

Part 2A of Form ADV: *Firm Brochure*

BFT Financial Group, LLC

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3/7/2012

This brochure provides information about the qualifications and business practices of BFT Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at 817-354-1090 or steve@bftfg.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 BFT Financial Group, 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 109121.

Item 2 Material Changes

There have been no material changes to this disclosure brochure since filing our last annual update in April 2011. We will ensure that you receive a summary of material changes, if any, to this and subsequent disclosure brochures within 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes, if any, no later than April 30 each year. At that time we will also offer a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 Advisory Business

BFT Financial Group, LLC is a SEC-registered investment adviser with its principal place of business located in Texas. BFT Financial Group, LLC began conducting business in 1995.

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

- Mr. Sammy D Tally, Managing Member
- Mr. E. Stephen Freeman, Managing Member
- Mr. Stephen D. Tally, Chief Executive Officer
- Mr. William Schultz, Chief Compliance Officer

BFT Financial Group, LLC offers the following advisory services to our clients:

INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides non-continuous asset management of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on the client's particular circumstances are established, we develop the client's personal investment policy. We create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we may also review and discuss a client's prior investment history, as well as family composition and background.

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.

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

Once the client's portfolio has been established, we review the portfolio if needed, and if necessary, rebalance the portfolio as needed, based on the client's individual needs.

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 regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Warrants
- Corporate debt securities (other than commercial paper)

- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate

Because some types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

MODEL PORTFOLIO MANAGEMENT

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

Conservative: A risk-averse investment strategy with an emphasis placed on the preservation of capital. It will likely involve a high percentage of fixed income investments and cash-like investment in comparison to equities. The strategy is based on an investment time horizon of at least five (5) years and does not attempt to consider active management of short-term fluctuations.

ModerateGrowthandIncome: A moderately risk-averse investment strategy with an emphasis placed on the preservation of capital and having long-term capital appreciation as a secondary goal. It will likely involve a moderately high percentage of fixed income investments and cash-like investment in comparison to equities. The strategy is based on an investment time horizon of at least five (5) years and does not attempt to consider active management of short-term fluctuations.

GrowthandIncome: A balanced investment strategy with an emphasis based on current income and capital appreciation. It will likely involve an equal percentage of fixed income investments and cash-like investment in comparison to equities. The strategy is based on an investment time horizon of at least five (5) years and does not attempt to consider active management of short-term fluctuations.

Capital Growth: An investment strategy with an emphasis placed on maximizing capital appreciation or increasing the value of the portfolio over a long-term period. It will likely involve a high percentage of equity investments in comparison to fixed income investments and cash-like investments. The strategy is based on an investment time horizon of at least five (5) years and does not attempt to consider active management of short-term fluctuations.

Aggressive Growth: An investment strategy with an emphasis placed on maximizing growth. It is characterized by a willingness to accept above-average risk in pursuit of above-average returns. It will likely favor equity investments over fixed income investments (often excluding fixed income), especially stocks of rapidly growing companies. The strategy is based on an investment time horizon of at least five (5) years but may, on occasion, consider opportunities presented by market cycle or fluctuations.

Through personal discussions with the client in which the client's goals and objectives are established, we initially determine whether the model portfolio is suitable to the client's circumstances. Once we confirm suitability, 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.

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.

Once the client's portfolio has been established, we review the portfolio as needed, and if necessary, rebalance the portfolio on an annual basis, based on the client's individual needs.

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 regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper

- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate

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.

To ensure that our initial determination of an appropriate portfolio remains suitable and that the account continues to be managed in a manner consistent with the client's financial circumstances, we will:

1. send annual written reminders to each Model Portfolio Management Services client requesting any updated information regarding changes in the client's financial situation and investment objectives;
2. at least annually, contact each participating client to determine whether there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to impose investment restrictions or modify existing restrictions;
3. be reasonably available to consult with the client; and
4. maintain client suitability information in each client's file.

SELECTION AND MONITORING OF THIRD-PARTY MONEY MANAGERS

We also offer advisory management services to our clients through our Selection and Monitoring of Third-Party Money Managers programs (hereinafter, "Programs").

Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives based on the client's particular circumstances are established.

Based on the client's individual circumstances and needs we will then perform management searches of various unaffiliated registered investment advisers to identify which registered investment adviser'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 adviser. Clients should refer to the selected registered investment adviser'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.

We monitor the performance of the selected registered investment adviser(s). If we determine that a particular selected registered investment adviser(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 objectives, we may suggest that the client contract with a different registered investment adviser and/or program sponsor. Under this scenario, our firm assists the client in selecting a new registered investment adviser and/or program. However, any move to a new registered investment adviser and/or program is solely at the discretion of the client.

FINANCIAL PLANNING

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. 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.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.

- ESTATE: We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid and elder law.

We gather required information through in-depth personal interviews. Information gathered 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. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

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

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate

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.

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.

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 12/31/2011, we were actively managing \$321,535,244 of clients' assets on a discretionary basis.

Item 5 Fees and Compensation

PORTFOLIO MANAGEMENT SERVICES FEES

Our annual fees for Portfolio Management Services are based upon a percentage of assets under management and generally range from 0.25% to 3.0%.

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

<u>Assets Under Management</u>		<u>Annual Fee</u>
\$0	\$499,999	1.5%
\$500,000	\$999,999	1.25%
\$1,000,000+		1.0%

The annualized fee for Portfolio Management Services is charged as a fixed fee, negotiated on a case-by-case basis. Overall factors to be considered will include the type and amount of assets to be managed and the complexity of the client's circumstances. BFT Financial Group, LLC's fixed fees range from \$350 to \$15,000.

Limited Negotiability of Advisory Fees: Although BFT Financial Group, LLC 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 achieving the minimum account size requirements and 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.

MODEL PORTFOLIO MANAGEMENT FEES

Our annual fees for Model Portfolio Management Services are based upon a percentage of assets under management and generally range from 0.25% to 3.0%.

