assurance can be given that a liquid market will exist when BCM seeks to close out a position. Reasons for the absence of a liquid secondary market on an exchange include the following: (i) there may be insufficient trading interest in certain derivatives; (ii) restrictions may be imposed by an exchange on opening transactions or closing transactions or both; (iii) trading halts, suspensions or other restrictions may be imposed with respect to particular classes or series of derivatives; (iv) unusual or unforeseen circumstances may interrupt normal operations on an exchange; (v) the facilities of an exchange or the Options Clearing Corporation may not at all times be adequate to handle the then-current trading volume; or (vi) one or more exchanges could, for economic or other reasons, decide or be compelled at some future date to discontinue the trading of derivatives (or a particular class or series of derivatives). If trading were discontinued, the secondary market on that exchange (or in that class or series of

derivatives) would cease to exist. However, outstanding options on that exchange that had been issued by the Options Clearing Corporation as a result of trades on that exchange would continue to be exercisable in accordance with their terms. Investing in derivative instruments also includes interest rate, market, credit and management risks, and the risk of mispricing or improper valuations. Changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index, and the investment could lose more than the principal amount invested.

Cryptocurrency Risk
Digital currency is a digital representation of value that functions as a medium of exchange, a unit of account, or a store of value, but it does not have legal tender status. Digital currency is not backed nor supported by any government or central bank. Digital currency's price is completely derived by market forces of supply and demand, and it is more volatile than traditional currencies and financial assets.

Investing in digital currency comes with significant risk of loss that a client should be prepared to bear, including, but not limited to, volatile market price swings or flash crashes, market manipulation, economic, regulatory, technical, and cybersecurity risks. In addition, digital currency markets and exchanges are not regulated with the same controls or customer protections available in equity, option, futures, or foreign exchange investing.

- Volatility Risk: Digital currency is a speculative and volatile investment asset. Investors should be prepared for volatile market swings and prolonged bear markets. Digital currency can have higher volatility than other traditional investors such as stocks and bonds and market movements can be difficult to predict.
- Economic Risk: The economic risk associated with digital currency is in the lack of widespread or continuing digital currency adoption. The market and investors could decide that digital currency should not be valued at the current market capitalization due to a variety of factors.
- Regulatory Risk: Digital currency could be banned or highly regulated by governments that would deter investors from buying or holding digital currency.
- Technical Risk: Digital currency is a dynamic network with a codebase that is updated to add new security and functionality features. The updated code that is merged by the core developers could potentially have an error that threatens the security or functionality of the digital currency network.
- Cybersecurity Risk: Digital currency exchanges and wallets have been hacked and digital currency has been stolen in the past. This is a potential risk that clients must be comfortable with when investing and holding digital currency. Theft is less likely when holding digital currency at a qualified custodian in offline systems (cold storage) with institutional security and controls.
- Limited Operating History: BCM has a limited operating history in the digital currency space upon which prospective clients can evaluate its performance. There can be no assurance that BCM's assessment of the prospects of investments in digital assets will prove accurate or that a client will achieve its investment objective.

Custom Individual Portfolios

Advisors may construct custom portfolios for clients using mutual funds, exchange traded funds, equities, fixed income securities and other securities authorized by BCM on a discretionary basis pursuant to investment objectives chosen by the client. Clients should refer to the individual mutual fund or ETF prospectus for the risks associated with each specific fund.

ADDITIONAL RISK STATEMENT

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment strategy. Prospective and existing clients are encouraged to consult their own financial, legal and tax professionals in connection with the selection of and investment in a particular strategy or product. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed herein.

Investing in securities involves a significant risk of loss. BWA's investment recommendations are subject to various market, inflation, currency, economic, political and business risks, and such investment decisions may not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the client's account, which clients should be prepared to bear. There can be no assurance that the client's investment objectives will be obtained and no inference to the contrary should be made. Prior to entering into an agreement with BWA, a client should carefully consider: (1) committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis, (2) that volatility from investing in the stock market can occur, and (3) that over time the client's assets may fluctuate and at any time be worth more or less than the amount invested.

BWA does not represent, guarantee or imply that the services or methods of analysis employed by the firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

ITEM 9 - LEGAL AND DISCIPLINARY INFORMATION

The firm and its management persons have not been involved in legal or disciplinary events related to past or present investment clients.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

IARs of with BWA may also be Registered Representatives or insurance agents of a non- affiliated firm such as a broker/dealer or insurance agency, engaging in the business of selling life, health, long-term care, disability and annuity insurance products as well as securities. As registered representatives, associates may receive separate compensation in the form of commissions for the purchase of securities through their affiliated broker/dealer as well as for the sale of insurance products.

