Item 1 – Cover Page

ADV Part 2A, Firm Disclosure Brochure

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Most recent update: 8/1/2021

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

Dated: 8/1/2021

Revised from the previous version dated: 3/1/2021

This Firm Disclosure Brochure provides you with a summary of Vestpointe Wealth Management, LLC."s ("Vestpointe") advisory services and fees, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item (Material Changes) is utilized to provide our clients with a summary only of the material new and/or updated information; we will inform clients of the revision(s) based on the nature of the information. Vestpointe also provides clients with a Client Relationship Summary (Form CRS). Material changes to Form CRS will also be noted in this Item.

Annual Update: We are required to update certain information in this disclosure at least annually, within 90 days of our firm's fiscal year-end (FYE) of December 31. If our firm has made revisions that would affect a client's decision when doing business with us, we will provide the client with either a summary of any materially revised information with an offer to deliver the fully revised Firm Disclosure Brochure and/or Form CRS, or we will provide you with our revised Firm Disclosure Brochure and/or Form CRS that will include a summary of those changes in this Item. Non-material revisions are not delivered to clients but can be viewed on the SEC Investment Adviser info site, as noted on the cover sheet of this Brochure.

This Firm Brochure, Form CRS, your financial professional's brochure supplements, our Privacy Policy, or Code of Ethics may be requested at any time by contacting Joseph McCabe, Chief Compliance Officer ("CCO"), by any method noted below. Regardless of the request or delivery mechanism, these items are provided and available free of charge.

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Vestpointe has provided a summary of the following material changes since our last filing:

Item 4 – Advisory Business – Vestpointe's assets under management have exceeded those permitted for state registration and we are applying for registration as an SEC registrant. In addition, the firm has updated information regarding our current strategies and the services offered to advisory clients.

Item 10- Other Financial Industry Activities and Affiliations – We have updated our affiliation with LLC's and insurance as well as disclosed inherent conflicts with these activities.

Item 19 – State Information – the section has been omitted as it does not apply to SEC registrant firms.

Entire Disclosure Brochure - Non-material information has been updated throughout the various Items in this ADV Part 2A Disclosure Brochure to reflect our current registration.

Form CRS - A new Form CRS has been created and is now provided to clients electronically by our firm. Client's also have access to the disclosure via www.adviserinfo.sec.gov.

Item 3 – Table of Contents

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Item 4 – Advisory Business

Vestpointe Wealth Management, LLC (“Vestpointe”) applied for SEC registration in August 2021 and will be withdrawing from state-registration upon approval of the SEC. Vestpointe’s one and only principal place of business is located in Scottsdale, Arizona. Our firm began conducting business in 2004.

Joseph Ignatius McCabe III, President; and Michele McCabe, Shareholder are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

Vestpointe offers a variety of advisory services, which include investment management, wealth management, wealth advisory, financial planning, consulting and other services as disclosed, herein. Prior to our firm rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Vestpointe setting forth the relevant terms and conditions of the advisory relationship (the “Agreement”).

When we act as your investment adviser, we must act in your best interest, and we do not put our interest ahead of yours. At the same time, the method that we are compensated creates some conflicts with your interests. The following items outline our activities and address conflicts associated with those activities. You should understand and ask us about these potential conflicts because they can affect the investment advice we provide you.

As of June 01, 2021, Vestpointe managed $106,484,342 of assets under our discretion and also had $1,468,065 of non-discretionary assets under management.

WEALTH MANAGEMENT & INVESTMENT SUPERVISORY SERVICES

Our firm provides continuous advice and asset supervision, 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 professional in creating and managing a portfolio based on that plan or policy.

When clients choose wealth management, Vestpointe does not charge an additional fee for financial planning services. Clients elect to opt into the financial plan service. All investment management clients receive an IPS, either through the financial plan or through an individually tailored IPS. It is important to note that clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and generally include advice regarding the following securities: Exchange listed securities, securities traded over-the-counter, ETFs, foreign issuers, corporate debt securities, Commercial paper, certificates of deposit, municipal securities, mutual fund shares, United States governmental securities, REITS and options contracts on securities.

For many clients, Vestpointe provides investment management services based on established model strategies. The intent of the strategy is that it forms the building block in structuring the client’s portfolio. A summary of the models follows:

Model Portfolio Name	**Description**
Aggressive	Our Aggressive Model Portfolio is designed for the investor who has long-term investment horizon, desires a high level of return and can tolerate a high degree of volatility. Comprised of approximately 70% stocks, 10% Bonds, 10% Alternative Investments, 5% REITS