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

<u>Assets Under Management</u>		<u>Annual Fee</u>
\$0	\$499,999	1.5%
\$500,000	\$999,999	1.25%
\$1,000,000+		1.0%

The annualized fee for Model Portfolio Management Services will be charged as a fixed fee, negotiated on a case-by-case basis. Overall factors to be considered will include the type and amount of assets to be managed and the complexity of the client's circumstances. BFT Financial Group, LLC's fixed fees range from \$350 to \$15,000.

Limited Negotiability of Advisory Fees: Although BFT Financial Group, LLC 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 achieving the minimum account size requirements and 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.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS FEES

We are paid by the independent adviser selected by the client for portfolio management services. Our fee is based on a percentage of the client's managed assets (typically ranging up to 0.50% of the fee charged by the independent investment adviser, depending on the size of the account), which is included in the independent investment adviser's annual management fee. The portion of the advisory fee paid to us does not increase the client's ultimate advisory fee paid to the selected independent investment adviser.

Clients are provided with a separate disclosure document describing the fee paid to us by such independent registered investment advisers. The total asset management fee, including the referral fee paid to our firm, is disclosed in the independent investment adviser's disclosure document.

FINANCIAL PLANNING FEES

BFT Financial Group, LLC'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 \$100 to \$350 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.

Our Financial Planning fees are calculated and charged on a fixed fee basis, typically ranging from \$350 to \$15,000, depending on the specific arrangement reached with the client.

We may request a retainer upon completion of our initial fact-finding session with the client; however, advance payment will never exceed \$500 for work that will not be completed within six months. The balance is due upon completion of the plan.

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: BFT Financial Group, LLC 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.

Financial Planning Fee Refund: A full refund of the plan fee will be returned to the client if requested in writing within 30 days of the plan delivery. Refund requests received after the 30 day period will be considered on an individual basis depending on the situation and time frame since the plan delivery.

The client is billed quarterly in advance based on our total estimated Financial Planning fees.

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

CONSULTING SERVICES FEES

BFT Financial Group, LLC'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 \$100 to \$350 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

Our Consulting Services fees are calculated and charged on a fixed fee basis, typically ranging from \$350 to \$15,000, subject to the specific arrangement reached with the client.

Our Consulting Services fees are charged as a percentage of assets under advisement by our firm, typically ranging from 0.25% to 3.0% of assets under review, depending on the nature and complexity of each client's circumstances, and upon mutual agreement with the client.

The client is billed quarterly in advance based on our estimated 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

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 BFT Financial Group, LLC 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 advisers, 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.

ERISA Accounts: BFT Financial Group, LLC 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, BFT Financial Group, LLC 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 BFT Financial Group, LLC'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 advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

BFT Financial Group, LLC does not charge performance-based fees.

Item 7 Types of Clients

BFT Financial Group, 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)
- Other pooled investment vehicles(e.g., hedge funds)
- Charitable organizations
- Corporations or other businesses not listed above

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:

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.

Margin transactions. We may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings.

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 may 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 may buy a put if we have determined that the price of the stock will fall before the option expires.

We may use options to speculate on the possibility of a sharp price swing. We may also use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We may 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 may 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.

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.

The following are disciplinary events relating to our firm and/or our management personnel:

On 6/13/2007 Sammy D. Tally was fined \$7,500 and censured for failure to obtain NASD approval prior to effecting material changes in the firm's business operations. Specifically, the firm increased the number of hired registered representatives and opened branch offices that exceeded the numbers permitted by the safe harbor provisions found in interpretive material 1011-1.

Item 10 Other Financial Industry Activities and Affiliations

FIRM Registrations:

In addition to BFT Financial Group, LLC being a registered investment adviser, our firm is registered as a FINRA member broker-dealer. A list of affiliated broker-dealers is specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1, which can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

MANAGEMENT PERSONNEL Registrations:

Management personnel of our firm are separately licensed as registered representatives of BFT Financial Group, LLC, an affiliated FINRA member broker-dealer.

Some registered representatives of the firm also maintain accounting firms where they are individually licensed and practicing Certified Public Accountants providing accounting services for separate and typical compensation.

Accounting services provided by a registered representative are separate and distinct from our advisory services, and are provided for separate and typical compensation. There are no referral fee arrangements between BFT Financial Group, LLC and our registered representatives for these recommendations. No BFT Financial Group, LLC client is obligated to use a registered representative for any accounting services and conversely, no accounting client is obligated to use the advisory services provided by us. The registered representative accounting services do not include the authority to sign checks or otherwise disburse funds on any of our advisory client's behalf. BFT Financial Group, LLC does not receive any compensation from the registered representative for any accounting services.

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.

BFT Financial Group, LLC 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.

BFT Financial Group, LLC'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 steve@bftfg.com, or by calling us at 817-354-1090.

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 accounts 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 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. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to termination.

Item 12 Brokerage Practices

BFT Financial Group, LLC will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help BFT Financial Group, LLC in providing investment management services to clients. BFT Financial Group, LLC may, therefore recommend (or use) the use of a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Consistent with obtaining best execution for clients, BFT Financial Group, LLC may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to BFT Financial Group, LLC and, indirectly, to BFT Financial Group, LLC's clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and

done at our discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties which are compensated by the broker. BFT Financial Group, LLC does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. BFT Financial Group, LLC may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if BFT Financial Group, LLC determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its ('brokerage') discretionary client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and BFT Financial Group, LLC makes a good faith effort to determine the percentage of such products or services which may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are paid by our firm to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When BFT Financial Group, LLC uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that BFT Financial Group, LLC does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients.

As a matter of policy and practice, BFT Financial Group, LLC 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 advisers who block client trades.

BFT Financial Group, LLC may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. BFT Financial Group, LLC is independently owned and operated and not affiliated with Schwab.

