BROOKSTONE
CAPITAL MANAGEMENT®

FORM ADV PART 2A DISCLOSURE BROCHURE

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This brochure provides information about the qualifications and business practices of Brookstone Capital Management, LLC. If you have any questions about the contents of this brochure, contact us at compliance@brookstonecm.com or (630) 653-1400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Brookstone Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Brookstone Capital Management, 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.

ITEM 2 - SUMMARY OF MATERIAL CHANGES

This Form ADV Part 2A Brochure ("Brochure") has been updated to reflect material changes. Our previous version of the Brochure was dated August 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 Capital Management, LLC ("BCM") 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 BCM at compliance@brookstonecm.com or your Investment Advisor Representative. The Brochure is also available on our website www.brookstonecm.com.

No material changes have been made since the previous brochure dated October 13, 2022.

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ABOUT US

Founded in 2006, Brookstone Capital Management, LLC ("BCM") is an investment advisory firm providing fee-based asset management services through its investment advisor representatives ("IARs") of BCM and IARs of its affiliate, Brookstone Wealth Advisors, LLC (also known as Retirement Wealth Advisors or RWA). BCM also provides these services to unaffiliated registered investment advisors ("RIAs") and their IARs who wish to have access to BCM's Platform of products and services (hereinafter, "Outside RIAs"; collectively referred to as "Advisors"). BCM offers its services through a turnkey asset management program ("TAMP") known as the "BCM Platform" or "Platform" and is sponsor of the BCM Wrap Account Program. Outside RIAs that engage BCM for the Platform will be required to execute a Selling Agreement and Solicitor's Agreement with BCM for these services. Through these agreements, BCM is appointed as a third-party asset manager with full discretion to perform investment management services to the Outside RIA's clients and appoints the Outside RIA to serve as a solicitor for BCM's Platform. Details relating to the BCM Platform are outlined below.

BCM is an investment advisor registered with the SEC, and is directly owned by AL BCM, LLC ("AL BCM"), a Delaware domiciled limited liability holding company. AL BCM is majority owned by Dean Zayed and AL Marketing, LLC (AmeriLife). Mr. Zayed received his Bachelor of Arts Degree in Economics from Northwestern University. He completed the Business Institutions Program, the undergraduate Leadership Program and was a member of Omicron Delta Epsilon Economics Honor Society. He received his Juris Doctor degree from Northwestern University School of Law. He received his Master's Degree in Taxation (LLM) from Chicago-Kent College of Law. Dean is a Certified Financial Planner (CFP®) and holds an Illinois insurance license for life, health and long-term care, in addition to being an IAR. Mr. Zayed is the CEO of BCM and provides the firm with principal management.

AL Marketing, LLC is a sub-division of AmeriLife Holdings, LLC ("AmeriLife"). AmeriLife is a Florida domiciled insurance company that markets and distributes annuity, life and health insurance products and is a portfolio company of Thomas H. Lee Partners, L.P, a private equity firm and Genstar Capital Partners, LLC, a private equity firm located in San Francisco, California (Genstar).

INVESTMENT ADVISORY FIDUCIARY STANDARD

As investment advisors, BCM 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 BCM 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 BCM 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 you and your investment goals so that our recommendations are customized to be in your best interests. 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 your signature.

THE BCM PLATFORM

As mentioned above, BCM offers the BCM Platform through its IARs, affiliated IARs and through Outside RIAs, each of which is responsible for implementing the Platform on behalf of its clients. BCM also sponsors a wrap-fee program. Please refer to BCM's Appendix 1 Wrap Brochure, for more information related to the firm's wrap-fee program. Models recommended as part of the Platform may include funds managed by BCM's affiliated investment advisor, FormulaFolios Investments, LLC. Thus, a conflict exists. When BCM invests assets in your account in shares of our affiliated mutual funds and ETFs, you are subject to those funds' internal management fees and other expenses in addition to the annual management fee you pay us for advisory services. This additional compensation that we earn from the internal management fees on our proprietary funds creates a conflict of interest by incentivizing us to use our funds instead of unaffiliated mutual funds and ETFs. We seek to mitigate this conflict of interest by disclosing this additional compensation to you and providing advisory fee discounts, which together help ensure transparent and fair pricing to our clients. Specific management fee and related expense information for the funds are found in the prospectus. Please refer to Item 10 of this Brochure for more information regarding this BCM affiliate.

ANNUITY RECOMMENDATIONS

Most BCM 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 BCM 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 BCM 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. BCM 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.

SERVICES WE OFFER

BCM provides Asset Management and Financial Planning Services for its clients, each of which is described more fully below. Clients collaborate with Investment Advisor Representatives (IARs) to determine which services to employ to best help clients reach their financial goals.

Asset Management Services

BCM's principal service is providing fee-based investment advisory services through the BCM Platform. 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 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 and is analyzed by BCM IARs or RIAs. Once the analysis is completed, the IAR or RIA develops an investment strategy with the client that addresses specific investment styles and allocation of the client's assets. BCM may use 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. BCM may 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.

BCM generally uses Unified Managed Accounts (UMA) whenever possible. This allows for multiple strategies to be managed and held within the same account. Accounts holding options cannot participate in UMA.

In addition, BCM offers discretionary Asset Management Services to clients through customized individual investment accounts (aka separately managed accounts). In such accounts, BCM transacts in mutual funds, ETFs, equities, fixed income securities and other securities pursuant to the client's IPS information.

Asset Management Clients are encouraged to refer to the individual mutual fund or ETF prospectus for the risks associated with each specific fund.

Another asset management service available, the RAISE 360 Portfolios, consists of pre-selected model portfolio allocations created by BCM and its investment team to align with specific risk tolerances. These portfolios typically contain mutual funds, exchange traded funds, equities, and other securities authorized by BCM, and are managed on a discretionary basis by the BCM investment team pursuant to investment objectives as chosen by the client via the Risk Profile Questionnaire. Please see Items 5, 8 and 10 of this Brochure for more information related to our asset management fees, risks and conflicts of interest.

Financial Planning Services

Through its IARs, BCM 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 BCM or one of its IARs to implement those recommendations. Financial planning clients who wish to engage BCM for portfolio management services will be required to enter into a separate written agreement with the firm for such services, for which BCM 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, BCM may also make estate planning recommendations. Clients are made aware both as part of this Brochure, and the client's individual agreement, that BCM 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. BCM 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 BCM referred legal engagement. Please see Item 10 for additional information.

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

Recommendations of Strategies Outside the BCM Platform

In addition to the programs managed through the BCM Platform, other programs offered by BCM are sponsored and managed by various outside and unaffiliated registered investment advisors. Each of these programs will have disclosure documents (ADV Part 2A) which will further describe the program, account minimums, fees and risks. These additional disclosure documents are available from your IAR. Clients should be aware that by engaging in these services, they will pay a direct management fee to these program managers in addition to an indirect management fee to BCM.

401(K) Accounts (Services for Qualified Retirement Plans)

Under the Qualified Retirement Plan (QRP) program, the advisor may construct a model portfolio or customize a portfolio for each 401(k) plan account. The 401(k) plan is held at the custodian chosen by the 401(k) plan administrator. The portfolio is constructed based on the investments or funds available within each individual client's 401(k) plan. The IAR or Outside RIA shall provide investment management services by allocating and reallocating assets within the plan consistent with the model or portfolio allocation chosen by the client. Additional 401(k), 403(b), and other retirement plan advisory services are offered. These plans will vary based upon the third party administrator (TPA), plan custodian, and investment selections available under each plan. BCM may use independent third party advisors to manage the plan. In these instances, clients must receive copies of the third party advisor's Form ADV Part 2A and any other applicable disclosure documents and must complete the account opening paperwork required by the outside advisor.

Variable Annuities

BCM 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.

IMPORTANT INFORMATION RELATING TO THE FIRM'S SERVICES

Information Received by Individual Clients

BCM will not assume any responsibility for the accuracy of the information provided by the client. BCM is not obligated to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, clients are responsible for promptly notifying BCM in writing of any material changes to the client's financial situation, investment objectives, time horizon, or risk tolerance. In the event that a client notifies BCM of changes in the client's financial circumstances, the firm will review such changes and recommend any necessary revisions to the client's portfolio.

Advisory Services, Agreements and Disclosures

Prior to engaging BCM to provide Asset Management or Financial Planning services, the client will be required to enter into one or more written agreements with BCM setting forth the terms and conditions under which the firm shall render its services (collectively the "Agreement"). In accordance with applicable laws and regulations, BCM will provide this brochure, the ADV Part 2B brochure that is specific to the IAR, the Wrap Brochure (if applicable), and the Client Relationship Summary (Form CRS) to each client or prospective client prior to or contemporaneously with the execution of the Agreement. The Agreement between BCM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to the client.

Neither BCM nor the client may assign the Agreement to a third party without the consent of the other party. Transactions that do not result in a change of actual control or management of BCM shall not be considered an assignment.

BCM will provide Asset Management services and Financial Planning services but will not provide custodial services. At no time will BCM accept or maintain custody of a client's funds or securities. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker/dealer, unless otherwise negotiated. Please refer to the Brokerage Practices section for more information.

Serving as a Sub-Advisor to Independently Sponsored Advisory Programs

BCM may from time to time participate as a sub-advisor under other firms' advisory programs. A client of the other firm selects a registered investment advisor, such as BCM, from a list of approved advisors to provide investment management services. BCM receives a fee for account management services provided to clients of an outside firm as outlined in a sub-advisory agreement. This agreement may also outline items such as the advisory services to be provided, the responsibilities of BCM and the other firm and the terms of engagement including fees and termination. Responsibilities such as collecting the client's investment objectives, determining the strategy best suited for the client, and communication with the client will be the responsibility of the outside firm. BCM has no responsibility to assess the value of services provided by the outside firm, therefore the client should evaluate whether such a program is suitable for their needs and objectives, and whether comparable or similar services are available at a lower cost elsewhere.