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. Comprised of approximately 53% Stocks, 30% Bonds, 9% Alternative Investments, 3% REITS
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. Comprised of approximately 42% Stocks, 48% Bonds, 5% Alternative Investments, 3% REITS
Moderate Conservative	Our Moderate Conservative Model Portfolio is designed for the investor who desires a moderate level of income and a low level of risk. Comprised of approximately 30% Stocks, 56% Bonds, 4.5% Alternative Investments, 2% REITS, 5% Cash
Conservative	Our Conservative Model Portfolio is designed for the investor who desires a high level of income and a very low level of risk. Comprised of approximately 85% Bonds, 5% Alternative Investments, 5% Cash
V.I.S.T.A.	VISTA "Vestpointe Individual Security Tactical Analysis" model portfolio is designed to be an aggressive growth component of the portfolio. The VISTA portfolio will hold up to 20-30 securities at any given time and all will be liquid investments. It is designed to take advantage of stocks/ETFs that have significant growth potential and/or momentum. The holdings will not have a specific sector/style bias necessarily but may try to take advantage of depressed prices in a particular sector or style. The portfolio may use stop losses on the individual holdings to protect gains and minimize losses. The VISTA portfolio is not designed to be a core holding for a large percentage of the portfolio.

For our accredited investors, and those whose portfolios are deemed appropriate, we may also use alternative investments, such as leveraged and inverse ETFs. These types of investments contain considerable risk and therefore, are only recommended for portfolios that can withstand the possibility of exposure to loss of principal. Inverse and leveraged ETFs are very short-term investments and generally not suitable for more than a daily holding. Please ask us if you have a concern regarding any holdings in your account.

Unaffiliated REITS under Investment Management

Vestpointe also provides investment advice regarding unaffiliated REITs. Our firm will utilize, unaffiliated REITs for certain qualified clients. Our firm's role, relative to these types of investment funds, shall be limited to its initial and ongoing due diligence and investment monitoring services. The amount of assets invested in the REITs shall be included as part of the client's assets under management for purposes of our firm's calculating its investment advisory fee. Unaffiliated REITS generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each REIT's offering documents, which will be provided to you by the Sponsor for review and consideration. Each investor will be required to complete a Subscription Agreement provided by the Sponsor, pursuant to which the client shall establish that he/she is qualified for investment in the product and acknowledges and accepts the various risk factors that are associated with such an investment.

Turnkey Asset Management Program ("TAMP")

In some cases, we will construct a portfolio utilizing an unaffiliated sub-adviser platform, also referred to as a turnkey asset management program (TAMP) for the account or for a portion of a client's account. We recommend incorporation of a TAMP when the client seeks access to personalized advice about specific areas and/or the inclusion of a large pool of mutual funds. The programs allow us to put together a personalized portfolio of mutual funds based on the client's risk tolerance, age, goals and other investment preferences. Tamps are generally wrap programs. Because mutual fund wrap programs typically require a minimum investment of $25,000, they are normally marketed toward high-net-worth clients. Clients should be aware that robo advice platforms offer a lower budget option, providing an automated version of the same investment profiling and portfolio building services with lower fees – but do not include our management or oversight.

TAMP's also offer unified managed accounts (UMA) choices for our high net-worth investors. The UMA is an evolution of the separately managed account, which is similar in that it is a professionally managed account that is rebalanced often and generally incorporates investments across multiple different strategies into one account. Separately managed accounts are typically not known for pooling multiple investments and investment vehicles with varying objectives as they are typically focused on a targeted strategy managed as a separate account for the investor. A unified managed account is often a better alternative for an investor seeking to combine multiple investments. The UMA removes the need to have more than one account and can combine all of an investor's assets into one account. These accounts are meant and recommended only for sophisticated investors who understand their purpose and risk.

We generally recommend clients utilize AssetMark for the above noted TAMP services. When clients elect these types of services, be aware that the service is separate from our management services and additional management and other fees will apply. Clients who add a sub-adviser service receive a separate ADV Part 2A Disclosure Brochure and Form CRS from the sub-adviser and should carefully review the disclosure for fees and other important disclosures. Please see *Item 5 – Fees and Compensation* for additional information regarding the fees and costs associated with the use of sub-advisers.

You should understand that third-party managers (TAMP Managers noted above) are not affiliated with our firm, and we are not responsible for their services, actions, omissions, or performance. Our responsibility is limited to having the discretion to direct a portion of the client's account to/from the third-party manager. We will initially evaluate and recommend investment advisers and portfolios based upon reasonably available information at the time and periodically report on the third-party manager's investment performance in conjunction with our standard reporting process.

Additional Information Regarding Investment Management Services

Because some types of investments involve certain additional degrees of risk, they will only be implemented or 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.

FINANCIAL PLANNING SERVICES

Clients may 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. All recommendations for this service are generic in nature.

Clients should be aware that we are affiliated with an accounting firm Joseph I. McCabe III CPA, P.C. and typically will recommend our affiliate for any implementation accounting or tax advice. 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, as the adviser, does not provide legal or tax advice and clients should work closely with their attorney, accountant or other professional for these types of concerns. 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 not requiring a financial plan may also elect to receive investment and other financial advice on a limited basis for a separate fee. Some of the consulting services offered include investment advice regarding non-marketable securities, trust and estate administration. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. Recommendations may be of a generic nature or tailored to specific securities, as outlined in the agreement signed by the client prior to accepting the consulting engagement.