To the extent that the IAR recommends the purchase of securities, insurance or other investment products whereby the IAR receives commissions for doing so, a conflict of interest exists because the IAR receives compensation should BWA's clients elect to follow this recommendation, even if such a recommendation is based on the best interest of the client. BWA has adopted certain procedures designed to mitigate the effects of these conflicts. For example, as part of BWA's fiduciary duty to clients, the IAR will endeavor at all times to put the interests of the clients first, and recommendations will only be made to the extent that they are reasonably believed to be suitable and in the best interests of the client. Additionally, material conflicts presented by these practices are disclosed to clients at the time of entering into any new advisory or consultative arrangement.

BWA is affiliated, through common ownership, with insurance marketing organizations (IMOs) Brookstone Insurance Group and other AmeriLife owned IMOs including JD Mellberg Financial. Some BWA advisors may use Brookstone Insurance Group or other IMOs, including JD Mellberg Financial, to process insurance, including life, fixed annuities or fixed index annuities. Using any IMO including Brookstone Insurance Group and/or JD Mellberg Financial is optional for advisors and BWA is not involved in those insurance sales. BWA advisors may receive commission based compensation for the sale of insurance and annuity products.

BWA is owned by AL BCM, of which the majority membership interests will be owned by Zayed RIA, LLC and AL Marketing, LLC (AmeriLife). AmeriLife is a Florida domiciled insurance company that markets and distributes annuity, life and health insurance products. Using AmeriLife is optional for advisors and BWA is not involved in those insurance sales. BWA advisors may receive commission-based compensation for the sale of insurance and annuity products.

BCM also owns FormulaFolios Investments, LLC ("FFI"), an SEC registered investment advisor located in Grand Rapids, MI and BWA, an SEC registered investment advisor. The firms under AL BCM's common ownership and control share corporate resources including management, administrative operations, and operational personnel. In addition, IARs of BWA will offer the BCM Platform to the clients of BWA; and thus, a conflict of interest exists as the firms are under common ownership and have a financial incentive to recommend the services of each other. Clients of FFI will also be recommended to the BCM Platform, creating a conflict in that there is a financial incentive to use these services.

Certain models available within the BCM Platform contain funds managed by FFI, thus a conflict of interest exists as BCM, BWA and FFI are under common ownership and control and have a financial interest to recommend models that contain funds managed by FFI.

Mr. Zayed is a principal and owner of Prizm Financial Advisors, Inc. (PFA). PFA is the corporation name of the entity that Mr. Zayed uses for his personal clients including financial planning, investments, insurance and tax planning.

Additionally, Mr. Zayed is a shareholder in the law firm of Perkins & Zayed, PC. As mentioned in Item 4 above, BWA recommends the services of Perkins & Zayed, PC for implementation of estate planning recommendations made by BWA. This arrangement is disclosed by BWA as part of the client's agreement and by delivery of this Brochure. Should a client elect to utilize Perkins & Zayed, PC for estate planning services, the client will be required to enter into a separate written agreement for such services and pay applicable legal fees. Clients should be aware that any applicable legal fees will be in addition to and separate from the financial planning fees incurred for services as outlined in the Financial Planning Agreement. Mr. Zayed will also receive individual compensation in the form of profits due to his role as a shareholder in Perkins & Zayed, PC. This could create a conflict of interest in that Mr. Zayed, through BWA, may have a financial incentive to recommend Perkins & Zayed, PC for estate planning services. The Client has the sole responsibility for determining whether to implement any such recommendations made by BWA, and which outside counsel to use for such services.

BCM currently has a partnership with Axos Bank which offers only FDIC insured products. If an IAR of BWA refers a client to Axos Bank for banking services, he or she will earn a fee for such referral.

These outside activities and affiliations create an additional conflict of interest in that BWA's CEO and IARs' obligations to these outside interests may either conflict with the advisement provided by BWA take up a substantial amount of their time and therefore the time spent on providing the advisory services described herein may be limited by virtue of their obligations to these outside interests. Although BWA's CEO and IARs will devote as much time to the business and affairs of BWA as is reasonably necessary to deliver the advisory services described herein, they may devote a significant portion of their time to the affairs of these other activities and affiliations.