Restrictions/ Guidelines Imposed by Clients

The advisory services described in this item are tailored to each client; if any client requires any restrictions on any types of stocks or market segments, the client needs to inform their IAR or RIA of the restrictions in writing. If, for any reason, BCM is not able to meet the client restrictions, the firm will notify the client of that fact.

ASSETS UNDER MANAGEMENT

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.

ITEM 5 - FEE SCHEDULES

Brookstone Capital Management allows your IAR or Outside RIA to set fees within ranges provided by BCM. As a result, your investment advisor representative may charge more or less for the same service than another investment advisor representative of BCM. The exact fees and other terms will be outlined in the agreement between you and BCM as notated on the Investment Policy Statement (IPS) Part B. Clients should be aware that lower fees for comparable services may be available from other sources.

A portion of the fees charged for our direct asset management services offered through the BCM Platform are negotiable by each of our IARs or Outside RIAs based upon the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the amount of active management of the client's portfolio, the relationship of the client with the IAR or Outside RIA, and the total amount of assets under management for the client.

Based upon the above negotiability factors, each IAR or Outside RIA is allowed to set BCM's total investment advisory fee up to a maximum amount of 2.5% annually. The fee charged to each client includes a portion attributable to BCM and a portion attributable to the IAR or Outside RIA, which is negotiable. The BCM fee can range from .10% to .95% annually, depending on the program or strategy selected, and the IAR or Outside RIA fee can be a maximum of 1.55%. For example, a common distribution for a total annual fee of 1.50% would include an allocation of .50% to BCM (including the asset based custodial fee if a wrap fee program is chosen) and an allocation of 1% to the advisor. This example is for illustrative purposes only. The actual total annual fee (which includes BCM's fee and the IAR/Outside RIA fee) charged for the BCM Platform will be specified in the client's agreement with BCM, Investment Policy Statement (IPS) Part B.

Due to BCM acting as investment advisor for both the account allocation, as well as manager of some proprietary mutual funds and ETFs, when these proprietary funds are used, we provide advisory fee discounts to ensure transparent and fair pricing to clients and to help mitigate conflicts of interest.

DESCRIPTION OF FEES; FEE SCHEDULE

Asset Management Fees

Depending on the custodian selected by the client, BCM can offer its asset management program as a wrap fee program. A wrap fee program is a program where BCM "wraps" both the asset management fees for advisory services and the transaction fees for execution services into a single fee charged to the client. Under a wrap fee arrangement, a client's costs are the same regardless of the number of transactions in an account. Conversely in a non-wrap fee advisory account, a client would pay an asset management fee and a separate transaction fee for each transaction within the account. The overall cost a client incurs in a wrap fee program may be higher or lower than might be incurred by participating in a non-wrap program and paying transaction costs separately.

The wrap fee program is available for all BCM managed models that are held with TD Ameritrade. As such, client accounts held at TD Ameritrade and under BCM managed models do not have a choice between a wrap and a non-wrap account, and all client accounts will be charged on a Wrap Fee basis, as outlined below. For client accounts held at Fidelity Institutional, all clients will be part of a non-wrap fee program (or a transaction-based fee). Pursuant to the Agreement signed by each client, the client will pay BCM a monthly Management/ Wrap Program Fee, payable in arrears, prorated based on the amount of the assets managed by the advisor as of the opening of business on the first business day of each month. In the event a client should withdraw from a strategy mid month the prorated advisory fee will be charged at that time.

The wrap fee covers (i) an initial analysis and periodic re-evaluation of the client's investment objectives and needs, and discretionary allocation among portfolio managers, (ii) all advisory services, including fees of portfolio managers, (iii) account statements, (iv) execution, and (v) custody. The non-wrap fee covers the above, with the exception of execution costs. To the extent a client's account is directed to a specific custodian either by the IAR or client, such direction may cause the account to incur higher fees or transaction costs than accounts utilizing alternative custodial arrangements due to the availability or lack thereof, of a wrap or non-wrap fee structure.

If you are participating in a wrap fee program, you will not be charged brokerage commissions (transaction charges); however, please note that your brokerage account may be charged a service charge by the clearing firm, as well as potential account opening, closing, or similar servicing fees, in addition to your wrap fees. If you are participating in a non-wrap program, your account may be charged transaction fees. In some cases, no-transaction fee securities may be available in a non-wrap fee program and BCM will endeavor to utilize no-transaction fee securities when possible and appropriate for the account. The no-transaction fee securities are available if the client elects for electronic delivery of statements and trade confirmations. Electing for paper or hard copies of statements and trade confirmations will result in additional costs.

Certain IRA accounts may be charged custodial or other service fees as well. If your account is invested in mutual funds, the mutual fund company may assess administrative charges against your investment in that fund. These fees are not charged by BCM, but rather by the product sponsor, brokerage firm, or custodian firm. In the normal course of effecting transactions, prices for certain trades made on behalf of your account may include mark-ups, mark-downs and spread differentials.

Additionally, all accounts will be charged a monthly $8 fee, subject to change based on the terms, conditions, and fees of providers. In some cases, an account may not be subject to this monthly fee if the account has been grandfathered on a different fee schedule as disclosed in the client's applicable advisory agreement. These fees will be deducted automatically from client accounts and shall be used by BCM to utilize software allowing the firm and its IARs to consolidate all accounts through a portfolio accounting system and create consolidated, on-demand performance reports. Moreover, clients will have the capability to create an online profile allowing them to login to BCM's portfolio accounting system and view their own account in "real time" on a consolidated basis. The fee is charged regardless of whether the technology is used or not. As a courtesy, for any client accounts below $8,000 in AUM, BCM will proportionately reduce this monthly fee by $1 per every $1,000.

The IAR or Outside RIA who recommends the BCM Platform receives compensation as a result of a client's participation in the program. The amount of this compensation may be more than what the IAR or Outside RIA would receive if the program client paid separately for investment advice, brokerage and other services. The IAR or Outside RIA may therefore have a financial incentive to recommend the program over other programs and services. BCM may use both internal and external portfolio managers and they would receive a portion of the BCM advisory fee. The client agrees to pay a fee monthly, in arrears, for the advisory services provided by BCM pursuant to the Agreement signed by each client. The fee is calculated based on the value of the account on the last day of the month, prorated to the number of days the account is funded.

Certain fees may be negotiated by the IAR or Outside RIA at the sole discretion of the advisor. Asset management fees are automatically deducted from the client account on a monthly basis by the custodian. Clients may request to terminate their advisory contract with BCM, in whole or in part, by providing 30 days advance written notice.

Regulatory Fees

To facilitate the execution of trades, regulatory Trading Activity Fees (TAF) are added to applicable sales transactions. The Securities and Exchange Commission (SEC) regulatory fee is assessed on client accounts for sell transactions, and a FINRA fee is assessed on client accounts for sell transactions, for certain covered securities. This fee is not charged by BCM but is accessed and collected by the custodian, TD Ameritrade. TD Ameritrade, the custodian that BCM uses, is a FINRA member firm. These fees recover the costs incurred by the SEC and FINRA, for supervising and regulating the securities markets and securities professionals.

The fee rates vary depending on the type of transaction and the size of that transaction. Trading Activity Fees rates are: $0.000119 per share for each sale of a covered equity security, with a maximum of $5.95 per trade, $0.002 per contract for each sale of an option, $0.00075 per bond for each sale of a covered bond with a maximum charge of $0.75 per trade. All charged fees will be rounded to the nearest penny using natural rounding logic. For a rounding example, $0.004 rounds to $0.00 and $0.016 rounds to $0.02.

An example of an equity TAF, if 100 shares of a covered equity were sold, the fee would be $0.000119 x 100 which equals $0.0119, which would be rounded to $0.01.

For more information on the SEC and FINRA fees, please visit their websites:
www.sec.gov/fast-answers/answerssec31htm.html
www.finra.org/industry/trading-activity-fee

Financial Planning Services Fees

As mentioned under Services We Offer, BCM also offers comprehensive financial planning services for individuals, families and businesses. BCM 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, BCM 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.

Variable Annuity Fees

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.

ADDITIONAL FEE INFORMATION AND DISCLOSURES

All fees paid to BCM 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 BCM, serves as the investment advisor to the FormulaFolios Hedged Growth ETF, Income ETF, Smart Growth ETF, and Tactical Growth ETF. As the advisor to these funds, FFI earns management fees for investments made into these funds.

When BCM invests assets in your account in shares of our affiliated ETFs, you are subject to those funds' internal management fees and other expenses in addition to the annual management fee you pay us for advisory services. This additional compensation that we earn from the internal management fees on our proprietary funds creates a conflict of interest by incentivizing us to use our funds instead of unaffiliated ETFs. We seek to mitigate this conflict of interest by disclosing this additional compensation to you and providing advisory fee discounts, which together help ensure transparent and fair pricing to our clients. Specific management fee and related expense information is found in the prospectus and other offering documents as noted in the previous section. We want clients to understand that our funds were created and added to various models in order to help offset transaction costs of investing in individual stocks, as well as to seek to achieve greater conformity with the desired target weights for each individual stock in a given model. BCM 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. Portfolio holdings are monitored to ensure they are consistent with the client's objectives and representatives are not incented to direct client investments to models that have a higher percentage of assets in our proprietary funds.

For a complete description of these fees, and the fund investment objective and risks, please refer to the fund prospectus and Item 10 of this Brochure.