ERISA PLAN SERVICES

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 in the client's portfolio. For certain clients, Vestpointe will act in a fiduciary capacity, as the firm has authority to implement transactions based on the Plan’s IPS. When we implement plan transactions, Vestpointe acknowledges that it must act prudently with respect to decisions affecting the plan—that is, with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use. This is often referred to as a “prudent expert” standard. Under this standard, Vestpointe is restricted from executing certain transactions that are prohibited under set forth in Sections 406, 407 and 408 of ERISA and Section 4975 of the IRS Code. In addition, the firm will not conduct principle, cross or agency cross trades in any ERISA Plan accounts. The number of investments to be recommended will be determined by the client, based on the client’s plan documents or IPS. Our firm does not act as third-party administrator for the plan. If not self-administered, each party must appoint a separate third-party administrator for the plan.

Monitoring of Investment Performance - Our firm is engaged to provide continuous monitoring of plan investments, based on the procedures and timing intervals delineated in the plan’s established IPS. Although our firm is not involved in any way in the purchase or sale of these investments, we supervise the plan's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

Employee Communications & Education - 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 can be engaged to provide quarterly educational support and investment workshops designed for the plan’s 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.

Item 5 – Fees and Compensation

WEALTH MANAGEMENT & INVESTMENT SUPERVISORY SERVICES FEES

A minimum of $500,000 of assets under management is required for these services. The 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. This fee structure applies to our ERISA Plan clients, if not separately negotiated. The annualized fee is charged on a sliding scale, meaning you receive breakpoints on the higher amounts you invest. Our fee schedule for and investment management services and model managed accounts are:

Assets Under Management*	Annual Fees
$0 to $1,000,000	**1.00%**
$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%**

Clients pay fees in advance of services provided. Advisory fees are billed in advance at the beginning of each calendar quarter based upon the asset value (fair market value, plus any material credit balance or minus any material debit balance), of the client's account at the last trading day of each period as set forth in the client's Schedule of Fees. Our billing system calculates accrued interest and our firm bills on accrued interest. This is an important note for clients as the qualified custodian's statements may not show the adjusted interest payment.

Actively managed ERISA Plan clients will also be subject to fees and costs associated with their separate Third-Party Administrators who administrate their respective plans. These fees are not included in our scheduled fees, noted above. Typically, Plan sponsors are invoiced in advance at the beginning of each calendar quarter.

Account Additions and Withdrawals - Clients can make additions to and withdrawals from their account at any time, subject to Vestpointe's right to terminate an account. Additions can be in cash or securities provided that our firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients can withdraw account assets, subject to the usual and customary securities settlement procedures. However, the firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

ERISA PLAN CONSULTING FEES

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 basis. Alternatively, these different types of fees may be combined, as appropriate, for the different types of services requested by the client. These services are separately negotiated with each client and will be agreed to with the client prior to commencing services. Typically, Plan sponsors are invoiced in advance at the beginning of each calendar quarter.

CONSULTING AND FINANCIAL PLANNING FEES

Financial planning fees and consulting fees are separately negotiated with each client. These fees will either be a fixed fee or will be billed on an hourly basis. The fee will be determined based on the nature of the services being provided and the complexity of the client's circumstances. All fees for financial planning and consulting, whether fixed or hourly, are agreed upon prior to entering into the engagement with the client. Clients are given an estimate of the fee for the specific services and may, at our election, be asked to provide a retainer of up to fifty percent of the estimated fee prior to the undertaking. The remaining amount of fees are billed in arrears upon the delivery of the financial plan or at the completion of the engagement.

Those persons who subsequently engage our firm for ongoing Investment Management and Wealth Advisory services and who are provided continuous consulting advice as part of our portfolio management services may have their financial consulting fees waived at Vestpointe's sole discretion.

There is no minimum fee for our financial planning and consulting services and under no circumstances do we require or solicit payment of fees in excess of $1,200 more than six months in advance of such services being rendered.

ASSETMARK AND OTHER TAMP MANAGERS FEES

When clients elect to add AssetMark or other TAMPs into their portfolio, the portion of the account which is managed by the TAMP Manager is charged an additional fee by the TAMP Manager. Depending on the election of a mutual fund portfolio, mutual fund wrap, exchange traded fund wrap, separately managed account manager, unified managed accounts are types of turnkey asset management programs, which typically charge fees of about 0.85% to 2.80% depending on the amount of assets under management and the complexity of the investments held. The client enters into a separate agreement with the TAMP Manager and will separately agree to the additional fees.

GENERAL INFORMATION

Negotiability of Advisory Fees Although our firm has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of determining the annualized fee. Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

Direct Debiting of Fees - When authorized in writing by the client, fees are debited by the qualified custodian from the account in accordance with the terms set forth in the Investment Management Agreement. Although we encourage direct debiting of fees, clients may also choose to be billed for services.

Grandfathering - Pre-existing advisory clients are subject to Vestpointe 's previously required minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Grandfathered accounts will pay fee schedules that are different than non-grandfathered accounts and for which are discounted from our current fee schedule. If the account no longer maintains the minimum account size as previously required, Vestpointe, at its sole discretion, will switch the client to our firm’s current fee schedules or terminate the relationship and notify the client of such change.