Schwab provides BFT Financial Group, LLC with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no

charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit BFT Financial Group, LLC but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts 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 our fees from clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

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

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to BFT Financial Group, LLC. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other

benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

BFT Financial Group, LLC has an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides our firm with their "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like BFT Financial Group, LLC in conducting business and in serving the best interests of our clients but that may also benefit us.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables BFT Financial Group, LLC to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Fidelity also makes available to our firm, at no additional charge to us, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by BFT Financial Group, LLC (within specified parameters).

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of BFT Financial Group, LLC's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. 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 BFT Financial Group, LLC 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. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. BFT Financial Group, LLC and Fidelity are not affiliated.

BFT Financial Group, LLC participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc.,

member SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. BFT Financial Group, LLC receives some benefits from TD Ameritrade through our participation in the program.

BFT Financial Group, LLC participates in TD Ameritrade's Institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount):

TD Ameritrade also makes available to our firm other products and services that benefit BFT Financial Group, LLC but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at TD Ameritrade.

TD Ameritrade's products and services that assist us in managing and administering our clients' accounts 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 our fees from clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

TD Ameritrade also offers other services intended to help us manage and further develop our business enterprise. These services may include:

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

Some of the products and services made available by TD Ameritrade through the program may benefit BFT Financial Group, LLC but may not benefit our client accounts. These

products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by BFT Financial Group, LLC through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by BFT Financial Group, LLC or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of TD Ameritrade for custody and brokerage services.

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

BFT Financial Group, LLC's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to our firm, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, our client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with BFT Financial Group, LLC, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, we may have an incentive to recommend to our clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

BFT Financial Group, LLC's receipt of Additional Services does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

BFT Financial Group, LLC has an arrangement with Raymond James. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like BFT Financial Group, LLC in conducting business and in serving the best interests of our clients but that may also benefit us.

Raymond James charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Raymond James enables BFT Financial Group, LLC to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Raymond James's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Raymond James may be higher or lower than those charged by other custodians and broker-dealers. As part of the arrangement, Raymond James also makes available to our firm, at no additional charge to us, certain research and brokerage services, including research services

obtained by Raymond James directly from independent research companies, as selected by BFT Financial Group, LLC (within specified parameters).

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Raymond James' services. We examined this potential conflict of interest when we chose to enter into the relationship with Raymond James and have determined that the relationship is in the best interests of BFT Financial Group, LLC's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. 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 BFT Financial Group, LLC 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. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. BFT Financial Group, LLC and Raymond James are not affiliated.

Item 13 Review of Accounts

PORTFOLIO MANAGEMENT SERVICES

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed 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 investment committee which is composed of the following: Sammy Tally, Member Manager, Stephen Freeman, Member Manager, Bill Schultz, CCO, and Stephen Tally, CEO.

REPORTS: In addition to the monthly statements and confirmations of transactions that Portfolio Management Services clients receive from their broker-dealer, BFT Financial Group, LLC will provide quarterly reports summarizing account performance, balances and holdings.

MODEL PORTFOLIO MANAGEMENT SERVICES

REVIEWS: While the underlying securities within Model Portfolio Management Services accounts are regularly monitored, these accounts are reviewed on an as needed basis. 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 the investment committee which is composed of the following: Sammy Tally, Member Manager, Stephen Freeman, Member Manager, Bill Schultz, CCO, and Stephen Tally, CEO.

REPORTS: In addition to the monthly statements and confirmations of transactions that Model Portfolio Management Services clients receive from their broker-dealer, BFT Financial Group, LLC will 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.

SELECTION and MONITORING of THIRD-PARTY MONEY MANAGERS

REVIEWS: These client accounts should refer to the independent registered investment adviser'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 adviser.

BFT Financial Group, LLC will provide reviews on an as needed basis.

These accounts are reviewed by the investment advisor.

REPORTS: These clients should refer to the independent registered investment adviser'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 adviser.

BFT Financial Group, LLC does not typically provide reports in addition to those provided by the independent registered investment adviser selected to manage the client's assets.

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: Consulting Services clients will not typically receive reports due to the nature of the service.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

OTHER COMPENSATION

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.

Our firm does not have actual or constructive custody of client accounts.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

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
- determine when to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such 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 \$1200 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. BFT Financial Group, LLC has no additional financial circumstances to report.

BFT Financial Group, LLC has not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2B of Form ADV: Brochure Supplement - E. Stephen Freeman

BFT Financial Group, LLC

2312 School Lane
Bedford, Texas 76021
817-354-1090

3/7/2012

This brochure supplement provides information about E. Stephen Freeman that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about E. Stephen Freeman is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: E. Stephen Freeman **Born:** 1949

Education

- Oakland University; BS, Management; 1971
- Michigan State University; MBA, Management; 1973

Business Experience

- American Express; Financial Planner; from 1984 to 1995
- Securities America Advisors, Inc.; Financial Planner; from 1995 to 1999
- World Choice Securities, Inc.; Financial Planner; from 1999 to 2002
- BFT Financial Group. LLC; Member Manager; from 1995 to Present

Designations

E. Stephen Freeman has earned the following designation(s) and is in good standing with the granting authority:

Certified Financial Planner; College for Financial Planning; 1985

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 100 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.