TRADE ERRORS

It is BCM's policy to correct all trading errors immediately upon notification of the error. Trading errors can take many forms, including but not limited to executing trades in the incorrect account, for the incorrect share amount or price, with an incorrect instruction, or in an incorrect security. In most instances, when an error is detected, the error will be moved to BCM's Error Account for correction. If the error results in a gain, BCM may use the gain to offset trade error losses, allow the client to keep the gain, or donate the gain to charity. If the error results in a loss, BCM will make the client whole by reversing or otherwise as appropriate fixing the error, or by crediting the account for any loss.

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.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

BCM does not charge performance-based fees (i.e., fees calculated based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client). Consequently, BCM does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management).

ITEM 7 - TYPES OF CLIENTS

BCM generally provides investment advice to individuals, pension and/ or profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. Requirements for opening an account could vary depending on the program selected, but typically minimum account size requirements are between $5,000 and $100,000. BCM may, at its discretion, accept accounts below the minimum required amount. Prior to engaging BCM to provide any of the investment advisory services described in this Brochure, the client will be required to enter into a written agreement setting forth the terms and conditions under which the firm shall render its services.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT 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 BCM 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, BCM 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. BCM 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 see below for a list of available investment strategies available through BCM. 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: Tactical Strategies

SmartOption ($40K)
Tactical Allocation Series ($25K)

Equity: Strategic Strategies

BCM Energy Sector ($25K)
BCM Dividend Stock Basket ($25K)
BCM Floating Rate Preferred Stock Basket ($25K)
BlackRock Strategic ETF Models ($10K)
Individually Customized Equity Mutual Fund/ETF/ Individual Stock Portfolios
Morningstar Dividend Select Stock ($50K)
Morningstar Hare Select Stock ($50K)
Morningstar Tortoise Select Stock ($50K)
Morningstar U.S. Wide Moat Focus Select Stock ($50K)
RAISE 360° Portfolios ($25K)
RAISE 360° Small Models ($5K)
Multi Manager Allocation Series ($100K)
FF Allocation Series ($50K)
Core Satellite Allocation Series ($25K)
Smart Passive Allocation Series ($25K)
Endeavor Allocation Series ($25K)
Dynamic Allocation Series ($25K)

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

Tactical BCM Market-Linked CDs ($2K)
BCM Structured Notes ($2K)
Strategic BCM Municipal Bonds Model ($5K)
BlackRock Strategic ETF Models ($10K)
Individually Customized Fixed Income Mutual Fund/ETF Portfolios
RAISE 360° Portfolios ($25K)
RAISE 360° Small Models ($5K)

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: Brookstone has a limited operating history in the digital currency space upon which prospective clients can evaluate its performance. There can be no assurance that Brookstone'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.

Alternative Investment Risk

An alternative investment is an asset that is not one of the conventional investment types, such as stocks, bonds and cash. Alternative investments include private equity, hedge funds, managed futures, real estate, commodities and derivatives contracts. Most alternative assets have low liquidity compared to conventional assets. Alternative investments have experienced periods of extreme volatility and in general, are not suitable for all investors.

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. BCM'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 BCM, 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.

BCM 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 - DISCIPLINARY INFORMATION

Firms are required to report any legal or disciplinary events that are material to a client's evaluation of our advisory business and the integrity of our management. There are no required disclosures in relation to BCM and its management team.

Disclosure information specific to your IAR can be found on their supplemental ADV 2B and is available at www.adviserinfo.sec.gov.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

IARs of with BCM 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 BCM's clients elect to follow this recommendation, even if such a recommendation is based on the best interest of the client. BCM has adopted certain procedures designed to mitigate the effects of these conflicts. For example, as part of BCM'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

BCM is affiliated, through common ownership, with insurance marketing organizations (IMOs) Brookstone Insurance Group and other AmeriLife owned IMOs including JD Mellberg Financial. Some BCM 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 BCM is not involved in those insurance sales. BCM advisors may receive commission based compensation for the sale of insurance and annuity products.

BCM 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 BCM is not involved in those insurance sales. BCM advisors may receive commission-based compensation for the sale of insurance and annuity products.

AL BCM also owns FormulaFolios Investments, LLC ("FFI"), an SEC registered investment advisor located in Grand Rapids, MI and Brookstone Wealth Advisors, LLC ("BWA" also known as Retirement Wealth Advisors or RWA), 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.

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.

A portion of BCM's business is providing back-office and administrative support services to both affiliated and unaffiliated RIAs as part of its TAMP, the BCM Platform.

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 the Services We Offer section above, BCM recommends the services of Perkins & Zayed, PC for implementation of estate planning recommendations made by BCM. This arrangement is disclosed by BCM 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 BCM, 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 BCM, 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 BCM 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 BCM's CEO and IARs' obligations to these outside interests may either conflict with the advisement provided by BCM or 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 BCM's CEO and IARs will devote as much time to the business and affairs of BCM 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.

BCM 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, BCM 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, BCM maintains and enforces a Code of Ethics. The Code requires employee, including IAR, reporting of all securities holdings and transactions and 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 BCM's Chief Compliance Officer. All BCM 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.

BCM 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. BCM 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. BCM 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.

BCM 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 BCM are required to submit to the BCM Compliance Department duplicate copies of all trades and account statements for review. BCM 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 BCM's Code of Ethics, please make a written request to your IAR, contact BCM at 630-923-6850, or email compliance@ brookstonecm.com.

ITEM 12 - BROKERAGE PRACTICES

As an investment advisory firm, BCM has a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. BCM's primary objectives when placing orders for the purchase and sale of securities for client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. BCM will recommend a broker/dealer to clients. The broker/dealer has been chosen based on the following: 1) the broker's capital depth, 2) the broker's market access, 3) the broker's transaction confirmation and account statement practices, 4) our knowledge of negotiated commission rates and spreads currently made available, 5) the nature and character of the markets for the security to be purchased or sold, 6) the desired timing of the transaction, 7) the execution, 8) clearance and settlement capabilities of the broker selected and others considered, 9) our knowledge of any actual or apparent operational problems of a broker and 10) the reasonableness of the commission or its equivalent for the specific transaction. Based on the above criteria, BCM may not necessarily pay the lowest commission or commission equivalent as specific transactions may involve specialized services on the part of the broker. This would justify higher commissions (or their equivalent) than other transactions requiring routine services. If BCM is directed by the client to direct trades to a specific broker/dealer other than the custodian typically used by BCM for trade execution, it is disclosed that BCM's ability to negotiate commissions (where applicable), obtain volume discounts, or otherwise obtain best execution may not be as favorable as might otherwise be obtained.

BCM maintains custodian relationships with several broker/dealers as noted below. While clients are free to choose any broker/dealer or other service provider as custodian, BCM recommends that clients establish an account with a brokerage firm with which BCM has an existing relationship. Such relationships may include benefits provided to our firm, including but not limited to market information and administrative services that help our firm manage your account(s). BCM believes that the recommended broker/dealers provide quality execution services for our clients at competitive prices. In some cases, certain broker/dealers may not facilitate the BCM Platform as a wrap fee program, which clients should consider when selecting a custodian and evaluating fees. As stated above, price is not the sole factor BCM considers in evaluating best execution.

TD AMERITRADE INSTITUTIONAL PROGRAM

BCM participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade "), an unaffiliated SEC-registered broker/dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program.

BCM participates in TD Ameritrade's Institutional customer program as stated above. There is no direct link between BCM's participation in the program and the investment advice it gives to its clients, although BCM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to BCM by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by BCM's related persons, and may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for BCM's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's advisor custody and brokerage services generally. Some of the products and services made available by TD Ameritrade through the program may benefit BCM but may not benefit its client accounts. These products or services may assist BCM in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help BCM manage and further develop its business enterprise. The benefits received by BCM (or its personnel) through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by BCM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence BCM's choice of TD Ameritrade for custody and brokerage services.

BCM also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. TD Ameritrade provides the Additional Services to BCM in its sole discretion and at its own expense, and BCM does not pay any fees to TD Ameritrade for the Additional Services. BCM and TD Ameritrade have entered into a separate agreement (Additional Services Addendum) to govern the terms of the provision of the Additional Services.

BCM's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to BCM, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, BCM's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with BCM, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, BCM may have an incentive to recommend to its clients that the assets under management by BCM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, BCM shares the Additional Services with its affiliated entities. Consequently, BCM's clients' brokerage commissions and custodial fees generated at TD Ameritrade may be used to benefit BCM's affiliates. BCM's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including seeking best execution of trades for client accounts.

RECOMMENDATION OF OTHER BROKER/DEALERS INCLUDING FIDELITY AND SCHWAB

In addition to TD Ameritrade, BCM may recommend the clearing, custody or brokerage services offered by Charles Schwab & Co., Inc. ("Schwab"), member SIPC, through Schwab Advisor Services, or Fidelity Institutionalsm ("Fidelity"), a division of Fidelity Investments offering clearing, custody and brokerage services through National Financial Services LLC or Fidelity Brokerage Services LLC, members NYSE and SIPC. Schwab and Fidelity are both unaffiliated registered broker/dealers.

Both Schwab and Fidelity provide institutional brokerage services that include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab and Fidelity include some to which BCM might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Schwab and Fidelity's services described in herein generally benefit the client and the client's account.

Both Schwab and Fidelity also make available to us other products and services that benefit us but may not directly benefit clients or client accounts. These products and services assist BCM in managing and administering clients' accounts. They include investment research, both proprietary and that of third parties. BCM may use this research to service all or a substantial number of client accounts, including accounts not maintained at Schwab or Fidelity. In addition to investment research, both firms also make available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of advisory fees from client accounts; and
- assist with back-office functions, recordkeeping, and client reporting.