Firm Disclosure Brochure Notice - If client does not receive the Firm Disclosure Brochure 48 hours prior to signing the client agreement, then client will have the right to terminate the agreement within five days of entering into the agreement with our firm. Client will not incur advisory fees for this period but is responsible for any and all commissions, concessions, brokerage or transaction fees in connection with activities incurred during that period. Any advisory fees paid to our firm will be promptly refunded to the client.

Termination of the Advisory Relationship - A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. 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.

ERISA Accounts - Certain of our client’s accounts are IRA accounts or other ERISA retirement accounts that are subject to the Pension Protection Act of 2006 (PPA). In all cases where these rules apply, an “eligible investment advice arrangement” or advisory agreement will be executed with the client. We will be considered a “fiduciary advisor” and will charge fees to the retirement account based on a *“level fee basis”* which means the fees will not vary depending on the basis of the investment option selected. The amount of compensation and other consideration reasonably anticipated to be paid, directly or indirectly, to us, our affiliates or related entities for their services in connection with the recommendation(s) is not in excess of reasonable compensation within the meaning of §4975(d)(2) of the Code and ERISA Section 408(b)(2).

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. Conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, will be offset through adjustments to Vestpointe 's advisory fees.

Mutual Fund & ETF Fees - All fees paid to our firm 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. The 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.

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 transaction for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information about the broker-dealers we utilize and our brokerage practices.

Other Commission-Based Sales Activities – Mr. McCabe is also a licensed insurance agent. As such, he is entitled to receive additional compensation, generally through commission-based sales for the sale of insurance products. These products may be recommended to clients of our firm. Our firm mitigates this conflict by disclosing to clients that financial professionals, 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 financial professional through our firm. Clients are free to choose whatever insurance company they prefer.

Financial professionals with our firm who participate in these activities provide additional disclosures on their respective ADV Part 2B Supplements (ADV Part 2B). Clients receive the ADV Part 2B initially upon engaging our firm and when material changes occur. You may always request a copy from our home office.

Limited Prepayment of Fees - Under no circumstances do we require or solicit payment of fees in excess of $1,200 more than six months in advance of services rendered.

Item 6 – Performance-Base Fees

Performance-based fees are based on a percentage of the capital gains on or appreciation of the client account assets. We do not charge performance-based fees on any of our client accounts.

Item 7 – Types of Clients

Vestpointe provides advisory services to Individuals (a person with less than $1 million in investable assets), High Net-Worth individuals (a person with investable assets in excess of $1 million), Pension and Profit-sharing Plans (as well as participants in plans), and businesses.

Vestpointe has established a minimum of $500,000 for accounts seeking wealth management and investment supervisory services. The firm, at its sole discretion, may group accounts together to achieve these minimums or provide an exception for the stated minimum. Those clients electing advice from unaffiliated TAMP managers are often times subject to minimum account sizes as well. Please consult the disclosures received by those managers for stated minimum account size or ask your financial professional.

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

METHODS OF ANALYSIS

Vestpointe's investment approach combines a blend of investment strategies detailed *in Item 4, Investment Management Services*. Vestpointe uses various resources and methods to conduct its analyses in connection with providing its advisory services. The following is a description of these resources and processes.

<u>Macro Analysis</u> – Vestpointe takes a "top-down" view on the global economy, markets, geopolitics, and long-term asset allocation inputs and drivers and allocates capital across multiple asset classes, based on several factors, including but not limited to valuation, risk, and trend.

<u>Fundamental Analysis</u> – Vestpointe attempts 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 relevant security is underpriced or overpriced. Vestpointe evaluates many financial metrics focusing on a company's free cash flow, earnings growth, return on capital, and competitive advantage. 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.

<u>Technical Analysis</u> – Vestpointe uses various technical indicators analyzing past price movements and applies analysis to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of an asset class, sector, or company. Vestpointe uses technical analysis and a quantitative system with a primary focus on relative strength as the basis for transacting in individual securities (ETFs, individual stocks, no-load or load-waived mutual funds). Utilizing a quantitative system creates the potential for sudden losses if the anticipated price swing does not materialize. Quantitative strategies often involve more frequent trading than a buy and hold strategy, which leads to an increase in brokerage costs and the potential for less favorable tax treatment of short-term gains.

<u>Asset Allocation</u> - 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.

<u>Mutual Fund and/or ETF Analysis</u> - 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.

<u>Third-Party Money Manager Analysis</u> - 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. 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 of All Forms of Analysis – Vestpointe's securities analysis methods rely on the assumption that the companies in whose securities we invest, 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.

STRATEGIES

Financial Professionals in our firm employ various sources of research to assess potential asset class returns and to identify specific asset classes and securities intended to perform as needed from a risk and return perspective over a multi-year planning horizon. We also consider a client's tax situation in making investment decisions. We attempt to maximize a client's after-tax return by selecting investments and asset classes that, when weighed against similar alternatives (e.g., taxable versus municipal bonds), could provide for a greater after-tax return. Specific Model strategies are described in *Item 4 Advisory Business* of this disclosure.

