

Part 2A of Form ADV: *Firm Brochure*

Vestpointe Wealth Management, LLC

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November 30, 2020

This brochure provides information about the qualifications and business practices of Vestpointe Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (602) 212-1040 or info@vestpointe.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Vestpointe Wealth Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 132591.

Item 2 Material Changes

This Firm Disclosure Brochure, dated March 4, 2020, is our disclosure document prepared according to the SEC's requirements and rules. As a state-registered investment Advisor, our firm is required to comply with the reporting and filing requirements. We will inform you of the revision(s) based on the material nature of the updated information.

Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary. This page will provide a summary of the material changes we have made to the disclosure document.

The following are material updates since our last Firm Disclosure Brochure, dated March 04, 2020.

Item 4 Advisory Business – Vestpointe has enhanced language in this area to reflect our use of subadvisors.

Item 5 Fees and Compensation – We have updated our fees schedules to reflect maximum fees and our business practices surrounding fees and fee payments.

Item 12 – Our firm has enhanced this section to better reflect our arrangements with Fidelity and NFS.

Although we have no material changes to report in 2020, we have significantly updated and enhanced disclosures throughout our ADV Part 2A Disclosure Brochure.

For our full ADV Part 2A Firm Disclosure Brochure, ADV Part 2B Supplements, our Privacy Policy or a copy of our Code of Ethics, please contact us at:

Vestpointe Wealth Management, LLC

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Item 4 Advisory Business

Vestpointe Wealth Management, LLC (“Vestpointe”) is a state-registered investment Advisor with its principal place of business located in Scottsdale, Arizona. Vestpointe began conducting business in 2004.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Joseph Ignatius McCabe III, President
- Michele McCabe, Shareholder

When we act as your investment Advisor, 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.

Vestpointe Wealth Management, LLC offers the following advisory services to our clients:

WEALTH AND INVESTMENT SUPERVISORY SERVICES

Our firm provides continuous advice, generally on a discretionary basis, to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives are established, we will either prepare a financial plan or develop a client's personal Investment Policy Statement (“IPS”). During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. The financial plan or IPS developed through this process will guide the financial consultant in creating and managing a portfolio based on that plan or policy.

Clients are advised to promptly notify Vestpointe if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if Vestpointe determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

Our investment management and supervision are generally provided on a discretionary basis and seeks to ensure that, on a continuous basis, client portfolios are managed in a manner consistent with the client's identified needs and objectives. For certain clients, our firm will provide non-discretionary investment management. In all cases, as appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We are an investment advisor. Accordingly, our investment recommendations are not limited to any specific product or service which might be offered by a broker-dealer or insurance company. Vestpointe utilizes a broad range of securities to meet a client's specific needs. These securities include publicly traded equities, fixed-income products, ETFs and occasionally options or alternative investments such as limited partnerships and private funds, where and when appropriate.

In certain circumstances, where clients elect these services, our firm will employ unaffiliated subadvisors to manage portions of a client's account. These services are separate from our management services and clients will pay additional fees for the use of subadvisors. Please see Item 5 for additional information regarding the fees and costs associated with the use of subadvisors.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. There is no guarantee that a diversified portfolio will outperform a non-diversified portfolio in any given market environment. Diversification cannot ensure a profit or protect against a loss.

MODEL PORTFOLIO MANAGEMENT

Our firm provides portfolio management services to clients using model asset allocation portfolios. Each model portfolio is designed to meet a particular investment goal.

<u>Model Portfolio Name</u>	<u>Description</u>
Aggressive	Our Aggressive Model Portfolio is designed for the investor who has a long-term investment horizon, desires a high level of return and can tolerate a high degree of volatility.
Moderate Aggressive	Our Moderate Aggressive Model Portfolio is designed for the investor who has a long-term investment horizon, desires a high level of return but desires a moderate level of volatility.
Moderate	Our Moderate Model Portfolio is designed for the investor who has a mid-term investment horizon, desires a moderate level of return and wants to balance growth of the portfolio with stability.
Moderate Conservative	Our Moderate Conservative Model Portfolio is designed for the investor who desires a low exposure to equity investments, a moderate level of income and a low level of risk.
Conservative	Our Conservative Model Portfolio is designed for the investor who desires a high level of income and a very low level of risk.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Through personal discussions with the client in which the client's goals and objectives are established, we determine if the model portfolio is suitable to the client's circumstances. Once we determine the suitability of the portfolio, the portfolio is managed based on the portfolio's goal, rather than on each client's individual needs. Clients, nevertheless, have the

opportunity to place reasonable restrictions on the types of investments to be held in their account. Clients retain individual ownership of all securities.