Chartered Life Underwriter; The American College; 1993

A professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses, and successfully pass all eight two-hour, 100-question examinations in order to receive the designation. Financial Planners with a CFP designation will often earn the CLU designation title to demonstrate their expertise in the areas of life insurance and estate planning to existing and potential clients. Having additional knowledge in these areas gives financial planners a competitive edge over other planners with fewer credentials

Disciplinary Information

E. Stephen Freeman has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. E. Stephen Freeman is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. E. Stephen Freeman receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

E. Stephen Freeman is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

E. Stephen Freeman does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: *Brochure Supplement* - William D. Schultz

BFT Financial Group, LLC
2312 School Lane
Bedford, Texas 76021
817-354-1090

3/7/2012

This brochure supplement provides information about William D. Schultz that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about William D. Schultz is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: William D. Schultz

Born: 1965

Education

- Baylor University; BBA, Finance; 1990

Business Experience

- American Express; Financial Planner; from 1992 to 1997
- Securities America Advisors, Inc.; Financial Planner; from 1997 to 1999
- World Choice Securities, Inc.; Financial Planner; from 1999 to 2002
- BFT Financial Group. LLC; Member Manager; from 1998 to Present

Disciplinary Information

William D. Schultz has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. William D. Schultz is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a

fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. William D. Schultz receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

William D. Schultz is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

William D. Schultz does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Sammy D. Tally

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Sammy D Tally

BFT Financial Group, LLC

2312 School Lane
Bedford, Texas 76021
817-354-1090

Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Sammy D Tally that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Sammy D Tally is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Sammy D Tally

Born: 1943

Education

McMurry University

Business Experience

- American Express; Financial Planner; from 1985 to 1995
- Securities America Advisors, Inc.; Financial Planner; from 1998 to 1999
- World Choice Securities, Inc.; Financial Planner; from 1999 to 2001
- BFT Financial Group. LLC; Member Manager; from 1995 to Present

Designations

Sammy D Tally has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner; College of Financial Planning; 1990

Disciplinary Information

On 6/13/2007 Sammy D. Tally was fined \$7,500 and censured for failure to obtain NASD approval prior to effecting material changes in the firm's business operations. Specifically, the firm increased the number of hired registered representatives and opened branch offices that exceeded the numbers permitted by the safe harbor provisions found in interpretive material 1011-1.

Other Business Activities

A. Investment-Related Activities

1. Sammy D Tally is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Sammy D Tally receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Sammy D Tally is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

Additional Compensation

Sammy D Tally does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement- Stephen D. Tally

BFT Financial Group, LLC

2312 School Lane
Bedford, Texas 76021
817-354-1090

3/7/2012

This brochure supplement provides information about Stephen D. Tally that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Stephen D. Tally is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Stephen D. Tally

Born: 1967

Education

- University of North Texas; BS, Marketing; 1999

Business Experience

- BFT Financial Group, LLC; Chief Executive Officer; from 1999 to Present
- Professional Partners Corporation; Financial Planner; from 2000 to 2006
- World Choice Securities, Inc.; Financial Planner; from 1999 to 2001

Disciplinary Information

Stephen D. Tally has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Stephen D. Tally is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Stephen D. Tally receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Stephen D. Tally is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Stephen D. Tally does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - David W. Blaylock Jr.

Mike Mills Wealth Management, LLC
1121 South Carroll Avenue, Suite 215
Southlake, TX 76092
817-416-7300

BFT Financial Group, LLC Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about David W. Blaylock Jr. that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about David W. Blaylock Jr. is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: David W. Blaylock Jr. **Born:** 1977

Education

- Texas A & M University; BS, Finance; 2002

Business Experience

- IDS Life Insurance Company; Registered Representative; from 2003 to 2004
- American Express Financial Advisors, Inc; Advisor Trainee; from 2003 to 2004
- Lee Johnson Capital Management, LLC; Director of Marketing; from 2004 to 2009
- Intersecurities, Inc.; Registered Representative; from 2004 to 2009
- Transamerica Financial Advisors, Inc.; Registered Representative; from 2004 to 2009
- BFT Financial Group, LLC; Registered Representative; from 2009 to Present

Designations

David W. Blaylock Jr. has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner; College for Financial Planning; 2009

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 100 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.

- Certified in Long-Term Care; Corp. for Long-Term Care Certification; 2007

CLTC graduates have completed a rigorous multi-disciplinary course that focuses on the profession of long-term care. The program is recognized by state regulators, through the granting of continuing education credits, as having provided essential information necessary to the appropriate sale of long-term care insurance. The CLTC requires completion of a 7-Part multi-disciplinary course, a written exam administered by Prometric, Inc. and a signed pledge and adherence to oath and rules enforced by Board of Standards.

Disciplinary Information

David W. Blaylock Jr. has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. David W. Blaylock Jr. is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a

fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. David W. Blaylock Jr. receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

David W. Blaylock Jr. is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

David W. Blaylock Jr. does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William Schultz

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Kenneth C. Boothe

1001 E. FM 700
Big Spring, TX 79720
432-268-9292

BFT Financial Group, LLC Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Kenneth C. Boothe that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Kenneth C. Boothe is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Kenneth C. Boothe

Born: 1945

Education

- Texas Tech University; BBA, Accounting; 1974

Business Experience

- World Choice Securities, Inc.; Registered Representative; from 2001 to 2002
- Professional Partners Corporation; Registered Representative; from 2002 to 2006
- BFT Financial Group, LLC; Registered Representative; from 2002 to Present

Designations

Kenneth C. Boothe has earned the following designation(s) and is in good standing with the granting authority:

- Certified Public Accountant; State of Texas Board of Public Accountancy; 2003

A CPA license is legally required in order to do particular jobs, such as public accounting (independent auditing). However, one does not require a CPA license in order to prepare tax returns. State laws govern what CPAs can and cannot do with their license.

Requirements: Requirements vary by state, but in general, in order to sit for the CPA exam, applicants must have a bachelor's degree with 120 semester hours. To obtain the CPA designation, applicants must pass the Uniform CPA Exam, gain relevant work experience and meet additional educational requirements. Overall, additional educational requirements usually consist of 24-30 semester hours in accounting, earned through a graduate or bachelor's degree in business. Many states also require a minimum number of one to two years accounting and/or auditing experience.

Disciplinary Information

Kenneth C. Boothe has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Kenneth C. Boothe is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Kenneth C. Boothe receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Kenneth C. Boothe is a partner with Boothe, Vassar and Company, Certified Public Accountants. The major functions of the firm include tax preparation,

bookkeeping and accounting. Clients are not obligated to use the RIA or brokerage services if they are Boothe, Vassar and Company clients. There are no incentives, discounts or penalties if Boothe, Vassar and Company clients choose not to use or drop the RIA or brokerage services or vice versa. Compensation for the bookkeepers, accountants, and tax consultants varies between salaries and hourly wages paid by Boothe, Vassar and Company.