Schwab and Fidelity also offer other services intended to help BCM manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

BEST EXECUTION AND SOFT DOLLAR BENEFITS

As stated above, BCM has full discretion to place buy and sell orders with or through such brokers or dealers as it may deem appropriate. It is the policy and practice of BCM to strive for the best price and execution that are competitive in relation to the value of the transaction ("best execution"). In order to achieve best execution, BCM will use its best judgment to choose the broker/dealer most capable of providing the brokerage services necessary to obtain the best overall qualitative execution.

When BCM believes that more than one broker can offer the brokerage and execution services needed to obtain the best available price and most favorable execution, consideration may be given to selecting those brokers which also supply research services of assistance to BCM in fulfilling its investment advisory responsibilities. Such services may include research reports, services and seminars, computer software and related hardware for services. Selecting a broker/dealer in recognition of the provision of services or products other than transaction execution is known as paying for those services or products with "soft dollars." Some of these services are provided to BCM as part of a "bundled package" from the broker/dealer. However, BCM's clients may pay higher commission rates than those normally obtained from other brokers. Moreover, some of the services may benefit a specific segment of BCM's clients. BCM does not attempt to match a particular client's trade executions with broker/dealers who have provided research services which have directly benefited that client's portfolio. Rather, research services received by BCM are used for the ultimate benefit of all of its clients. This also benefits BCM since it does not have to have to produce or pay for the research, products or services. Consequently, BCM may have an incentive to select or recommend a broker/dealer based on these benefits rather than in the clients' interest in receiving most favorable execution.

While clients may in certain circumstances direct BCM to use a specific custodian, BCM's selection of the custodian may keep costs down. Due to BCM's relationships with TD Ameritrade, Schwab and Fidelity, these firms have agreed to pay for certain expenses on behalf of BCM. Such benefits include servicing fees, taxes and ancillary fees associated with these products, which may or may not benefit, directly or indirectly, any BCM client, and will not increase any costs to BCM's clients. For more information, contact TD Ameritrade, Schwab or Fidelity directly. Importantly, BCM's receipt of such benefits may or may not be offered to other independent advisors that participate in the programs. BCM is still obligated to review best execution and act in the best interest of its clients regardless of this relationship.

Notably, BCM has a potential conflict of interest in recommending its clients to have their assets held in custody with TD Ameritrade, Schwab or Fidelity, due to the incentive and receipt of soft dollar benefits. TD Ameritrade, Schwab and Fidelity may consider the amount and profitability to the custodian of the assets in, and trades placed for, BCM's client accounts when determining whether to continue providing these additional services to BCM. Currently, BCM pays no fees to TD Ameritrade, Schwab or Fidelity for receiving these additional services. In furtherance of the best of interest of its clients, BCM will periodically review the broker/dealer firms used to execute client transactions, taking into account the above qualitative considerations, among others, such as reliability, accuracy, competency of bundling trades, timing of execution, and many other factors.

ORDER AGGREGATION AND ALLOCATION

BCM may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (i.e., for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of BCM's investment advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. BCM may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

ITEM 13 - REVIEW OF ACCOUNTS

BCM 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. BCM'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 BCM 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 BCM, 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

ECONOMIC BENEFITS RECEIVED

BCM is provided with an economic benefit through its receipt of soft dollars in accordance with Section 28(e) of the Securities Exchange Act of 1934. BCM may enter into these "soft dollar" arrangements whereby brokerage transactions are directed to certain broker/dealers in return for investment research products and/or services which assist BCM in its investment decision-making process. The receipt of such services may be perceived to serve as an economic benefit to BCM, and although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker/ dealers based on the receipt of such benefits rather than on a client's interest in receiving most favorable execution. Please refer to the Brokerage Practices section of this brochure which more fully describes these benefits and how BCM addresses the conflicts of interest.

Additionally, as described in Other Financial Industry Activities and Affiliations above, Principals and IARs of BCM may receive compensation from other non-affiliates. Such compensation shall only be received in conjunction with those services provided to such non-affiliates.

COMPENSATION FOR CLIENT REFERRALS

BCM has entered into Promoter Agreements wherein certain registered investment advisers and/or individuals are appointed to serve as a non-exclusive marketing agent, referral, and client servicing source for BCM's managed account Platform (each a "Promoter" and collectively the "Promoters"). Through its relationship with the Promoters, the Promoter will receive payments for referral of certain clients. In the instance where BCM receives a client referral from a Promoter (*i.e.,* the Promoter was the procuring cause), BCM will pay a cash referral fee to the Promoter based upon a percentage of our advisory fee received from that particular client which is based on the client's assets under management. Specifically:

> *Based on certain negotiability factors (refer to ITEM 5 FEE SCHEDULES ABOVE), each IAR or Outside RIA is allowed to set BCM's total investment advisory fee up to a maximum amount of 2.5% annually. The fee charged to each client includes a portion attributable to BCM and a portion attributable to the IAR or Outside RIA, which is negotiable. BCM's fee can range from .10% to .95% annually, depending on the program or strategy selected, and the IAR or Outside RIA fee can be a maximum of 1.55%. For example, a common distribution for a total annual fee of 1.50% would include an allocation of .50% to BCM (including the asset based custodial fee if a wrap fee program is chosen) and an allocation payment of 1% to the IAR.* ***This example is for illustrative purposes only****. The actual total annual fee (which includes BCM's fee and the IAR/Outside RIA fee) charged for the BCM Platform will be specified in the client's agreement with BCM within the Investment Policy Statement (IPS) Part B.*
>
> *In addition, from time to time, BCM initiates incentive programs the compensate IARs or Outside RIAs for attracting new assets and clients promoting investment advisory services. BCM also will 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 will 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.*

When BCM acts as a Promoter and refers a client to another adviser, BCM will receive a cash referral fee from the adviser for its referral of a BCM client. Under these circumstances, BCM will enter into a Promoter Agreement with the other adviser. All such agreements will be in writing and comply with the applicable state and federal regulations, including Rule 206(4)-1 of the Advisers Act. While the specific terms of each Promoter Agreement will differ, generally, the Promoter's compensation will be based upon a varying percentage of the assets under management by the client, or a fixed amount, which shall be paid by the adviser until the account is closed.

Each prospective client who is referred under such a Promoter arrangement will receive a copy of the applicable adviser's Form ADV Part 2A and a separate Promoter Disclosure Statement document disclosing the nature of the relationship between the Promoter and the adviser and the type and amount of compensation that will be paid to the third-party Promoter. Please note that regardless if a Promoter is used or the client comes to BCM directly, the client will not pay more than the BCM advisory fee as set forth in client's investment advisory agreement which shall not exceed 2.5%.

ITEM 15 - CUSTODY

BCM uses independent third party custodians to hold all client securities and assets. The third party custodians are primarily either TD Ameritrade, Schwab or Fidelity. Clients receive monthly or quarterly statements, as well as trade confirmations, directly from the custodian. Custodial statements include account holdings, market values and any activity that occurred during the period, including the deduction of investment advisory fees. Clients should compare these statements to any other reports generated by their advisor.

For an investment advisory firm, its related entities, and/or its personnel, custody is defined as directly or indirectly holding funds or securities or having the authority to obtain possession of them. The BCM client agreement or Investment Policy Statement, or the separate agreement with any Financial Institution if applicable, authorizes BCM to debit the client's account for the amount of BCM management fees and to directly remit that management fee in accordance with applicable custody rules. BCM is deemed to have custody of client assets as a result of clients authorizing the Firm to distribute assets from their accounts to a specific named recipient in accordance with a standing letter of instruction. BCMs intends to comply with the SEC No-Action Letter dated February 21, 2017 allowing firms who comply with all of the provisions of the no-action letter to forego the annual surprise custody examination with respect to those assets.

In selecting custodial brokers for execution or recommendation to customers, BCM considers the full range and quality of services, including the value of research provided, execution capability, commission rate, financial responsibility and responsiveness to BCM in order to obtain the best execution for the client. BCM periodically evaluates the custodial broker/dealers it selects or recommends for clients.

ITEM 16 - INVESTMENT DISCRETION

BCM and its IARs and RIAs 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.

CLIENT RELATIONSHIP SUMMARY

APRIL 22, 2021

BROOKSTONE CAPITAL MANAGEMENT®

Is An Investment Advisory Account Right For You?

Brookstone Capital Management, LLC (BCM or our firm) is an investment adviser registered with the U.S. Securities and Exchange Commission ("SEC"). The services of and fees for brokerage and investment advisory services differ, and it is important for you to understand those differences. Free and simple tools are available to you to research our firm, other firms and Financial Professionals at https://www.investor.gov/CRS, where you may also find important educational materials about broker-dealers, investment advisers and investing.

What investment services and advice can you provide me?

Our firm provides Asset Management and Financial Planning Services to retail clients, like you. Our services include fee based programs including a WRAP fee program (i.e., an investment account where you are charged a single, bundled, or "WRAP" fee for investment advice, brokerage services, administrative expenses, and other fees and expenses), and a non-WRAP program where you are assessed transaction charges for trading in addition to our advisory fee. You will collaborate with your Investment Adviser Representative ("Financial Professional") to determine which services to employ to best help you reach your financial goals. We manage and customize investment portfolios, on a discretionary basis, according to your investment objectives, needs, risk tolerance, investment horizon and other pertinent information. Our financial planning services include data gathering and analysis, along with creating a financial plan with specific recommendations and implementing advice tailored to your needs. Our Financial Professionals will discuss your investment goals, design with you a strategy to help achieve your investment goals, and regularly monitor your account. Your Financial Professional will monitor your portfolio on an ongoing basis and will contact you (by phone or email) periodically to discuss your portfolio. For discretionary accounts, our firm has authority to determine the type of securities (including mutual funds, exchange traded funds, equities, fixed income securities and other products) bought and sold in your account without asking you in advance. However, you will still have the ability to give trading requests when desired. Please see our firm brochure, **Form ADV 2A, Item 4**, for additional information regarding our services and **Item 12** for information regarding our brokerage and trading practices.