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will generally include advice with respect to securities, ETFs, foreign issuers, options and warrants, fixed income, mutual funds and alternatives such as limited partnerships or private funds.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Although we annually contact clients to review any changes and to update the client's suitability and investment goals, clients are responsible for promptly informing Vestpointe of any changes or restrictions to the account.

PENSION CONSULTING SERVICES

Vestpointe provides several pension consulting services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, we offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

Investment Policy Statement Preparation (hereinafter referred to as IPS):

We will meet with the client (in person or over the telephone) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then prepares a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Selection of Investment Vehicles:

We assist plan sponsors in constructing appropriate asset allocation models. We will then review various mutual funds (both index and managed) to determine which investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the IPS.

Monitoring of Investment Performance:

We monitor client investments continually, based on the procedures and timing intervals delineated in the Investment Policy Statement. Although our firm is not involved in any way in the purchase or sale of these investments, we supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

Employee Communications:

For pension, profit sharing and 401(k) plan clients with individual plan participants

exercising control over assets in their own account ("self-directed plans"), we may also provide quarterly educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS

We also offer advisory management services to our clients by offering a service that selects and monitors third-party money managers. Clients will allow our firm to select and manage these firms on a discretionary basis or on a non-discretionary basis.

Our firm gathers information through personal discussions, in which investment goals, risk tolerance, liquidity concerns and investing objectives, based on the client's particular circumstances, are established. This asset allocation strategy is drafted into the client's Personal Investment Policy Statement ("PIPS").

Based on the client's individual circumstances and needs (as exhibited in the client's PIPS) we will then perform management searches of various unaffiliated registered investment Advisors to identify which registered investment Advisor's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected registered investment Advisor. Once selected, the Investment Manager is responsible for sending the client their respective ADV Part 2A Firm Disclosure Brochure and 2B Supplemental bios. Clients should refer to the selected investment Manager Advisor's Firm Brochure or other disclosure document for a full description of the services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the account.

Once we determine the most suitable investment manager (s) for the client, we provide the selected manager (s) with the client's PIPS. The manager(s) then creates and manages the client's portfolio based on the client's individual needs as exhibited in the PIPS.

Vestpointe continuously monitors the performance of the selected investment manager (s). If we determine that a particular investment manager (s) is not providing sufficient management services to the client or is not managing the client's portfolio in a manner consistent with the client's PIPS, for discretionary accounts, we will determine and select a new investment manager. For non-discretionary accounts, our firm makes recommendations and assists the client in selecting a new investment manager and/or program. However, any move to a new investment manager and/or program is solely at the discretion of the client.

FINANCIAL PLANNING

Financial Planning is a separate advisory service. Clients may also elect to separately contract for financial planning. Upon client request, we will develop a financial plan for our client and his or her family. Included in the analysis may be subjects dealing with tax planning, health care costs, choosing a strategy to maximize social security benefits,

planning for retirement, demonstrating the impact of risks and loss tolerance to a financial plan, demonstrating the impact of market corrections, early death or unexpected costs and providing our clients with a plan to focus on their long-term goals. Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

We gather required information through in-depth personal interviews. Information gathered, subject to the financial plan requested by the client, includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Clients should be aware that we are affiliated with an accounting firm. With this in mind, should the client choose to implement the recommendations contained in the plan, the client is under no obligation to utilize our affiliated accounting firm. Vestpointe, the Advisor, does not provide legal or tax advice and clients should work closely with their attorney, accountant. Implementation of financial plan recommendations is entirely at the client's discretion.