Additional Compensation

Kenneth C. Boothe does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Philip B. Crawford

Crawford Financial
1003 Austin Street
George West, TX 78022
361-449-8977

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Philip B. Crawford that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Philip B. Crawford is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Philip B. Crawford

Born: 1962

Education

- Texas A & M University; BS, Agricultural Business; 1984

Business Experience

- World Choice Securities, Inc.; Registered Representative; from 1998 to 2001
- Professional Partners Corporation; Financial Advisor; from 2002 to 2006
- BFT Financial Group, LLC; Registered Representative; from 2002 to Present

Disciplinary Information

Philip B. Crawford has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Philip B. Crawford is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Philip B. Crawford receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Philip B. Crawford is the owner and founder of Crawford Financial. The major functions of the firm include tax preparation, bookkeeping and accounting with a specialization in Farming, Ranching and Oil & Gas. Clients are not obligated to use the RIA or brokerage services if they are Crawford Financial clients. There are no incentives, discounts or penalties if Crawford Financial clients choose not to use or drop the RIA or brokerage services or vice versa. Compensation for the bookkeepers, accountants, and tax consultants varies between salaries and hourly wages paid by Crawford Financial.

Additional Compensation

Philip B. Crawford does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: William Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Jimmy Daryl Curtis

6300 I-40 West, Suite 130
Amarillo, TX 79106
806-358-3186

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Jimmy D. Curtis that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Jimmy D. Curtis is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Jimmy D. Curtis

Born: 1953

Education

- West Texas A & M University; BS, Finance; 1976

Business Experience

- Ameritas Investment Corporation; Registered Representative; from 1984 to 1991
- Fortis Investors, Inc.; Registered Representative; from 1992 to 1993
- Omega Securities, Inc.; Registered Representative; from 1993 to 1998
- Capital West Investment Group, Inc.; Registered Representative; from 1998 to 1998
- Omega Securities, Inc.; Registered Representative; from 1998 to 2003
- Park Avenue Securities, LLC; Registered Representative; from 2003 to 2004
- Macro Financial Advisors, Inc.; Advisor Representative; from 2003 to 2005
- BFT Financial Group, LLC; Registered Representative; from 2005 to Present

Designations

Jimmy D. Curtis has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Life Underwriter; American College; 1979

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 100 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.

- Chartered Financial Consultant; American College; 1988

The ChFC program is administered by the American College, Bryn Mawr, Pennsylvania. This designation has the same core curriculum as the CFP® designation, plus two or three additional elective courses that focus on various areas of personal financial planning. In addition to successful completion of an exam on areas of financial planning, including income tax, insurance, investment and estate planning, candidates are required to have a minimum of three (3) years experience in a financial industry position.

Disciplinary Information

Jimmy D. Curtis has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Jimmy D. Curtis is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things;

govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Jimmy Daryl Curtis receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Jimmy D. Curtis is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Jimmy D. Curtis does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: E. Stephen Freeman

Title: Member Manager

Phone Number: 817-354-1090

Part 2B of Form ADV: *Brochure Supplement* – Jessica C. Cutrera

23/F The Lucky Building, 39 Wellington Street
Central, Hong Kong

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Jessica C. Cutrera that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Jessica C. Cutrera is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Jessica C. Cutrera

Born: 1976

Education

- Indiana University; BS, Psychology and Applied Health Science; 1997
- Temple University Japan Campus; MBA; 2006

Business Experience

- Charles Schwab & Co., Inc.; Registered Representative; from 2000 to 2002
- American Express Financial Advisors; Financial Advisor; from 2002 to 2002
- Financial Partners International; Associate; from 2002 to 2004
- Quest Capital Strategies, Inc.; Registered Representative; from 2003 to 2004
- BFT Financial Group, LLC; Registered Representative; from 2004 to Present

Disciplinary Information

Jessica C. Cutrera has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Jessica C. Cutrera is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider

trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Jessica C. Cutrera receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Jessica C. Cutrera is a Director with EXS Capital Asia Limited, a Hong Kong based SFC licensed company. She is responsible for accounting and operations as well as compliance for all business activities and providing support to local clients and other senior partners and their clients. Additionally, she is responsible for supervising office manager and administrative staff. She is licensed locally for advising on securities and asset management and as a responsible officer for the oversight of the firm. She is also a technical representative under EXS Capital Protection Limited for life insurance business and marketing.

Additional Compensation

Jessica C. Cutrera does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: William D. Schultz

Title: CCO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Richard P. Dirkse

Rockwall Wealth Management
3077 No. Goliad
Rockwall, TX 75087
972-771-1472

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Richard P. Dirkse that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Richard P. Dirkse is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Richard P. Dirkse

Born: 1958

Education

- Midwestern State University; BS, Business Economics; 1980

Business Experience

- H.D. Vest Investment Securities, Inc.; Registered Representative; from 1988 to 1992
- 1st Global Capital Corporation; Registered Representative; from 1992 to 1996
- Securities America, Inc.; Registered Representative; from 1997 to 2003
- BFT Financial Group, LLC; Registered Representative; from 2004 to Present

Designations

Richard P. Dirkse has earned the following designation(s) and is in good standing with the granting authority:

- Enrolled Agent; Internal Revenue Service; 1991

A tax professional authorized by the U.S. government to be able to represent taxpayers in matters concerning the Internal Revenue Service (IRS). Enrolled agents must pass an examination proving competence or having sufficient experience as an IRS employee, as well as passing a background check, before receiving the designation.

Enrolled agents first appeared in 1884 as a result of issues arising with Civil War loss claims. EAs are responsible for adhering to a code of ethics and professional conduct. They are involved in such work as tax preparation, representation, tax planning and similar types of financial services to both individuals and businesses.