RISK FACTORS

All investment strategies, including the strategies described above, involve risk. Clients should carefully consider the following risks and uncertainties regarding Vestpointe's investment strategies. Clients should be cautioned that the following is only a summary of some, but not all, of the material risks associated with investing in securities.

Risk of Loss - Investing in securities involves risk of loss that clients should be prepared to bear. Even when the value of the securities sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment. The profitability of Vestpointe recommendations depends much upon correctly assessing the future course of price movements among investments. There can be no assurance that Vestpointe will be able to predict those price movements accurately. Recommendations made by Vestpointe are subject to certain risks, and loss of principal may occur. Past performance is not indicative of future results.

Stock Market Risk - Stock market risk involves the possibility that stock prices overall will decline over short or extended periods. Markets tend to move in cycles, with periods of rising prices and periods of falling prices. Investing in the stocks of small- and medium-sized companies involves greater risk than is customarily associated with companies with large market capitalizations. The stock of such companies may be subject to more volatility in price than large-cap company securities.

Foreign Securities Risk - Foreign securities are subject to the same market risks as U.S. securities, such as general economic conditions and company and industry prospects. However, foreign securities involve the additional risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards, limited availability of information, currency conversion, and pricing factors affecting investments in the securities of foreign business or governments.

Interest Rate Risk - Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds (including bond mutual funds and bond ETFs) become less attractive relative to newly issued bonds, causing the existing bonds' market values to decline. Alternatively, when interest rates fall, yields on newly issued bonds become less attractive relative to existing bonds, causing the existing bonds' market values to rise. A bond with a longer maturity (or a bond fund or bond ETF with a longer average maturity) typically will fluctuate more in price than a shorter-term bond. Because of their very short-term nature, money market instruments carry less interest rate risk.

Credit Risk - Bonds (including bond mutual funds and bond ETFs) also are exposed to credit risk, which is the possibility that the issuer of a bond will default on its obligation to pay interest and/or principal to the bondholder.

U.S. Treasury securities, which are backed by the full faith and credit of the U.S. government, have limited credit risk. In contrast, securities issued or guaranteed by U.S. government agencies or government-sponsored enterprises that are not backed by the full faith and credit of the U.S. government may be subject to varying degrees of credit risk. Corporate bonds rated BBB or above by Standard & Poor's are generally considered to carry moderate credit risk. Corporate bonds rated lower than BBB are considered to have significant credit risk. Bonds with lower credit ratings typically have higher yields associated with them.

Liquidity Risk - Liquidity is the ability to convert an investment into cash readily. Generally, assets are more liquid if many traders are interested in a standardized product. For example, U.S. Treasury Bills are highly liquid, while real estate properties are not. Liquidity risk exists when a particular security is difficult to trade. A mutual fund's or ETF's investment in illiquid securities may reduce the returns of the mutual fund and ETF because the fund may not be able to sell the securities at the desired time for an acceptable price or might not be able to sell the securities at all.

Call Risk - Many fixed-income securities have a provision allowing the issuer to repay the debt early, otherwise known as a "call feature." Issuers often exercise this right when interest rates are low. Accordingly, holders of such callable securities may not benefit fully from the increase in value that other fixed income securities experience when rates decline. Furthermore, after a callable security is repaid early, a mutual fund typically reinvests the proceeds at current interest rates, which would likely be lower than those paid on the called security.

ETFs and Mutual Funds - An investment in an ETF or mutual fund involves risk, including the loss of principal. ETF and mutual fund shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains as ETFs, and mutual funds are required by law to distribute capital gains in the event they sell securities for a profit. The trading prices of a mutual fund's and ETF shares may differ significantly from the net asset value (NAV) of the underlying securities during periods of market volatility, which may, among other factors, lead to the shares trading at a premium or discount to NAV. Certain ETFs may be concentrated by a specific industry or sector, which may cause greater price volatility and thus more significant risk to investment if the securities comprising the ETF decline due to adverse developments in that particular industry or sector.

Alternative Investments Risk - Alternative investments, including, but not limited to, REITS, inverse or leveraged ETFs, alternative mutual funds, managed futures, and other private investment funds, may present unique risks. These risks may include decreased liquidity, limited transparency, and increased complexity, among others. Investing in alternatives is intended primarily for experienced and sophisticated clients willing to bear the high economic risks of the investment. Alternative investments may use derivative instruments in their investment and trading strategies, such as options, futures, or index-based instruments. The use of derivative instruments involves multiple risks, including counterparty risk (i.e., the risk that the institution on the other side of the trade will default) and the risk that the instrument may not work as intended due to unanticipated developments in market conditions.

Item 9 – Disciplinary Information

Registered investment advisers, including Vestpointe, are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel. Neither our firm, nor any of its associated persons have any reportable legal or disciplinary actions or events that must be disclosed in response to this item.