Ask one of our Financial Professionals:

Given my financial situation, should I choose an investment advisory service? Why or why not?

How will you choose investments to recommend to me?

What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

Minimum account size requirements are between $5,000 and $100,000. We may, at our discretion, accept accounts below the minimum required amount. Other firms could provide advice on a wider range of choices, some of which will have lower costs.

*For further information about our services and advice, please read **Items 4, 7 and 8 of our Form ADV Part 2A** brochure. Click here for a copy or go to www.adviserinfo.sec.gov.*

What fees will I pay?

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. If you open an advisory account, you will pay an ongoing asset based fee at the end of each month for our services. The fee is based on the value of the cash and investments in your advisory account, pro-rated for the month, if applicable. Your annual fee will typically be between 1.5% and 2.50% depending on the investment models and services selected. The annual fee includes two parts: the firm fee and your Financial Professional's fee. The firm fee is a set fee; the Financial Professional's fee is decided between you and the Financial Professional. Accounts are also charged a monthly fee up to $8 which is used for software allowing our firm and your Financial Professional to consolidate all accounts through a portfolio accounting system and create consolidated, on-demand performance reports. This fee is charged regardless of whether the technology is used or not. If your account's assets are below $8,000, we will proportionately reduce this monthly fee by $1 per every $1,000. These fees reduce the value of your account and will be deducted from your account on a monthly basis. Our fees vary and are negotiable. The total amount you pay will depend on the services you receive and the amount of assets in your account.

Some accounts are held in our wrap program. The wrap program fees may cost you more than paying separately for advice and trades if the account trades infrequently. In some cases, no-transaction fee securities may be available in a non-wrap fee program and BCM will endeavor to utilize no-transaction fee securities when possible and appropriate for the account. The no-transaction fee securities are available if the client elects for electronic delivery of statements and trade confirmations.

Some investments (such as mutual funds and exchange traded funds) impose additional internal fees that will reduce the value of your investment over time. Please note that your brokerage account may be charged service fees by the clearing firm, for account closing, or similar servicing fees, in addition to your wrap fees.

> **Ask one of our Financial Professionals:**
>
> *Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

Proprietary Products: BCM has affiliated mutual funds and exchange traded funds (ETFs) that are used within some of our investment models. Our firm will receive an additional management fee for their use.

*More detailed information about our fees and other costs associated with investing, along with applicable conflicts, can be found in **Items 5, 10 and 14 of our Form ADV Part 2A** disclosure brochure. For a copy, go to www.adviserinfo.sec.gov or ask your Financial Professional to provide you with a copy.*

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

> **Ask one of our Financial Professionals:**
>
> *How might your conflicts of interest affect me, and how will you address them?*

We have an incentive to increase your account in value. Since fees charged are a percentage of your account, the larger your account value the more in fees we earn. Also, if your Financial Professional recommends a non-advisory product such as insurance or an annuity, and you transact in the insurance product, the Financial Professional will earn a commission. While the receipt of commissions creates an existing conflict (because the Financial Professional is incentivized to make the recommendation), you are free to reject an/or implement such recommendations with any Financial Professional of your choosing. Please refer to our firm brochure **Form ADV 2A** for important additional information regarding annuity and insurance products.

*More detailed information about our conflicts of interest can be found in **Items 4, 5, 8, 10, 11, 12 and 14 of our Form ADV Part 2A** disclosure brochure. For a copy, go to www.adviserinfo.sec.gov or ask your Financial Professional to provide you with a copy.*

How do your Financial Professionals make money?

Our Financial Professionals make money from the fees charged to manage your investments. They can earn up to 1.55% of the annual management fee charged to your account. The 1.55% is included in the total fee as described above and in the firm brochure, **Form ADV 2A**. Additional information about compensation arrangements for our Financial Professionals and related conflicts of interest are found in the Financial Professional **Form ADV 2B**.

Do you or your Financial Professionals have legal or disciplinary history?

Yes, some of our Financial Professionals have legal and/or disciplinary histories; however, our firm does not. Please visit Investor.gov/CRS for a free and simple search tool to research our firm and your Financial Professional.

> **Ask your Financial Professional:**
>
> *As a Financial Professional, do you have any disciplinary history? For what type of conduct?*

Additional Information

If you have a problem with your investments, account or Financial Professional, contact us by email at compliance@brookstonecm.com or call (630) 923-6850. You may also write to us at: Brookstone Capital Management, LLC, Attn: Compliance Department, 1745 S. Naperville Rd. Suite 200, Wheaton, IL 60189.

> **Ask one of our Financial Professionals:**
>
> *Who is my primary contact person? Is he or she a representative of an investment adviser or broker – dealer?*
>
> *Who can I talk to if I have concerns about how the person is treating me?*

BROOKSTONE
CAPITAL MANAGEMENT®

FORM ADV PART 2A – APPENDIX 1
WRAP FEE PROGRAM BROCHURE

March 20, 2023

Brookstone Capital Management, LLC
1745 S. Naperville Road Suite 200
Wheaton, IL 60189

Telephone: 630-653-1400

www.brookstonecm.com

CRD/IARD # 141413
SEC File # 801-68010

This wrap fee program Brochure provides information about the qualifications and business practices of Brookstone Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at compliance@brookstonecm.com or (630) 653-1400. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any other state securities authority.

Additional information about Brookstone Capital Management, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Brookstone Capital Management, 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.

ITEM 2 - SUMMARY OF MATERIAL CHANGES

This Form ADV Part 2A - Appendix 1 -Wrap Fee Program Brochure (Wrap Brochure) has been updated to reflect material changes. Our previous version of the Wrap Brochure was dated September 21, 2021. 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 Capital Management, LLC (BCM) can provide either a summary page of material changes and offer to provide this Wrap Brochure or a copy of the entire Wrap Brochure. Copies of the Wrap Brochure are available at any time by contacting either BCM at compliance@brookstonecm.com or your Investment Adviser Representative. The Wrap Brochure is also available on our website www.brookstonecm.com.

No material changes have been made since the previous brochure dated August 24, 2022.

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ITEM 4 - SERVICES, FEES AND COMPENSATION

The purpose of this brochure is to describe certain details relating to the Wrap Fee Program of Brookstone Capital Management, LLC (BCM) and your participation in the program. BCM offers its Wrap Fee Program through its investment advisor representatives (IARs) and IARs of its affiliate, Brookstone Wealth Advisors, LLC (also known as Retirement Wealth Advisors or RWA), as well as to unaffiliated registered investment advisors (RIAs) and their IARs who wish to have access to BCM's Wrap Fee Program (hereinafter, "Outside RIAs"; collectively referred to as "Advisors").

Depending on the custodian selected by the client, BCM can offer its asset management program as a wrap fee program. A wrap program is a program where this firm 'wraps' both the asset management fees for advisory services and the transaction fees for execution services into a single fee charged to the client. Under a Wrap Fee arrangement, a client's costs are the same regardless of the number of transactions in an account. Conversely in a non-wrap fee advisory account, a client would pay an asset management fee and a separate transaction fee for each transaction within the account, when applicable.

The wrap fee program is available for all BCM managed models that are held with TD Ameritrade, Inc. ("TD Ameritrade") and Charles Schwab & Co., Inc. ("Schwab"). As such, client accounts held at TD Ameritrade or Schwab and under BCM managed models do not have a choice between a wrap and a non-wrap account, and all client accounts will be charged on a Wrap Fee basis, as outlined below. The wrap program does not cover anything held outside a BCM Model, such as a legacy position or client initiated purchases.

A wrap fee is not based directly on the number of transactions in your account. Various factors influence the relative cost of BCM's wrap fee program to you, including the cost of BCM's investment advice, custody and brokerage services if you purchased them separately, the types of investments held in your account, and the frequency, type and size of trades in your account. Wrap Programs may be more expensive to clients where there is little trading activity in the account, where a buy & hold strategy is applied, or where no or low transaction cost investments are utilized. Alternatively, a Non-Wrap Program may be more expensive if there is frequent trading activity in the account, if many transaction-based investments are utilized in the management of the account, or if there is frequent re-balancing within the account.

Since your costs are the same regardless of the number of transactions actually effected in your account in any given month, the wrap fee (described below) may be lower or higher than the separate commission expense and management fee would be for the same transactions. Clients should determine their level of trading activity relative to the potentially higher rates charged in a wrap account to determine whether a wrap account is cost effective, or whether the client would pay more, or less, outside the program or at another firm.

BCM pays TD Ameritrade or Schwab a single asset-based fee in lieu of transaction-based commissions. When managing a client's account on a wrap fee basis, BCM receives as compensation for our investment advisory services, the balance of the total wrap fee you pay after custodial, trading and other management costs (including execution and transaction fees) have been deducted. Accordingly, BCM has a conflict of interest because we have a financial incentive to maximize our compensation by seeking to reduce or minimize the total costs incurred in your account(s) subject to a wrap fee.

Schwab and other custodians have eliminated commissions for online trades of US equities, ETFs and options (subject to $0.65 per contract fee). This means that, in most cases, when we buy and sell these types of securities, we will not have to pay any commissions to Schwab. However, we encourage you to review Schwab's pricing to compare the total costs of entering into a wrap fee arrangement, as your total cost to invest could exceed the cost of paying for brokerage and advisory services separately. To see what you would pay for transactions in a non-wrap account, please refer to Schwab's most recent pricing schedules available at schwab.com/aspricingguide.com.