- Certified Financial Planner; College for Financial Planning; 1992

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 100 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.

Disciplinary Information

Richard P. Dirkse has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Richard P. Dirkse is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Richard P. Dirkse receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Richard P. Dirkse is the owner of Dirkse & Associates which handles bookkeeping and taxes for mostly small business owners. Rick Dirkse is an Enrolled Agent (E.A.) and Dirkse & Associates employs 4 bookkeepers, 4 tax consultants, and an office manager. Clients are not obligated to use the Rockwall Wealth Management services if they are Dirkse & Associates clients. There are no incentives, discounts or penalties if Dirkse & Associates clients choose not to use or drop the Rockwall Wealth Management services or vice versa. Compensation for the bookkeepers and tax consultants varies between salaries and hourly wages paid by Dirkse & Associates.

Additional Compensation

Richard P. Dirkse does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Steve Freeman

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Daniel S. Grieb

Daniel S. Grieb, P.C.
12109 Anne Street
Omaha, NE 68137
402-399-0832

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Daniel S. Grieb that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Daniel S. Grieb is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Daniel S. Grieb

Born: 1961

Education

- University of Nebraska - Omaha; BA, Accounting; 1989

Business Experience

- Professional Partners Corporation; Registered Representative; from 2000 to 2006
- World Choice Securities, Inc.; Registered Representative; from 2000 to 2001
- BFT Financial Group, LLC; Registered Representative; from 2002 to Present

Designations

Daniel S. Grieb has earned the following designation(s) and is in good standing with the granting authority:

- Certified Public Accountant; Nebraska State Board of Public Accountancy; 1991

A CPA license is legally required in order to do particular jobs, such as public accounting (independent auditing). However, one does not require a CPA license in order to prepare tax returns. State laws govern what CPAs can and cannot do with their license.

Requirements: Requirements vary by state, but in general, in order to sit for the CPA exam, applicants must have a bachelor's degree with 120 semester hours. To obtain the CPA designation, applicants must pass the Uniform CPA Exam, gain relevant work experience and meet additional educational requirements. Overall, additional educational requirements usually consist of 24-30 semester hours in accounting, earned through a graduate or bachelor's degree in business. Many states also require a minimum number of one to two years accounting and/or auditing experience.

Disciplinary Information

Daniel S. Grieb has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Daniel S. Grieb is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- 2. Daniel S. Grieb receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Daniel S. Grieb is the owner and founder of Daniel S. Grieb, PC, Certified Public Accountants. The major functions of the firm include tax preparation, bookkeeping and accounting. Clients are not obligated to use the RIA or brokerage services if they are Daniel S. Grieb, PC clients. There are no incentives, discounts or penalties if Daniel S. Grieb, PC clients choose not to use or drop the RIA or brokerage services or vice versa. Compensation for the

bookkeepers, accountants, and tax consultants varies between salaries and hourly wages paid by Daniel S. Grieb, PC.

Additional Compensation

Daniel S. Grieb does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Antony M. Howard

2312 School Lane
Bedford, TX 76021
817-354-1090

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Antony M. Howard that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Antony M. Howard is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Antony M. Howard

Born: 1966

Education

- East Texas State University; BS, Economics; 1991

Business Experience

- Primerica Financial Services; Sales Leader; from 1993 to 2001
- PFS Investments Inc.; Regional Manager; from 1995 to 2001
- Providian Financial; Customer Service Manager; from 2003 to 2003
- Wadell & Reed, Inc.; Associated Person; from 2001 to 2004
- First Midwest Securities, Inc.; Independent Contractor; from 2004 to 2004
- BFT Financial Group, LLC; Registered Representative; from 2004 to Present

Disciplinary Information

Antony M. Howard has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Antony M. Howard is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider

trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Antony M. Howard receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Antony M. Howard works as a Branch Manager at First Convenient Bank. He is accountable for reaching a monthly sales goal of new checking accounts and customer retention. FCB does not offer securities.

Additional Compensation

Antony M. Howard does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Gregory L. Hutto

Hutto Retirement Advisors, LLC
1109 Cheek Sparger Road, Suite 150
Colleyville, TX 76034
817-503-0100

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Gregory L. Hutto that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Gregory L. Hutto is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Gregory L. Hutto

Born: 1962

Education

- Texas A & M University; B.B.A., Management; 1984
- Tarleton State; ME, Education; 1989

Business Experience

- National Securities Corporation; Registered Representative; from 1996 to 1999
- The Williams Financial Group; Registered Representative; from 1999 to 2001
- UBS PaineWebber, Inc.; Financial Advisor; from 2001 to 2004
- Raymond James & Associates; Financial Advisor; from 2004 to 2008
- Silver Oak Securities, Inc.; Registered Representative; from 2008 to 2010
- BFT Financial Group, LLC; Registered Representative; from 2010 to Present

Designations

Gregory L. Hutto has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner; College of Financial Planning; 1999

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 100 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.

- Chartered Financial Analyst; CFA Institute; 2007

A professional designation given by the CFA Institute (formerly AIMR) that measures the competence and integrity of financial analysts. Candidates are required to pass three levels of exams covering areas such as accounting, economics, ethics, money management and security analysis. Before you can become a CFA charter holder, you must have four years of investment/financial career experience. To enroll in the program, you must hold a bachelor's degree. The CFA charter is one of the most respected designations in finance.