Typically, the financial plan is presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

AMOUNT OF MANAGED ASSETS

As of 12/31/2019, we were actively managing \$80,187,717 of clients' assets on a discretionary basis plus \$2,578,041 of clients' assets on a non-discretionary basis for a total of \$82,765,758 in regulatory assets under management.

Item 5 Fees and Compensation

NOTE: The fee schedule listed below became effective for new clients as of January 1, 2019. All other clients will continue to be charged the fees to which they previously agreed.

INDIVIDUAL PORTFOLIO MANAGEMENT FEES

The annualized fee for Investment Supervisory Services are charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management*</u>	<u>Annual Fees</u>
\$0 to \$1,000,000	1.0%
\$1,000,001 to \$2,500,000	0.80%
\$2,500,001 to \$5,000,000	0.60%
\$5,000,001 to \$7,500,000	0.40%
\$7,500,001 and up	0.20%

A minimum of **\$500,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Vestpointe may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

*Additionally, some clients will have portions of the account managed by a subadvisor. When clients add sub-advisory services to an account, an additional fee is charged to the account in addition to our firm's management fees. The fees for sub-advisory services are paid directly to the subadvisor by the client. The Fee Schedule above does not include these extra fees or the sub-advisors' various breakpoints. Clients should be aware that a sub-advisor's fees add additional cost to the overall management fee. The maximum fee a client will pay when using subadvisors is 1.15%

Vestpointe 's advisory fees are negotiable based upon our various relationships with the client and the complexity of the client.

MODEL PORTFOLIO MANAGEMENT FEES

The annualized fee for Model Portfolio Management Services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fees</u>
\$0 to \$1,000,000	1.0%
\$1,000,001 to \$2,500,000	0.80%
\$2,500,001 to \$5,000,000	0.60%
\$5,000,001 to \$7,500,000	0.40%
\$7,500,001 and up	0.20%

A minimum of **\$500,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Vestpointe may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Vestpointe 's advisory fees are negotiable based upon various relationships and the complexity of the client.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES

Our annual fee for the Manager of Managers Program is charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fees</u>
\$0 to \$1,000,000	1.0%
\$1,000,001 to \$2,500,000	0.80%
\$2,500,001 to \$5,000,000	0.60%
\$5,000,001 to \$7,500,000	0.40%
\$7,500,001 and up	0.20%

A minimum of **\$500,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Vestpointe may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Clients should be aware that monitoring of third-party managers adds an additional cost to the client's overall management fee. Vestpointe Wealth Management, LLC's fee for this

service does not include the independent investment Advisor's fee for that entity's advisory/management services. The independent investment Advisor's management fee is disclosed in the independent investment Advisor's Firm Brochure or other disclosure document. The maximum total fee a client will pay when laying Third-party oversight onto the third-party manager's fee is 2.15%.

PENSION CONSULTING FEES

Our fees for Pension Consulting Services are based on a percentage of assets under advisement, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fees</u>
\$0 to \$1,000,000	1.0%
\$1,000,001 to \$2,500,000	0.80%
\$2,500,001 to \$5,000,000	0.60%
\$5,000,001 to \$7,500,000	0.40%
\$7,500,001 and up	0.20%

Vestpointe offers several fee options. Our firm can be compensated based on an annual percentage of plan assets for services involving ongoing reviews, or client's may choose to compensate our firm on an hourly fee or fixed fee. Alternatively, these different types of fees may also be combined as appropriate for the different types of services requested by the client. Any negotiated fees will be agreed to with the client prior to commencing services.

Typically, the annual fee ranges from 1% to .2% of plan assets depending on the services requested and the size of the plan. Fees will be based upon the value of the plan at the end of the previous period. Fees will be adjusted based on additions and withdrawals during the calendar quarter, if the additional or withdrawal is greater than \$5,000.

Vestpointe 's hourly charges range from \$190 to \$280 per hour. A fixed fee may be quoted based on an estimate of hours for the services requested. Our firm may request a retainer for hourly and fixed fee arrangements. The amount of a requested retainer will never exceed the fee for services to be provided within the first six months of an engagement.