ASSET MANAGEMENT SERVICES

BCM's principal service is providing fee-based investment advisory services. BCM manages investment portfolios, on a discretionary basis, according to the client's objectives. BCM 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 and is analyzed by BCM IARs and Outside RIAs. Once the analysis is completed, the IAR or Outside RIA develops an investment strategy with the potential client that addresses specific investment styles and allocation of the client's assets. BCM may use 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. BCM may 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.

BCM generally uses Unified Managed Accounts (UMA) whenever possible. This allows for multiple strategies to be managed and held within the same account. Accounts holding options cannot participate in UMA.

In addition, BCM offers discretionary Asset Management Services to clients through customized individual investment accounts (aka separately managed accounts). In such accounts, BCM transacts in 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 are encouraged to refer to the individual mutual fund or ETF prospectus for the risks associated with each specific fund.

Another asset management service available, the RAISE 360 Portfolios, consists of pre-selected model portfolio allocations created by BCM and its investment committee to align with specific risk tolerances. These portfolios typically contain mutual funds, exchange traded funds, equities, and other securities authorized by BCM, and are managed on a discretionary basis by the BCM investment committee pursuant to investment objectives as chosen by the client via the Risk Profile Questionnaire. Please see the Items 5, 7 and 10 of this Wrap Brochure for more information related to our asset management fees, risks, and conflicts of interest.

ASSETS UNDER MANAGEMENT

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.

ASSET MANAGEMENT FEES

Pursuant to the Agreement signed by each client, the client will pay BCM a monthly Management/Wrap Program Fee, payable in arrears, prorated based on the amount of the assets to be managed by the advisor as of the opening of business on the first business day of each month. In the event a client should withdraw from a strategy mid month the prorated advisory fee will be charged at that time.

These fees cover (i) an initial analysis and periodic re-evaluation of the client's investment objectives and needs, and discretionary allocation among portfolio managers, (ii) all advisory services, including fees of portfolio managers, (iii) account statements, (iv) brokerage and execution services provided by TD Ameritrade and Schwab, and (v) custody.

Additionally, all accounts will be charged a monthly $8 fee, subject to change based on the terms, conditions, and fees of providers. In some cases, an account may not be subject to this monthly fee if the account has been grandfathered on a different fee schedule as disclosed in the client's applicable advisory agreement. These fees will be deducted automatically from client accounts and shall be used by BCM to utilize software allowing the firm and IARs or Outside RIAs to consolidate all accounts through a portfolio accounting system and create consolidated, on-demand performance reports. Moreover, clients will have the capability to create an online profile allowing them to login to BCM's portfolio accounting system and view their own account in "real time" on a consolidated basis. The fee is charged regardless of whether the technology is used or not. As a courtesy, for any client accounts below $8,000 in AUM, BCM will proportionately reduce this monthly fee by $1 per every $1,000.

The IAR or Outside RIA who recommends the BCM Wrap Fee Program, receives compensation as a result of a client's participation in the program. The amount of this compensation may be more than what the IAR or Outside RIA would receive if the program client paid separately for investment advice, brokerage and other services. The IAR or Outside RIA may therefore have a financial incentive to recommend the program over other programs and services. BCM may use both internal and external portfolio managers and they would receive a portion of the BCM advisory fee. The client agrees to pay a fee monthly, in arrears, for the advisory services provided by BCM pursuant to the Agreement signed by each client. The fee is calculated based on the value of the account on the last day of the month, prorated to the number of days the account is funded.

Certain fees may be negotiated by the IAR or Outside RIA at the sole discretion of the advisor. Asset management fees will be automatically deducted from the client account on a monthly basis by the custodian. Clients may request to terminate their advisory contract with BCM, in whole or in part, by providing 30 days advance written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to client. The client's advisory agreement with the Advisor is non-transferable without the Client's written approval.

ADDITIONAL FEE INFORMATION AND DISCLOSURES

The BCM wrap fee covers our advisory services and the brokerage services provided by TD Ameritrade and Schwab (including custody of assets, equity trades, ETFs, and agency transactions in fixed income securities). As a result, the firm has an incentive to execute transactions for your account at either TD Ameritrade or Schwab.

The BCM wrap fee does not cover all fees and costs. The fees not included in the wrap fee include charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees (such as a commission or mark-up) for trades executed away from TD Ameritrade or Schwab at another broker/dealer, wire transfer fees and other fees and taxes on brokerage account and securities transactions.

All fees paid to BCM 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. If a Mutual Fund also imposes sales charges, a client may pay an initial or deferred sales charge as further described in the Fund's prospectus. 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.

BCM may pay referral fees to any other advisor or third party who might recommend your participation in this wrap fee program. Should the wrap fee (described above) be higher than the commission expense for the same transactions, the portfolio manager has an economic incentive to recommend your participation in this program. Please review your previous level of transaction activity and related expenses to determine whether you will likely benefit from the complete line of services being provided under this wrapped fee program.

While you will not be charged brokerage commissions under this Wrap Fee Program, please note that your brokerage account may be charged a service charge by the clearing firm, as well as potential account opening, closing, or similar servicing fees, in addition to your wrap fees. Certain IRA accounts may be charged custodial or other service fees as well. If your account is invested in mutual funds, the mutual fund company may assess administrative charges against your investment in that fund. These fees are not charged by BCM, but rather by the product sponsor, brokerage firm, or custodian firm. In the normal course of effecting transactions, prices for certain trades made on behalf of your account may include mark-ups, mark-downs, and spread differentials.

In addition, from time to time, we initiate incentive programs for IARs. These programs may compensate them for attracting new assets and Clients promoting investment advisory services. BCM may also initiate programs that reward IARs who meet total production criteria, participate in advanced training and/or improve client service. IARs 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.

In addition to the advisory services, the wrap fee program includes certain brokerage services of TD Ameritrade and Schwab, broker/dealers registered with the Securities and Exchange Commission and members of FINRA and SIPC. BCM is independently owned and operated and not affiliated with TD Ameritrade or Schwab. TD Ameritrade and Schwab will act solely as a broker/dealer and not as an investment advisor to you. They will have no discretion over your account and will act solely on instructions received from BCM (or you). TD Ameritrade and Schwab have no responsibility for BCM services and undertake no duty to you to monitor BCM's management of your account or other services BCM provides to you. TD Ameritrade or Schwab will hold your assets in a brokerage account and buy and sell securities and execute other transactions BCM (or you) instruct them to. BCM does not open the account for you.

REGULATORY FEES

To facilitate the execution of trades, regulatory Trading Activity Fees (TAF) are added to applicable sales transactions. The Securities and Exchange Commission (SEC) regulatory fee is assessed on client accounts for sell transactions, and a FINRA fee is assessed on client accounts for sell transactions, for certain covered securities. This fee is not charged by BCM but is accessed and collected by the custodian, TD Ameritrade or Schwab. TD Ameritrade and Schwab, custodians used by BCM, are FINRA member firms. These fees recover the costs incurred by the SEC and FINRA, for supervising and regulating the securities markets and securities professionals.

The fee rates vary depending on the type of transaction and the size of that transaction. Trading Activity Fees rates are: $0.000119 per share for each sale of a covered equity security, with a maximum of $5.95 per trade, $0.002 per contract for each sale of an option, $0.00075 per bond for each sale of a covered bond with a maximum charge of $0.75 per trade. All charged fees will be rounded to the nearest penny using natural rounding logic. For a rounding example, $0.004 rounds to $0.00 and $0.016 rounds to $0.02.

An example of an equity TAF, if 100 shares of a covered equity were sold, the fee would be $0.000119 x 100 which equals $0.0119, which would be rounded to $0.01.

For more information on the SEC and FINRA fees, please visit their websites:
www.sec.gov/fast-answers/answerssec31htm.html
www.finra.org/industry/trading-activity-fee

ITEM 5 - FEE SCHEDULES

Brookstone Capital Management allows your IAR or Outside RIA to set fees within ranges provided by BCM. As a result, your investment advisor representative may charge more or less for the same service than another investment advisor representative of BCM. The exact fees and other terms will be outlined in the agreement between you and BCM as notated on the Investment Policy Statement (IPS) Part B. Clients should be aware that lower fees for comparable services may be available from other sources.

A portion of the fees charged for our direct asset management services offered through the BCM Platform are negotiable by each of our IARs or Outside RIAs based upon the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the amount of active management of the client's portfolio, the relationship of the client with the IAR or Outside RIA, and the total amount of assets under management for the client.

Based upon the above negotiability factors, each IAR or Outside RIA is allowed to set BCM's total investment advisory fee up to a maximum amount of 2.5% annually. The fee charged to each client includes a portion attributable to BCM and a portion attributable to the IAR or Outside RIA, which is negotiable. The BCM fee can range from .10% to .95% annually, depending on the program or strategy selected, and the IAR or Outside RIA fee can be a maximum of 1.55%. For example, a common distribution for a total annual fee of 1.50% would include an allocation of .50% to BCM (including the asset based custodial fee if a wrap fee program is chosen) and an allocation of 1% to the advisor. This example is for illustrative purposes only. The actual total annual fee (which includes BCM's fee and the IAR/Outside RIA fee) charged for the BCM Platform will be specified in the client's agreement with BCM, Investment Policy Statement (IPS) Part B.

Due to BCM acting as investment advisor for both the account allocation, as well as manager of some proprietary mutual funds and ETFs, when these proprietary funds are used, we provide advisory fee discounts to ensure transparent and fair pricing to clients and to help mitigate conflicts of interest.

USE OF OUR AFFILIATED ETFS

FormulaFolios (FFI), an affiliate of BCM, serves as the investment advisor to the FormulaFolios Hedge Growth ETF, Income ETF, Smart Growth ETF, and Tactical Growth ETF. As the advisor to these funds, FFI earns management fees for investments made into these funds.