Item 10 – Other Financial Industry Activities and Affiliations

CPA & Accounting Services

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, yet 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, we make clients aware that 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. In addition, we ensure that 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.

LLC Management Services

Joseph McCabe is also appointed as the manager for four LLC's as follows:

- Ex Brid, LLC
- Ex Jac, LLC
- Nonex Brid, LLC
- Nonex Jac, LLC

Mr. McCabe, through Vestpointe manages the assets of these pooled investments, but does not receive performance-based compensation for the management services and has no ownership in the LLCs. Managing LLCs represents an inherent conflict that the LLC's will be favored over other client assets. Mr. McCabe mitigates this conflict by not having an ownership interest and utilizing one of the strategy options discussed in *Item 4* of this brochure. Periodically, he will compare these accounts to other client's accounts to ensure that these accounts are not favored over other client accounts.

Insurance Agents

Vestpointe is not an insurance agency. Certain financial professionals are 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. There is an inherent conflict with this practice as the financial professional is entitled to earn a fee for the sale of insurance products and also earn fees if these assets are put under our advice or monitoring. Our firm mitigates this conflict by disclosing to clients that our financial professionals, 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. In certain circumstances, the firm will not charge advisory fees for products for which we have earned a commission or limit the fees that can be received.

Information about each financial professional's material outside business activities and other financial industry activities and affiliations is disclosed in the financial professional's *ADV Part 2B Supplement* which clients will receive initially upon engaging our firm or when material changes occur. Additional information about your financial professional is also available at www.advisorinfo.sec.gov.

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. 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.

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.

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 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 Brokerage Practices*, 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:

- 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.

- 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.

- Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.

- We have established procedures for the maintenance of all required books and records.

- 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). Nor does our firm permit agency cross transactions.

If you would like to receive a copy of our Code of Ethics, it is available, upon request, 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.

Item 12 – Brokerage Practices

Investment or Brokerage Discretion

Pursuant to and subject to limitations of the agreements under which Vestpointe provides investment advisory services, our firm has the authority to determine, without obtaining specific client consent, the securities to be bought and sold for client accounts, including the amounts of such securities, the price at which to execute the transaction and to negotiate transaction costs. Clients must include any limitations on this discretionary authority in writing. Clients may reasonably change/amend these limitations upon written request.

Qualified Custodians and Broker-Dealers

Vestpointe recommends that clients and ERISA plan clients utilize the custody, brokerage and clearing services of Fidelity's Institutional platform through National Financial Securities Corp. ("NFS") for investment management accounts. Clients direct us in writing to utilize the services of NFS. Vestpointe does not have agreements with other custodians or broker/dealers and, except for certain ERISA plan clients, generally does not accept clients who do not choose to house their assets with NFS. The final decision to custody assets with NFS is at the discretion of the client, including those accounts under ERISA or DOL restrictions and regulations, in which case, the client is acting as either the plan sponsor or IRA accountholder.

NFS' 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. NFS provides services that include, brokerage and custody services, among other related services meant to execute transactions for client accounts. NFS'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; (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. NFS 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.

The benefits received by Vestpointe or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to NFS. As part of its fiduciary duties to clients, our firm endeavors at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or its related persons, in and of itself, is deemed to create a potential conflict of interest and may indirectly influence Vestpointe's choice of NFS for custody and brokerage services.

Factors which Vestpointe considers in recommending NFS over other qualified custodians include their respective financial strength, reputation, execution, pricing, research and client service. The commissions and/or transaction fees charged by NFS may be higher or lower than those charged by other financial institutions. Clients will not necessarily receive the lowest cost, as our overall judgement indicates that NFS benefits the transactional quality over transaction quantity. You can learn more about Fidelity and NFS fee structures by accessing the Brokerage Fee Commission Schedule found here: NFS Fees or by visiting their fee disclosure web page at: https://www.fidelity.com/bin-public/060_www_fidelity_com/documents/Brokerage_Commissions_Fee_Schedule.pdf

ERISA Plans

When our firm acts in the capacity of a fiduciary and provides active management of an ERISA qualified plan, we will ensure that the firm has obtained appropriate fidelity bonding and has not been indemnified from its fiduciary duties" in our agreement with the plan.

Soft Dollars

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

Directed Brokerage

As indicated above, Client's must direct our firm in writing to utilize the services of NFS and does not accept directed brokerage arrangements.

With respect to any ERISA plan client-directed brokerage arrangement, the ERISA plan designated fiduciary generally will be required to represent that the direction of its account to a specified broker and the brokerage commission rate (i) is in the best interest of the account; (ii) are for the exclusive purpose of providing benefits to participants and beneficiaries of the plan; and (iii) does not, and will not cause the account to be engaged in, a prohibited transaction. The ERISA Plan Fiduciary will generally also represent that it has determined, and will monitor the account to ensure, that the directed broker is capable of providing best execution for the account's brokerage transactions and that the commission rates that have been negotiated are reasonable in relation to the value of the brokerage and other services received. Our firm will not be responsible for these activities in a directed-brokerage arrangement.