Disciplinary Information

Gregory L. Hutto has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Gregory L. Hutto is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider

trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Gregory L. Hutto receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Gregory L. Hutto is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Gregory L. Hutto does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Sammy D. Tally

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement – Sam A. Kayem

2312 School Lane
Bedford, TX 76021
817-354-1090

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Sam A. Kayem that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Sam A. Kayem is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Sam A. Kayem

Born: 1946

Education

- Texas Tech University; BA, Zoology; 1973

Business Experience

- UBS Financial Services, Inc.; Financial Advisor; from 1981 to 2009
- BFT Financial Group, LLC; Registered Representative; from 2009 to Present

Disciplinary Information

Sam A. Kayem has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Sam A. Kayem is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Sam A. Kayem receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Sam A. Kayem is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Sam A. Kayem does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Sammy D. Tally

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Sharon M. Medina

Pinnacle International Investments, LLC
3410 John Stockbauer, Suite D Victoria, TX 77904
361-573-5777

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Sharon M. Medina that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Sharon M. Medina is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Sharon M. Medina

Born: 1965

Education

- Victoria College; Degree: None; 1984 - 1986
- University of Houston; Degree: None; 2000 - 2002

Business Experience

- H. Beck, Inc.; Registered Representative; from 1995 to 1996
- SunAmerica Securities, Inc.; Registered Representative; from 1996 to 1998
- American General Securities, Inc.; Design Consultant; from 1998 to 1999
- Merrill Lynch, Pierce, Fenner & Smith Inc.; Associate Financial Consultant; from 1999 to 2003
- BFT Financial Group, LLC; Investment Advisor; from 2003 to Present

Disciplinary Information

Sharon M. Medina has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Sharon M. Medina is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider

trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Sharon M. Medina receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Sharon M. Medina is the owner/agent of Medina Insurance Agency. The company opened in 2004 for the sale of Property and Casualty Insurance focusing on Home, Auto, Windstorm, Commercial, Business and Flood Insurance for the public. There is no relationship between the RIA business and Medina Insurance although they may have some of the same clients. The clients of Medina Insurance Agency are not required to become clients of the RIA business. All compensation earned is paid in commission checks from the providing insurance company.

Additional Compensation

Sharon M. Medina does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Michael A. Mills

Mike Mills Wealth Management, LLC
1121 South Carroll Avenue, Suite 215
Southlake, TX 76092
817-416-7300

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Michael A. Mills that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Michael A. Mills is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Michael A. Mills

Born: 1972

Education

- United States Air Force Academy; BS, Management; 1995

Business Experience

- HD Vest Investment Securities, Inc.; Investment Advisor; from 1998 to 1999
- H. Beck, Inc; Registered Representative; from 1999 to 2003
- Mike Mills Wealth Management, LLC; Financial Advisor; from 2003 to Present
- BFT Financial Group, LLC; Registered Representative; from 2004 to Present

Designations

Michael A. Mills has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner; College for Financial Planning; 2007

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 100 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.

- Certified Fund Specialist; Institute of Business & Finance; 1999

The CFS is the oldest designation in the mutual fund industry. Course topics include, but are not limited to, portfolio theory, dollar-cost averaging and annuities. The course includes successful completion of three examinations, submission of written case study and 2000 hours of work experience in the financial services industry or a bachelor's degree from an accredited college or university.

Disciplinary Information

Michael A. Mills has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Michael A. Mills is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Michael A. Mills receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Michael A. Mills is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Michael A. Mills does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Brian J. Mueller

Mike Mills Wealth Management, LLC
1121 South Carroll Avenue, Suite 215
Southlake, TX 76092
817-416-7300

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Brian J. Mueller that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

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

Educational, Background and Business Experience

Full Legal Name: Brian J. Mueller

Born: 1973

Education

- Colorado State University - Pueblo; BS, Business Management; 1997

Business Experience

- UBS PaineWebber, Inc.; Registered Trainee; from 2001 to 2001
- J.P. Morgan Institutional Investments, Inc.; Relationship Manager; from 2003 to 2005
- Intersecurities, Inc.; Registered Representative; from 2005 to 2009
- Demicell Wealth Managers, Inc.; V.P. of Strategic Planning; from 2005 to 2011
- Triad Advisors, Inc.; Registered Administrative; from 2009 to 2011
- BFT Financial Group, LLC; Investment Advisor; from 2011 to Present

Designations

Brian J. Mueller has earned the following designation(s) and is in good standing with the granting authority:

- Certified Financial Planner; Kaplan University; 1997

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 100 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.

Disciplinary Information

Brian J. Mueller has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Brian J. Mueller is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Brian J. Mueller receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Brian J. Mueller is not engaged in any other business or occupation that

provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Brian J. Mueller does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Daniel N. Savard

Corporate Pensions Company
2487 So. Gilbert Road Suite 106-621
Gilbert, AZ 85295
480-632-2293

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Daniel N. Savard that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Daniel N. Savard is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Daniel N. Savard

Born: 1947

Education

Bunker Hill College, 2 years, Degree; none

Business Experience

- Century Investors of America, Inc.; Registered Representative; from 1991 to 1991
- Royal Alliance Associates, Inc; Registered Representative; from 1991 to 2002
- Park Avenue Securities, LLC; Registered Representative; from 2002 to 2004
- Capital Analysts, Inc; Registered Representative; from 2004 to 2006
- Main Street Securities; Registered Representative; from 2006 to 2009
- BFT Financial Group, LLC; Registered Representative; from 2009 to Present

Designations

Daniel N. Savard has earned the following designation(s) and is in good standing with the granting authority:

- Registered Financial Consultant; International Association of Registered Financial Consultants; 2011

A Registered Financial Consultant must have a minimum of four years' experience as a full-time practitioner in the field of financial planning or financial services and completed an IARFC approved curriculum at an accredited college or university. RFC's must have a sound record of business integrity with no suspension or revocation of any professional licenses and devote a minimum of 40 hours per year of continuing education.

Disciplinary Information

Daniel N. Savard has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Daniel N. Savard is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Pension consultant

Corporate Pensions Company began in 1987. As President, Dan Savard does not charge any compensation for work from that company. There is no conflict of interest for the client with the work he does through BFT Financial Group, LLC. Should the plan result in the sale of life insurance the agent's commission is disclosed. Because of his expertise in the area qualified plans opportunities are often created that help people with their investments. If a rare instance occurred where no compensation was generated by either the RIA or insurance sale a nominal fee would be charged to the client.