When BCM invests assets in your account in shares of our affiliated ETFs, you are subject to those funds' internal management fees and other expenses in addition to the annual management fee you pay us for advisory services. This additional compensation that we earn from the internal management fees on our proprietary funds creates a conflict of interest by incentivizing us to use our funds instead of unaffiliated ETFs. We seek to mitigate this conflict of interest by disclosing this additional compensation to you and providing advisory fee discounts, which together help ensure transparent and fair pricing to our clients. Specific management fee and related expense information are found in the prospectus and other offering documents as noted in the previous section. We want clients to understand that our funds were created and added to various models in order to help offset transaction costs of investing in individual stocks, as well as to seek to achieve greater conformity with the desired target weights for each individual stock in a given model. BCM 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. Portfolio holdings are monitored to ensure they are consistent with the client's objectives and representatives are not incented to direct client investments to models that have a higher percentage of assets in our proprietary funds.

For a complete description of these fees, and the fund investment objective and risks, please refer to the fund prospectus and Item 10 of this Wrap Brochure.

ITEM 6 - ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

BCM generally provides investment advice to individuals, pension and/ or profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. Requirements for opening an account could vary depending on the program selected, but typically minimum account size requirements are between $5,000 and $100,000. BCM may, at its discretion, accept accounts below the minimum required amount. Prior to engaging BCM to provide any of the investment advisory services described in this Wrap Brochure, the client will be required to enter into a written agreement setting forth the terms and conditions under which the firm shall render its services.

ITEM 7 - PORTFOLIO MANAGER SELECTION & EVALUATION

Your Portfolio Manager is a person, with relevant securities industry experience and industry required licenses, who is a registered Investment Advisor Representative (IAR) of BCM or its affiliate, Brookstone Wealth Advisors, LLC (also known as Retirement Wealth Advisors, LLC or RWA), or is an unaffiliated registered investment advisor (RIA) or their affiliated IAR (collectively Outside RIA). Therefore, the IAR or Outside RIA will be your portfolio manager.

The BCM Investment Committee directs the management of all portfolios, including all trading decisions, decisions related to holdings, and rebalancing. Third party Registered Investment Advisor firms (Sub-Advisors) may also be employed to manage the various models through the use of a trade signal agreement. The BCM Investment Committee also reviews the performance of each portfolio manager quarterly. The team will compare the performance of each manager to securities industry benchmarks (such as the S&P 500 for growth funds and accounts with "growth" as the investment objective of the account) and other comparable peer group benchmarks.

Should you wish an IAR other than the person with whom you have been regularly dealing, you may contact BCM at any time, who will ensure that you are re-assigned to a mutually agreed upon IAR. To make such a change all you need to do is make your request in writing and submit it to BCM's main office address, as listed on the cover page of this Wrap Brochure.

ADVISORY BUSINESS

In addition to providing the Wrap Fee Program described in this Wrap Brochure, the firm also provides Financial Planning Services and other investment advisory services, as outlined in the BCM Form ADV Part 2A. Please refer to BCM's Form ADV Part 2A for additional information related to the other advisory services offered, including fees charged for these services.

The above listed advisory services can be tailored to each client – as such, if any client requires any restrictions on any types of stocks or market segments, the client needs to inform their IAR of the restrictions in writing. If, for any reason, the firm is not able to meet the client restrictions, the firm will notify the client of that fact so that the client can determine their requirements and needs.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

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.

All investment strategies involve risk. There is no assurance that a positive return will be obtained in any managed investment account program. Neither BCM IARs, Outside RIAs, 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, BCM 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. BCM, the IAR, or Outside RIA may recommend, on occasion, redistributing investment allocations to diversify the portfolio in an effort to reduce risk and increase performance. The advisor 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 see below for a list of available investment strategies available through BCM. 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: Tactical Strategies

SmartOption ($40K)
Tactical Allocation Series ($25K)

Equity: Strategic Strategies

BCM Energy Sector ($25K)
BCM Dividend Stock Basket ($25K)
BCM Floating Rate Preferred Stock Basket ($25K)
BlackRock Strategic ETF Models ($10K)
Individually Customized Equity Mutual Fund/ETF/ Individual Stock Portfolios
Morningstar Dividend Select Stock ($50K)
Morningstar Hare Select Stock ($50K)
Morningstar Tortoise Select Stock ($50K)
Morningstar U.S. Wide Moat Focus Select Stock ($50K)
RAISE 360° Portfolios ($25K)
RAISE 360° Small Models ($5K)
Multi Manager Allocation Series ($100K)
FF Allocation Series ($50K)
Core Satellite Allocation Series ($25K)
Smart Passive Allocation Series ($25K)
Endeavor Allocation Series ($25K)

Dynamic Allocation Series ($25K)

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

Tactical BCM Market-Linked CDs ($2K)
BCM Structured Notes ($2K)
Strategic BCM Municipal Bonds Model ($5K)
BlackRock Strategic ETF Models ($10K)
Individually Customized Fixed Income Mutual Fund/ETF Portfolios
RAISE 360° Portfolios ($25K)
RAISE 360° Small Models ($5K)

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, 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: Brookstone has a limited operating history in the digital currency space upon which prospective clients can evaluate its performance. There can be no assurance that Brookstone'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.

Alternative Investment Risk

An alternative investment is an asset that is not one of the conventional investment types, such as stocks, bonds and cash. Alternative investments include private equity, hedge funds, managed futures, real estate, commodities and derivatives contracts. Most alternative assets have low liquidity compared to conventional assets. Alternative investments have experienced periods of extreme volatility and in general, are not suitable for all investors.

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. BCM'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 BCM, 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.

BCM 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.

VOTING CLIENT SECURITIES

BCM will not vote proxies on behalf of our advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder. In most cases, you will receive proxy materials directly from the account custodian.

However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we 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.

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

BCM does not charge performance-based fees (i.e., fees calculated based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client). Consequently, BCM does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management).

ITEM 8 - CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Your financial history, and related background information, such as social security number, account numbers, account holdings, personal and family background, work history, tax status, and numerous other items necessary for us to provide you with suitable investment advice and establish any investment account, are gathered by your IAR at the inception of the relationship, and is updated on a regular basis thereafter.

You are responsible for ensuring that we have accurate, current information about your financial condition, your holdings and other investments, your investment objectives and goals and all other information which has a bearing on your investments and participation in this investment program. Your IAR or Outside RIA will receive a copy of all information which you supply us. Your IAR or Outside RIA will receive notice of any change to any item of your account information when you inform BCM of such change.

Due to the nature of the services being offered under this program and our desire to provide you the best service, we must stress the importance of your providing us with accurate and current financial information. If at any time any of your information changes, please notify your IAR or Outside RIA immediately.

ITEM 9 - CLIENT CONTACT WITH PORTFOLIO MANAGER

Your Portfolio Manager is your IAR or Outside RIA. You may contact your IAR or Outside RIA at any time. In fact, we encourage you to work closely with your IAR or Outside RIA and to contact him/her with any questions or items of particular concern or interest to you. In addition, as noted above, you must notify your IAR or Outside RIA of any changes to your background or account information.

ITEM 10 - ADDITIONAL INFORMATION

BCM participates in the institutional advisor program (the Program) offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC (TD Ameritrade), an unaffiliated SEC-registered broker/dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program.

BCM participates in TD Ameritrade's Institutional customer program as stated above. There is no direct link between BCM's participation in the program and the investment advice it gives to its clients, although BCM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to BCM by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by BCM's related persons, and may also pay or reimburse expenses (including travel, lodging, meals and entertainment expenses) for BCM's personnel to attend conferences or meetings relating to the program or to TD Ameritrade's advisor custody and brokerage services generally. Some of the products and services made available by TD Ameritrade through the program may benefit BCM but may not benefit its client accounts. These products or services may assist BCM in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help BCM manage and further develop its business enterprise. The benefits received by BCM (or its personnel) through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by BCM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence BCM's choice of TD Ameritrade for custody and brokerage services.

BCM also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. TD Ameritrade provides the Additional Services to BCM in its sole discretion and at its own expense, and BCM does not pay any fees to TD Ameritrade for the Additional Services. BCM and TD Ameritrade have entered into a separate agreement (Additional Services Addendum) to govern the terms of the provision of the Additional Services.

BCM's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to BCM, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, BCM's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with BCM, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, BCM may have an incentive to recommend to its clients that the assets under management by BCM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, BCM shares the Additional Services with its affiliated entities. Consequently, BCM's clients' brokerage commissions and custodial fees generated at TD Ameritrade may be used to benefit BCM's affiliates. BCM's receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including seeking best execution of trades for client accounts.

ORDER AGGREGATION AND ALLOCATION

BCM may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (i.e., for the purposes of reducing brokerage commissions or obtaining a more favorable execution price). Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of BCM's investment advisory agreements. Equity trades are blocked based upon fairness to client, both in the participation of their account, and in the allocation of orders for the accounts of more than one client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold in a trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement. If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. BCM may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

DISCIPLINARY INFORMATION

Firms are required to report any legal or disciplinary events that are material to a client's evaluation of our advisory business and the integrity of our management. There are no required disclosures in relation to BCM and its management team.

Disclosure information specific to your IAR or Outside RIA can be found on their supplemental ADV 2B and is available at www.adviserinfo.sec.gov.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

IARs may also be agents/Registered Representatives 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 BCM's clients elect to follow this recommendation, even if such a recommendation is based on the best interest of the client. BCM has adopted certain procedures designed to mitigate the effects of these conflicts. For example, as part of BCM'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.