Aggregation of Trades

As a matter of policy and practice, Vestpointe does not aggregate client trades and, therefore, we implement client transactions separately for each account. Consequently, certain client trades, under varying circumstances, are executed before others, at a different price and/or commission rate. Clients should be aware that this practice has an inherent conflict of interest that some clients will receive better prices in some instances than other clients who executed the same trade. We monitor these transactions to ensure that no clients consistently receive better prices than most clients and that our supervised personnel's trades are not favored over client transactions. Additionally, our clients may not receive volume discounts available to advisors who aggregate client transactions.

Brokerage for Client Referrals

As a matter of policy and practice, Vestpointe does not consider, in selecting or recommending broker-dealers, whether the Firm receives client referrals from the Fidelity, NFS or any other third party.

Trade Errors

Our firm assumes responsibility for any account losses for trading errors directly resulting from our firm's failure to follow its trading procedures or from a lapse in our firm's internal communications and will compensate client for any corresponding losses.

Client acknowledges, however, that we will not be responsible for account errors or losses that occur when Vestpointe has used its best efforts to execute trades in a timely and efficient manner. If a trade or some portion of a trade is not effected or an electronic error occurs through no fault of our firm, resulting in an account not being traded at the time or price initially intended or at the same time or at the same price as other clients, the resulting loss will not be considered a trading error for which we are responsible. Vestpointe will not be responsible for trades that are not properly executed by any clearing firm, custodian, mutual fund, or insurance company, when our firm properly submitted the order.

Item 13 – Review of Accounts

Wealth and Investment Management Services

REVIEWS: While the underlying securities within the client's 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 the designated financial professional overseeing the account.

REPORTS: In addition to the monthly statements of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings. Quarterly reporting is prepared by the client's financial professional. As well, for those clients who elect services through AssetMark, also are provided quarterly reports directly from AssetMark.

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 as separately contracted with the client. These accounts are reviewed by Joseph I. McCabe III, President

REPORTS: Pension Plan client accounts will receive reports as contracted in writing at the inception of the advisory relationship.

FINANCIAL PLANS & CONSULTING SERVICES

REVIEWS: The initial plan is contracted in writing by the client prior to commencement of services. Additional reviews, if any will be separately contracted in writing with the client at the on-set of the engagement. Reviews are conducted by the client's financial professional.

REPORTS: Are only presented if agreed to in writing at the engagement of services and will be outlined in the written engagement offer.

Item 14 – Client Referrals and Other Compensation

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

Certain financial professionals who are engaged as insurance agents are eligible to receive incentive and awards (including prizes such as trips or bonuses) for recommending certain types of insurance policies or insurance investment products. These relationships are outlined in *Items 5, 10* and the Financial Professionals *ADV Part 2B Supplement.* 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

All clients must hold assets at a qualified custodian of their choosing, as our firm does not hold client assets. Our firm does have certain authorities, which would constitute custody as interpreted by regulatory organizations. Vestpointe outlines them as follows:

- Standing Letters of Authorization: Our firm is deemed to have custody when clients provide us written authorization to direct the qualified custodian to send funds from the client's account to a third party.

- Direct debiting of client fees: In addition, 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.

- Investment Manager of LLCs: Our firm serves as the investment manager for pooled investment vehicles formed by our clients. In this instance, our firm will have discretion to direct investments, make payments and direct cash flows. The LLC's appointed Trustee is responsible for overseeing out activities and will receive statements directly from the qualified custodian or bank holding such assets. Our firm and our financial professionals do not maintain any ownership in these pooled companies.

- Trustee and bill payer arrangement: Certain members of management have been appointed as a trustee of a limited number of Vestpointe client accounts and appointed as bill payer for these types of services. When appointed as a trustee, their duties are, to carry out the instructions set forth in the trust documents for the benefit of the named beneficiary or beneficiaries. 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 directly to the client.

Previously, Vestpointe maintained investment adviser registration with the State of Arizona. 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. In the aforementioned instances, under Rule 206(4)2 of the Investment Advisors Act of 1940, SEC registered investment advisers deemed to have custody of client's fund or securities are required to obtain a surprise annual examination of client assets by an independent public accountant that is registered with, and that is subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB"). As such, upon SEC registration, Vestpointe will cause to enter into an agreement with an approved PCAOB independent public accountant to complete a surprise audit within 180 days of the advisor having custody under SEC requirements. The independent accountant must file its certificate on Form ADV-E with the SEC within 120 days of the commencement of the examination and annually thereafter.

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. Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell.

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.

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 $1,200 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 and is deemed to have custody over certain client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Our firm and its officers believe that its financial condition is sound and not likely to impair our ability to meet contractual commitments to clients.

Vestpointe has no material additional financial circumstances to report.