Plan sponsors are invoiced in advance at the beginning of each calendar quarter.

A total minimum fee of \$5,000 is required. This minimum fee may prevent Vestpointe from providing services to very small ERISA plans.

FINANCIAL PLANNING FEES

Vestpointe 's Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Financial Planning fees are calculated and charged on an hourly basis, ranging from \$190 to \$280 per hour. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the advisory relationship.

Fees Offset By Commissions: If a Financial Planning client executes recommended securities transactions through associated persons of our firm in their separate capacities as registered representatives of a broker dealer, these individuals will earn commissions which are separate and distinct from fees charged for advisory services. In some instances, depending on the size of the transaction, advisory fees will be discounted, at our discretion, for commissions earned. Commissions will not be credited towards future advisory fees.

Financial Planning Fee Offset: Our Firm reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee if a financial planning client chooses to engage us for our Portfolio Management Services.

The client is billed quarterly in arrears based on actual hours accrued.

CONSULTING SERVICES FEES

Vestpointe 's Consulting Services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Our Consulting Services fees are calculated and charged on an hourly basis, ranging from \$190 to \$280 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

The client is billed quarterly in arrears based on our actual Consulting Services fees.

Management personnel and other related persons of our firm are licensed as registered representatives of a broker-dealer and/or licensed as insurance agents or brokers. In their separate capacity(ies), these individuals are able to implement investment recommendations for advisory clients for separate and typical compensation (i.e., commissions, 12b-1 fees or other sales-related forms of compensation). This presents a conflict of interest to the extent that these individuals recommend that a client invest in a security which results in a commission being paid to the individuals. Clients are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

GENERAL INFORMATION

Limited Negotiability of Advisory Fees: Although Vestpointe has established the aforementioned fee schedule, we retain the discretion to modify it at any time. In addition, we have the right to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees: All fees paid to Vestpointe for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Wrap Fee Programs and Separately Managed Account Fees: Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent Advisors, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker - dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Vestpointe 's minimum account requirements and advisory fees in effect at the

time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

ERISA Accounts: Vestpointe is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. . As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

To avoid engaging in prohibited transactions, Vestpointe may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Vestpointe 's advisory fees.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment Advisors for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$500 more than six months in advance of services rendered.

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

Vestpointe Wealth Management, LLC does not charge performance-based fees.

Item 7 Types of Clients

Vestpointe Wealth Management, LLC provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit-sharing plans(other than plan participants)
- Pension and profit-sharing participants
- Corporations or other businesses not listed above

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each

applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Quantitative Analysis. We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of share price or earnings per share and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data.

A risk is using qualitative analysis is that our subjective judgment may prove incorrect.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to

identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Third-Party Money Manager Analysis. We examine the experience, expertise, investment philosophies, and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Short sales. We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option

purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

The Principle Risks of Investing include, but are not limited to:

General Risks:

When our firm sells client's investments, they may be worth less than what client paid for them because the value of investments will fluctuate reflecting day-to-day changes in market conditions, interest rates and a number of other factors.

Allocation Risk:

Our allocation of investments among different asset classes, such as equity or fixed-income assets classes, may have a more significant effect on client's returns when one of these classes is performing more poorly than others.

Market Risk:

Stock and bond markets often trade in random price patterns, and prices can fall over sustained periods of time. The value of the investments we make for client will fluctuate as the financial markets fluctuate. This could result in client's account value(s) declining over short or long-term periods of time.

Liquidity Risk:

REITs, Private Investment Pooled Funds and many Alternatives have liquidity risk. Liquidity risk is a risk that, for a certain period of time, the financial asset cannot be traded quickly enough in the market or sold to other investors without impacting the market price.

Risk of Loss:

Securities investments are not guaranteed, and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

Management personnel of our firm are also Partners in the accounting firm of Joseph I. McCabe III CPA, P.C., where they are individually licensed and practicing Certified Public Accountants providing accounting services for separate and typical compensation.