BCM is owned by AL BCM LLC (AL BCM), which is majority owned by Dean Zayed (CEO of BCM) through Zayed RIA and AL Marketing, LLC, a sub-division of AmeriLife Holdings, LLC (AmeriLife). AmeriLife is a Florida domiciled insurance company that markets and distributes annuity, life and health insurance products and is a portfolio company of Thomas H. Lee Partners, LP, a private equity firm. Using AmeriLife is optional for advisors and BCM is not involved in those insurance sales. BCM advisors may receive commission-based compensation for the sale of insurance and annuity products.

AL BCM also owns FormulaFolios Investments, LLC (FFI), an SEC registered investment advisor located in Grand Rapids, MI and Brookstone Wealth Advisors, LLC (BWA also known as Retirement Wealth Advisors or RWA), 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; 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.

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.

A portion of BCM's business is providing back-office and administrative support services to both affiliated and unaffiliated RIAs as part of its TAMP, the BCM Platform.

BCM is affiliated, through common ownership, with insurance marketing organizations (IMOs) Brookstone Insurance Group and other AmeriLife owned IMOs including JD Mellberg Financial. Some BCM 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 BCM is not involved in those insurance sales. BCM advisors may receive commission based compensation for the sale of insurance and annuity products.
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 the Form ADV Part 2A, BCM recommends the services of Perkins & Zayed, PC for implementation of estate planning recommendations made by BCM. This arrangement is disclosed by BCM as part of the client's agreement and by delivery of this Wrap 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 BCM, 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 BCM, 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 BCM 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 BCM's CEO and IARs' obligations to these outside interests may either conflict with the advisement provided by BCM or 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 BCM's CEO and IARs will devote as much time to the business and affairs of BCM 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.

BCM 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, BCM 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 the sections of this Wrap Brochure titled Code of Ethics and Participation or Interest in Client Transactions and Personal Trading (both in this Item 10) for additional information.

CODE OF ETHICS

In accordance with SEC Rule 204a-1 of the Investment Advisers Act of 1940, BCM 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 BCM's Chief Compliance Officer. All BCM 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.

BCM 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. While BCM 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 BCM 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. 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. BCM 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.

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

ANNUITY RECOMMENDATIONS

Most BCM investment advisor representatives 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 BCM 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 BCM 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. BCM 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.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

BCM 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 BCM are required to submit to the BCM Compliance Department duplicate copies of all trades and account statements for review. BCM 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.

REVIEW OF ACCOUNTS

BCM 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. BCM'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 BCM 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 BCM, 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.

CLIENT REFERRALS AND OTHER COMPENSATION

BCM has entered into Selling Agreements and Solicitor's Agreements wherein certain individuals are appointed to serve as a non-exclusive marketing agent, referral, and client servicing source for BCM's managed account Platform (each a "Solicitor" and collectively the "Solicitors"). Through its relationship with the Solicitors, the individuals and organizations can receive payments for referral of certain clients. In the instance where BCM receives a client referral from a Solicitor (i.e., the Solicitor was the procuring cause), BCM will pay a cash referral fee to the Solicitor based upon a percentage of our advisory fee received from that particular client and based on the client's assets under management. In the instance where BCM refers a client to another advisor, BCM will receive a cash referral fee from the advisor for its referral of a BCM client. Under these circumstances, BCM will enter into a Solicitor's Agreement with the other advisor. All such agreements will be in writing and comply with the applicable state and federal regulations. While the specific terms of each agreement may differ, generally, the compensation will be based upon a varying percentage of the assets under management by the client, or a fixed amount, which shall be paid by the advisor until the account is closed by written authorization from the client. Any such fee shall not result in any additional charge to the client.

Each prospective client who is referred under such an arrangement will receive a copy of applicable advisor's Form ADV Part 2A and a separate written disclosure document disclosing the nature of the relationship between the solicitor and the advisor and the amount of compensation that will be paid to the third party solicitor, which must be acknowledged in writing by the solicited client.

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.

ITEM 11 - STATE REQUIREMENTS

As Brookstone Capital Management is an SEC registered advisor and not a State registered advisor, this Item is not applicable.

BROOKSTONE
WEALTH ADVISORS

RETIREMENT WEALTH

Brochure Supplement

(Part 2B of Form ADV)

Donald T Murphy

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March 1, 2023

This Brochure Supplement provides information about Donald Murphy (6716061) that supplements the Brookstone Capital Management (BCM), LLC Brochure. BCM is affiliated with Brookstone Wealth Advisors, LLC (also known as Retirement Wealth Advisors). You should have received a copy of that Brochure. Please contact (630) 923-6850 if you did not receive Brookstone Capital Management's Brochure or if you have any questions about the contents of this supplement. Brookstone Capital Management is located at 1745 S. Naperville Road, Suite 200, Wheaton, IL 60189.

Additional information about Donald Murphy is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV)

Investment Advisor Representative (IAR) Name
Donald T Murphy

Year of Birth
1959

Education
Yale University, Economics

Work Experience
Brookstone Wealth Advisors
Investment Advisor Representative
10/2016 to Present

American Retirement Education Services / Retire 123
Officer / Director / Owner
04/2018 – Present

Platinum Wealth Advisors
Owner
01/2016 – Present

Platinum Life
CEO
01/2012 – Present

Disciplinary Information
Brookstone Wealth Advisors is required to disclose the pertinent facts regarding certain legal or disciplinary events for the client's evaluation of an IAR. There are no required disclosures in relation to this item. Further information regarding Donald Murphy is available at www.adviserinfo.sec.gov.

Other Business Activities
IAR is a licensed insurance agent. In this capacity, IAR may offer fixed life insurance and annuity products and receive normal and customary commissions as a result of any purchases made by clients. The client is under no obligation to purchase fixed life or annuity insurance products through IAR on a commissionable basis.

Additional Compensation. In addition, IAR may receive other compensation such as fixed life insurance or annuity trails. The potential for receipt of commissions and other compensation when IAR acts as an insurance agent gives IAR an incentive to recommend insurance products based on the compensation received. IAR is eligible for any incentive programs as described in the Brookstone Wealth Advisors disclosure brochure.

Supervision
The individual responsible for monitoring IAR's advisory activities is Matt Lovett, Chief Compliance Officer for Brookstone Wealth Advisors. Brookstone Wealth Advisors reviews the personal trading activities and the investments made in the client accounts of IAR.

In addition, Brookstone Wealth Advisors supervises the investments recommended by IAR to ensure those investments are suitable for the particular client and consistent with their investment needs, goals, objectives, and risk tolerance, as well as any restrictions previously requested by the client. Brookstone Wealth Advisors periodically reviews advisory activities of IAR, which may include reviewing individual accounts and correspondences (including e-mails) sent to and received by Donald Murphy.

Matt Lovett can be reached at (630) 653-1400 ext. 7023 or matt@brookstonecm.com .

BROOKSTONE
WEALTH ADVISORS

RETIREMENT WEALTH

Brochure Supplement

(Part 2B of Form ADV)

Scott A. Sandefur
Platinum Wealth Advisors

100 Oceangate
Suite 1200
Long Beach, CA 90802

310-755-5458
scott@platinumwealthadvisors.com

March 1, 2023

This Brochure Supplement provides information about Scott Sandefur(5239209) that supplements the Brookstone Capital Management (BCM), LLC Brochure. BCM is affiliated with Brookstone Wealth Advisors, LLC (also known as Retirement Wealth Advisors). You should have received a copy of that Brochure. Please contact (630) 923-6850 if you did not receive Brookstone Capital Management's Brochure or if you have any questions about the contents of this supplement. Brookstone Capital Management is located at 1745 S. Naperville Road, Suite 200, Wheaton, IL 60189.

Additional information about Scott Sandefur is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV)

Investment Advisor Representative (IAR) Name
Scott A. Sandefur

Year of Birth
1963

Education
California State University – Northridge
MBA
Graduated in 1993

Work Experience
Brookstone Wealth Advisors
Investment Advisor Representative
01/2018 to Present

Platinum Wealth Advisors
Employee
07/2017 – Present

Platinum Life Financial and Investments
Insurance Sales
06/2017 – Present

Disciplinary Information
Brookstone Wealth Advisors is required to disclose the pertinent facts regarding certain legal or disciplinary events for the client's evaluation of an IAR. There are no required disclosures in relation to this item. Further information regarding Scott Sandefur is available at www.adviserinfo.sec.gov.

Other Business Activities
IAR is a licensed insurance agent. In this capacity, IAR may offer fixed life insurance and annuity products and receive normal and customary commissions as a result of any purchases made by clients. The client is under no obligation to purchase fixed life or annuity insurance products through IAR on a commissionable basis.

Additional Compensation. In addition, IAR may receive other compensation such as fixed life insurance or annuity trails. The potential for receipt of commissions and other compensation when IAR acts as an insurance agent gives IAR an incentive to recommend insurance products based on the compensation received. IAR is eligible for any incentive programs as described in the Brookstone Wealth Advisors disclosure brochure.

Supervision
The individual responsible for monitoring IAR's advisory activities is Matt Lovett, Chief Compliance Officer for Brookstone Wealth Advisors. Brookstone Wealth Advisors reviews the personal trading activities and the investments made in the client accounts of IAR.

In addition, Brookstone Wealth Advisors supervises the investments recommended by IAR to ensure those investments are suitable for the particular client and consistent with their investment needs, goals, objectives, and risk tolerance, as well as any restrictions previously requested by the client. Brookstone Wealth Advisors periodically reviews advisory activities of IAR, which may include reviewing individual accounts and correspondences (including e-mails) sent to and received by Scott Sandefur.

Matt Lovett can be reached at (630) 653-1400 ext. 7023 or matt@brookstonecm.com .