BWA has adopted policies and procedures to address the conflicts presented by these relationships. For example, as part of the firm's fiduciary duty to its clients, BWA and its IARs will endeavor at all times to put the interest of its investment advisory clients first. Additionally, the conflicts presented by this practice are disclosed to clients at the time of entering into an advisory agreement. Please refer to Item 11 for additional information.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

In accordance with SEC Rule 204a-1 of the Investment Advisers Act of 1940, BWA maintains and enforces a Code of Ethics. The Code requires employee, including IAR, reporting of all securities holdings and transactions may require prior pre-clearance from the firm's Chief Compliance Officer for certain securities transactions. The Code contains requirements regarding compliance with all Laws, Rules and Regulations, and it contains provisions for reporting violations of the Code to BWA's Chief Compliance Officer. All BWA IARs are expected to be honest and ethical, make full and accurate disclosures, remain in compliance with all applicable rules and regulations, and be accountable for what they do.

BWA and its IARs act as fiduciaries for their clients. They have a fundamental obligation to act in the best interest of their clients and to provide investment advice in the clients' best interest. They owe their clients a duty of undivided loyalty and utmost good faith. They should not engage in any activity in conflict with the interest of any client, and they should take steps reasonably necessary to fulfill these obligations. BWA and its IARs must employ reasonable care to avoid misleading clients and must provide full and fair disclosure of all material facts to their clients and prospective clients. Generally, facts are "material" if a reasonable investor would consider them to be important. They must eliminate, or at least disclose, all conflicts of interest that might incline them – consciously or unconsciously – to render advice that is not disinterested. If they do not avoid a conflict of interest that could impact the impartiality of their advice, they must make full and fair disclosure of the conflict. BWA and its IARs cannot use their clients' assets for their own benefit or the benefit of other clients. Departure from this fiduciary standard may constitute "fraud" upon their clients under the Investment Advisers Act.

BWA and/ or its IARs may at any time own or invest in the same securities as it recommends to clients. All employees and IARs of BWA are required to submit to the BWA Compliance Department duplicate copies of all trades and account statements for review. BWA does not allow any IAR or employee to trade ahead of their clients. For individual securities such as stocks and bonds, any IARs or employees invested in the same models as clients are block traded where an average price is used.

To review a copy of BWA's Code of Ethics, please make a written request to your IAR, contact BWA at 630-923-6850, or email compliance@brookstonecm.com.

ITEM 12 - BROKERAGE PRACTICES

The research products and services that BCM receives from brokerage firms (e.g.TD Ameritrade, Fidelity, Schwab and FOLIOfn) include financial publications, information about particular companies and industries, and other products or services that provide lawful and appropriate assistance to the Firm in the performance of its investment decision-making responsibilities. Such research products and services are provided to all investment advisors who utilize TD Ameritrade, FOLIOfn, and are not considered to be paid for with soft dollars. However, the commissions charged by a particular broker for a particular transaction, or set of transactions, can be greater than the amounts another broker who did not provide research services or products might charge.

Order Aggregation

The nature of the clients and/or trading activity on behalf of client accounts is such that trade aggregation ensures all clients receive the same price.

Directing Brokerage for Client Referrals

The Advisor and its associated persons do not receive client referrals from broker dealers or third parties as consideration for selecting or recommending brokers for client accounts.

Directed Brokerage

In limited circumstances and at the Firm's discretion, some clients instruct BWA to use one or more particular brokers for the transactions in their accounts. Clients who want to direct the Firm to use a particular broker should understand that this can prevent BWA from effectively negotiating brokerage compensation on their behalf and can also prevent BWA from obtaining the most favorable net price and execution. Moreover, clients that direct brokerage can incur additional costs for performance reporting. Thus, when directing brokerage business, clients should consider whether the commission expenses, execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that BWA would otherwise obtain for its clients.

ITEM 13 - REVIEW OF ACCOUNTS

BWA IARs periodically review their designated client accounts on a regular basis and no less than annually. Client accounts are reviewed for appropriateness in light of each client's investment objectives, risk tolerance and financial goals. BWA's CEO, Mr. Zayed, is responsible for the general oversight of all supervised persons, and has ultimate authority over portfolio management, fundamentals, model portfolio constituents, asset allocation and areas of potential concern.