Joseph I. McCabe III CPA, P.C. typically recommends Vestpointe Wealth Management, LLC to accounting clients in need of advisory services. Conversely, Vestpointe Wealth Management, LLC typically recommends Joseph I. McCabe III CPA, P.C. to advisory clients in need of accounting services. Accounting services provided by Joseph I. McCabe III CPA, P.C. are separate and distinct from our advisory services and are provided under separate, typical compensation. Although there are no referral fee arrangements between our firms for these recommendations, we benefit by this recommendation due to our common ownership. To mitigate this inherent conflict, no Vestpointe client is obligated to use Joseph I. McCabe III CPA, P.C. for any accounting services and conversely, no accounting client is obligated to use the advisory services provided by us. Joseph I. McCabe III CPA, P.C.'s accounting services do not include the authority to sign checks or otherwise disburse funds on any of our advisory client's behalf.

Mr. McCabe spends a significant amount of time only during limited, certain periods of time during the year on the accounting practice and other dedicated accounting personnel spend a majority of their time on the accounting practice throughout the year.

Certain Investment Advisor Representatives are also independently licensed insurance agents with unaffiliated insurance agencies. As such, these individuals will receive additional compensation, generally through commission-base sales for the sale of insurance products. These products may be recommended to clients of Vestpointe. Our firm mitigates this conflict by disclosing to clients that Investment Advisor Representatives, acting in their additional role of insurance agent will receive both insurance commissions and incentives as well as advisory fees for products sold. No client is required to purchase any insurance product recommended to them by the Investment Advisor Representative through our firm. Clients are free to choose whatever insurance company they prefer.

Advisory representatives participating in these activities have provided disclosures regarding these activities on their respective ADV Part 2B Supplements which clients receive initially upon engaging Vestpointe and when material changes occur.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Vestpointe and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Vestpointe 's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to joem@vestpointe.com, or by calling us at (602) 212-1040.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal account's securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As described in Item 12, below, Vestpointe does not generally aggregate client trades and, therefore, we implement client transactions separately for each account. When we trade for our associated persons, we will ensure that no associated person is favored over our client's transactions.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.

2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. Our Chief Compliance Officer is responsible for ensuring that no associated person received a better price for a security traded on the same day as clients. We may also choose to restrict trading by associated persons on the days we are trading for clients.
6. We have established procedures for the maintenance of all required books and records.
7. Our firm does not permit trading on a principal basis – this means trading from our firm's account(s) to a client's account(s).
8. Our firm does not permit agency cross transactions.

Item 12 Brokerage Practices

Vestpointe requires that clients provide us with written authority to determine the broker-dealer to use and the commission costs (if applicable) that will be charged to our clients for these transactions.

Clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

As a matter of policy and practice, Vestpointe does not generally block client trades and, therefore, we implement client transactions separately for each account. Consequently, certain client trades may be executed before others, at a different price and/or commission rate. Additionally, our clients may not receive volume discounts available to advisors who block client trades.

As a client, you should be aware that our firm requires clients to utilize National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity"). Fidelity's platform provides advisors with the benefit of an "institutional platform". The institutional platform includes services not normally available to retail customers on the retail platform. The institutional platform provides services that include, brokerage and custody services, among other related services meant to execute transactions for client accounts. Fidelity's institutional platform assists our firm in managing and administering clients' accounts, which include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements);

(ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting. Fidelity may also provide no cost education and webinars to assist our firm in better servicing your account. These services benefit all clients and benefits are not directed toward any specific client who maintains the account.

Our firm is independently operated and owned and is not affiliated with Fidelity. Vestpointe does not have any formal soft dollar arrangements. As such, the firm does not have any arrangement in which commission dollars are directed toward research or other services.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, and debt securities transactions). Beginning in November 2019, Fidelity stopped charging institutional advisory clients commission on certain securities transactions. Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges and in some cases, no transaction fees.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while Vestpointe will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") WEALTH AND INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Joseph I. McCabe, President

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

MODEL PORTFOLIO MANAGEMENT SERVICE

REVIEWS: While the underlying securities within Model Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of the investment objectives and guidelines of each model portfolio as well as any investment restrictions provided by the client. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Joseph I. McCabe III, President

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings. These reports will also remind the client to notify us if there have been changes in the client's financial situation or investment objectives and whether the client wishes to impose investment restrictions or modify existing restrictions.