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

Part 2B of Form ADV: *Brochure Supplement*

Joseph Ignatius McCabe III
7373 E. Doubletree Ranch Rd.,
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Scottsdale, AZ 85258

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Vestpointe Wealth Management, LLC

12/4/2020

This brochure supplement provides information about Joseph Ignatius McCabe III that supplements the Vestpointe Wealth Management, LLC brochure. You should have received a copy of that brochure. Please contact Joseph I. McCabe III if you did not receive Vestpointe Wealth Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Joseph Ignatius McCabe III is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Educational, Background and Business Experience

Full Legal Name: Joseph Ignatius McCabe III **Born:** 1967

Education

- University of Southern California; B.S., Accounting; 1989

Business Experience

- Vestpointe Wealth Management, LLC; President; from 6/2004 to Present
- Joseph I. McCabe III CPA, P.C.; Shareholder; from 7/2006 to Present
- Joseph I. McCabe III licensed life and Health Care Agent; From 7/2010 to Present.
- KPMG, LLP; Director; from 7/1998 to 7/2004
- Henry & Horne, LLP; Tax Accountant; from 7/1996 to 7/1998

- Donald R. Leo CPA & Co.; Tax Accountant; from 7/1994 to 7/1996
- Arthur Anderson; Tax Accountant; from 8/1989 to 7/1994

Designations

Joseph Ignatius McCabe III has earned the following designation(s) and is in good standing with the granting authority:

- CPA designation obtained in 1994
- CFP designation obtained in 2001

Certified Public Accountant (CPA) - *CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 120 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two-year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous Code of Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's Code of Professional Conduct within their state accountancy laws or have created their own.*

Certified Financial Planner (CFP) - *The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 1000 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.*

Item 3 Disciplinary Information

Joseph Ignatius McCabe III has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

1. Joseph Ignatius McCabe III is not engaged in any other investment-related activities.

2. Joseph Ignatius McCabe III receives commissions on the placement of life and health related insurance products. Commissions on the sale of investment products can be earned through the placement of life insurance, annuities, long term care, etc. These commissions may be an incentive to recommend these products based on the compensation received, rather than on the client's needs.

B. Non-Investment Related Activities

Joseph Ignatius McCabe III is engaged as an owner in the accounting firm, Joseph I. McCabe III CPA, P.C. These activities provide a substantial amount of his income and a significant amount of his time is dedicated to the accounting firm activities.

Item 5 Additional Compensation

Joseph Ignatius McCabe III does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Self

Title: Self

Phone Number: (602)212-1040

As the owner and primary investment advisor, Joseph I. McCabe III does not have a supervisor.

Item 7 Requirements for State-Registered Advisers

A. Additional Disciplinary History

Joseph Ignatius McCabe III has no additional reportable disciplinary history.

B. Bankruptcy History

Joseph Ignatius McCabe III has not been the subject of a bankruptcy petition.

Part 2B of Form ADV: *Brochure Supplement*

Michele Marie McCabe
7373 E. Doubletree Ranch Rd.,
Suite 175
Scottsdale, AZ 85258

Ph. (602)212-1040
Fax (602)212-1041

Vestpointe Wealth Management, LLC

12/4/2020

This brochure supplement provides information about Michele Marie McCabe that supplements the Vestpointe Wealth Management, LLC brochure. You should have received a copy of that brochure. Please contact Joseph I. McCabe III if you did not receive Vestpointe Wealth Management, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Michele Marie McCabe is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Educational, Background and Business Experience

Full Legal Name: Michele Marie McCabe **Born:** 1968

Education

- University of Southern California; B.S., Business Administration; Emphasis in Finance and Management; 1990
- University of Phoenix; Masters of Business Administration: 1998

Business Experience

- Vestpointe Wealth Management, LLC; Investment Advisory Representative/Financial Advisor; from 6/2019 to Present
- Vestpointe Wealth Management/Joseph I. McCabe III CPA, P.C.; Shareholder/Controller; from 7/2004 to Present
- M III Consulting, LLC; Owner; from 11/2012 to Present

Item 3 Disciplinary Information

Michele Marie McCabe has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

1. Michele Marie McCabe is not engaged in any other investment-related activities.

B. Non-Investment-Related Activities

Michele Marie McCabe is engaged as Controller in the accounting firm, Joseph I. McCabe III CPA, P.C.

Item 5 Additional Compensation

Michele Marie McCabe does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Each IAR is assigned to a Designated Supervisor responsible for supervising the investment advisory activities of the IAR.

Supervisor:

Joseph I. McCabe III

Title: President

Phone Number: (602)212-1040

As the designated advisory supervisor, Mr. McCabe will periodically review the IAR's investment advisory client files for documentation that account reviews and annual contacts have been conducted and completed. In addition, Mr. McCabe will periodically review investment advisory accounts. Mr. McCabe will contact the IAR to discuss any identified issue and monitor the progress by the IAR to address the issue. Vestpointe supervises the personal securities transactions of each IAR to ensure that these transactions do not pose a conflict of interest with the IARs' ability to make investment recommendations to their clients.

Item 7 Requirements for State-Registered Advisers

A. Additional Disciplinary History

Michele Marie McCabe has no additional reportable disciplinary history.

B. Bankruptcy History

Michele Marie McCabe has not been the subject of a bankruptcy petition.