In addition to periodic reviews, reviews may be triggered when BWA becomes aware of a change in a client's investment objective, a change in market conditions, change of employment, re-balancing of assets to maintain proper asset allocation and any other activity that is discovered as the account is reviewed. The client is encouraged to notify BWA, their IAR, or Outside RIA if changes occur in his/her personal financial situation that might adversely affect his/her investment plan.

The client will receive written statements no less than quarterly from the custodian. In addition, the client may receive other supporting reports from Mutual Funds, Asset Managers, Trust Companies or Custodians, Insurance Companies, Broker/Dealers and others who are involved with client accounts, BCM has the ability to prepare written quarterly reports reflecting current positions and valuations which may be provided to all clients for managed accounts. Third party custodians also provide monthly statements. Financial planning clients receive a written copy of their financial plan with all supporting analyses.

Reports Provided to Clients

Clients may receive a quarterly performance evaluation, a monthly activity summary statement, confirmation of all transactions as they occur, and a year-end tax summary supplemental to their account statements. All reports are provided in writing. Additional reports may be provided depending on the program and at the request of the client. All account statements are sent to the client directly from the custodian. Clients should compare any firm generated statements to custodial statements.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Referrals

Employee and non-employee (outside) solicitors, e.g. unaffiliated broker/dealers, Investment Advisors, accountants, attorneys, etc., who are directly responsible for bringing a client to BWA, can receive compensation from BWA for the client referral. A conflict of interest for recommending BWA to clients for investment advisory services can arise as the recommendation could be made on the basis of compensation to be received. However, under these arrangements, the client does not pay higher fees than BWA's normal/typical advisory fees.

Such arrangements will comply with the requirements set forth under the Investment Advisers Act of 1940 and/or the applicable state Securities Act, including a written agreement between BWA and the solicitor. Non-employee solicitors must provide a copy of BWA's ADV Part 2A (Disclosure Brochure) and a separate solicitor's disclosure statement regarding the relationship between the solicitor and BWA to the prospective client at the time of the solicitation or referral. The prospective client will be requested to acknowledge this arrangement prior to acceptance of the account for advisory services. Applicable state laws can require these persons to become either licensed or registered as representatives of BWA or as an independent investment advisor.

ITEM 15 - CUSTODY

All client funds, securities and accounts are held at third-party custodians. BWA does not take possession of the funds, securities or accounts.

BWA's agreement or the separate agreement with any Financial Institution authorizes the debiting of the client's account for the amount of BWA's fee and to directly remit that management fee to BWA in accordance with applicable custody rules.

Client accounts are held by a qualified custodian, which sends account statements directly to clients on at least a quarterly basis. Custodial statements include account holdings, market values and any activity that occurred during the period, including the deduction of investment advisory fees. Clients are urged to compare information provided in reports by BWA with the account statements received directly from the custodian.

ITEM 16 - INVESTMENT DISCRETION

BCM, BWA and its IARs have discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by BCM.

Discretionary authority will only be authorized upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an Investment Advisory Agreement enclosed in the IPS Parts A and B containing all applicable limitations to such authority. All discretionary trades made by BCM will be in accordance with each client's investment objectives and goals.

The client gives BCM unlimited and unrestricted discretionary authority to invest and reinvest the assets held in the investment account, including but not limited to the ability to substitute models with similar investment objectives as needed and at the client's sole risk. BCM is not required to notify the client prior to any transaction and normally will not do so. The client hereby designates BCM as the agent and attorney-in- fact with a limited power of attorney. BCM has full power to arrange for the delivery of and payment for securities purchased or sold.

ITEM 17 - VOTING CLIENT SECURITIES

BCM will not vote proxies on behalf of our advisory accounts. At the client's request, we may offer advice regarding corporate actions and the exercise of client proxy voting rights. If a client owns shares of applicable securities, that client is responsible for exercising the right to vote as a shareholder. In most cases, the client will receive proxy materials directly from the account custodian. However, in the event BCM were to receive any written or electronic proxy materials, BCM would forward them directly to the client or the client's designated agent by mail, unless the client has authorized the firm to contact him/her by electronic mail, in which case, BCM would forward any electronic solicitation to vote proxies.

For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Also, BCM cannot give any advice or take action with respect to the voting of these proxies.

ITEM 18 - FINANCIAL INFORMATION

BCM does not require prepayment of more than $1,200 in fees per client six months or more in advance – as such, a Balance Sheet is not required and not attached. There is also no known financial condition that is reasonably likely to impair this firm’s ability to meet contractual commitments to clients, and the firm has not been the subject of a bankruptcy proceeding.