PENSION CONSULTING SERVICES

REVIEWS: Vestpointe Wealth Management, LLC will review the client's Investment Policy Statement (IPS) whenever the client advises us of a change in circumstances regarding the needs of the plan. Vestpointe Wealth Management, LLC will also review the investment options of the plan according to the agreed upon time intervals established in the IPS. Such reviews will generally occur quarterly.

These accounts are reviewed by: Joseph I. McCabe III, President

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory relationship.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS

REVIEWS: These client accounts should refer to the independent registered investment Advisor's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reviews provided by that independent registered investment Advisor.

Vestpointe Wealth Management, LLC will provide reviews on a quarterly basis.

These accounts are reviewed by: Joseph I. McCabe III

REPORTS: These clients should refer to the independent registered investment Advisor's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that independent registered investment Advisor.

Vestpointe Wealth Management, LLC will provide these client accounts with reports as contracted for at the inception of the advisory relationship.

FINANCIAL PLANNING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Financial Planning clients unless otherwise contracted for.

REPORTS: Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

CONSULTING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. Such reviews will be conducted by the client's account representative.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory engagement.

Item 14 Client Referrals and Other Compensation

It is Vestpointe's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

Our firm and/or our officers and representatives are eligible to receive incentive awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or other investment products that we recommend.

While we endeavor at all times to put the interest of our clients first as part of our fiduciary duty, the possibility of receiving incentive awards creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our

clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

At the end of 2015, our firm began acting as a Trustee for certain clients. As such, we are deemed to have custody. For clients in which we are deemed to have custody, the qualified custodian will issue not less than quarterly statements. The State of Arizona does not require our firm to engage a PCAOB Auditor to conduct an audit of the accounts if they are maintained by a qualified custodian and account statements are issued to clients.

Item 16 Investment Discretion

We offer our advisory services on a discretionary basis. This means that we do not need advance approval from clients to determine the type and amount of securities to be bought and sold for client's accounts. Although we recommend broker-dealers, we do not have the ability to choose the broker-dealer through which transactions will be executed.

This discretion is used in a manner consistent with the stated investment objectives for clients' account, if clients have given us written authorization to do so. We only exercise discretion in accounts where we have been authorized by clients. This authorization is typically included in the investment advisory agreement clients enter into with us.

We also manage accounts on a non-discretionary basis, which means we must obtain clients approval before for each transaction. In the event of a market correction, if we cannot contact clients to obtain consent, we would be unable to effect any recommended action.

THIRD PARTY MONEY MANAGER PROGRAMS

As previously disclosed in Item 4 of this brochure, for some clients, we do not "manage" client portfolios in the traditional sense of the definition, rather Vestpointe manages the managers of client portfolios within this program. Accordingly, clients participating in this program grant us authority to hire and fire the selected asset manager(s) managing client accounts.

Clients give us this authority when they sign a discretionary agreement with our firm and may limit this authority by giving us written instructions. Clients may change/amend these limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of

all proxies and shareholder communications relating to the client's investment assets.

We do not offer any consulting assistance regarding proxy issues to clients.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$500 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Vestpointe has no additional financial circumstances to report.

Our firm has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19 Requirements for State-Registered Advisors

The following individuals are the principal executive officers and management persons of Vestpointe Wealth Management, LLC:

- Joseph Ignatius McCabe III, President

Information regarding the formal education and business background for each of these individuals is provided in their respective ADV Part 2B Supplements.

We are required to disclose all material facts regarding certain legal or disciplinary events pertaining to arbitration awards or other civil, regulatory or administrative proceedings in which our firm or management personnel were found liable or against whom an award was granted.

Our firm and our management personnel have no reportable disciplinary events to disclose.

As previously disclosed in "Other Financial Industry Activities and Affiliations" (Item 10), neither Vestpointe Wealth Management, LLC nor our management personnel have a relationship or arrangement with any issuer of securities.