2. Daniel N. Savard receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Daniel N. Savard is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Daniel N. Savard does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Sammy D. Tally

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Ryan M. Vassar

1001 E. FM 700
Big Spring, TX 79720
432-268-9292

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Ryan M. Vassar that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Ryan M. Vassar is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Ryan M. Vassar

Born: 1984

Education

- Texas Tech University; BBA, Business Administration; 2007

Business Experience

- BFT Financial Group, LLC; Registered Representative; from 2007 to Present

Disciplinary Information

Ryan M. Vassar has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Ryan M. Vassar is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Ryan M. Vassar does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Ryan M. Vassar is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Ryan M. Vassar does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Sammy D. Tally

Title: Managing Member

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Zaphrey L. Williams

2312 School Lane
Bedford, TX 76021
817-354-1090

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Zaphrey L. Williams that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Zaphrey L. Williams is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Zaphrey L. Williams

Born: 1968

Education

- Grambling State University; BS, Marketing; 1992

Business Experience

- Fidelity Brokerage Services, Inc.; Registered Representative; from 1993 to 1997
- Waddell & Reed, Inc.; Associated Person; from 1997 to 2004
- First Midwest Securities, Inc.; Independent Contractor; from 2004 to 2004
- BFT Financial Group, LLC; Registered Representative; from 2004 to Present

Designations

Zaphrey L. Williams has earned the following designation(s) and is in good standing with the granting authority:

- Accredited Investment Fiduciary; Center for Fiduciary Studies; 2011

The Center for Fiduciary Studies offers training programs for the AIF designation. The AIF program provides detailed instruction on how to comply with the fiduciary standards of care and introduces the participant to the 22 Prudent Investment Practices developed by the Foundation for Fiduciary Studies. These practices combine "the minimum requirements of pertinent legislation with industry best practices." A fiduciary can be confident that he or she is meeting his or her obligations by holding to these practices. AIF designee's are held to a high standard of excellence.

Disciplinary Information

Zaphrey L. Williams has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Zaphrey L. Williams is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Zaphrey L. Williams receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities - Tax Preparation

Zaphrey L. Williams is a sole proprietor of a tax preparation business that involves a substantial amount of his time from January through April of each year. There is no relationship between the tax preparation service and BFT Financial Group, LLC. The tax preparation clients are not required to do business with the RIA/Financial Services business. RIA clients are not required to employ his tax services.

Additional Compensation

Zaphrey L. Williams does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Stephen D. Tally

Title: CEO

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Bret A. Wilson

Wilson Wealth Management
201 Laurence Drive, Ste 103
Heath, TX 75032
972-772-9599

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Bret A. Wilson that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Bret A. Wilson is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Bret A. Wilson

Born: 1962

Education

- Baylor University; BBA, Business; 1984
- Dallas Baptist University; MBA, Business; 1995

Business Experience

- Berkshire Equity Sales, Inc.; Registered Representative; from 1999 to 2000
- Robert W. Baird & Company, Inc.; Registered Representative; from 2000 to 2002
- Northwestern Mutual Investment Services, LLC; Registered Representative; from 2000 to 2003
- Linsco/Private Ledger Corp.; Registered Representative; from 2004 to 2005
- BFT Financial Group, LLC; Registered Representative; from 2005 to Present

Disciplinary Information

Bret A. Wilson has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Bret A. Wilson is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider

trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Bret A. Wilson receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Bret A. Wilson is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Bret A. Wilson does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: E. Stephen Freeman

Title: Member Manager

Phone Number: 817-354-1090

Part 2B of Form ADV: Brochure Supplement - Jennifer E. Ziesk

Rockwall Wealth Management
3077 No. Goliad
Rockwall, TX 75087
972-771-1472

BFT Financial Group, LLC
Bedford, Texas 76021

3/7/2012

This brochure supplement provides information about Jennifer E. Ziesk that supplements the BFT Financial Group, LLC brochure. You should have received a copy of that brochure. Please contact Steve Freeman if you did not receive BFT Financial Group, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Jennifer E. Ziesk is available on the SEC's website at www.adviserinfo.sec.gov

Educational, Background and Business Experience

Full Legal Name: Jennifer E. Ziesk

Born: 1971

Education

- Texas A & M University; BA, Liberal Arts; 1994
- Sam Houston State University; MBA, Business; 2000

Business Experience

- New York Life Insurance Company; Agent; from 2004 to 2006
- NY Life Securities, LLC; Agent; from 2006 to 2008
- Investment Professionals, Inc.; Sales; from 2008 to 2009
- BFT Financial Group, LLC.; Registered Representative; from 2010 to Present

Disciplinary Information

Jennifer E. Ziesk has no reportable disciplinary history.

Other Business Activities

A. Investment-Related Activities

1. Jennifer E. Ziesk is also engaged in the following investment-related activities:

- Registered representative of a broker-dealer

BFT Financial Group, LLC is a dually registered broker dealer/Registered investment Advisor. As such, representatives who transact business through the broker dealer earn sales commissions. These commissions are generated by the sales of securities and insurance.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a

fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

- Insurance company or agency

BFT Financial Group, LLC is a licensed insurance agency. As such, representatives may license through BFT for the sale of insurance products. The sale of insurance products through BFT may generate a commission.

In order to prevent conflicts of interest BFT has established a Code of Ethics for all employees and representatives. These rules are designed to, among other things; govern personal securities trading activities in the accounts of employees, insider trading and other forms of prohibited and unethical business conduct. The Code is based upon the principle that BFT Financial Group, LLC and its employees owe a fiduciary duty to its clients. The Code prevents serving personal interests ahead of customers and taking advantage of any position held at BFT.

2. Jennifer E. Ziesk receives commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

Jennifer E. Ziesk is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Additional Compensation

Jennifer E. Ziesk does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Supervision

Supervisor: Steve Freeman

Title: Managing Member

Phone Number: 817-354-1090