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**Firm Brochure
(Part 2A of Form ADV)**

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This brochure provides information about the qualifications and business practices of EagleStone Wealth Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (301) 924-2160, or by email at operations@EagleStonewealth.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. In this brochure, EagleStone refers to itself as a Registered Investment Advisor. The term “Registered” does not in any way imply a certain level of skill or training. Additional information about EagleStone Wealth Advisors, Inc. is available on the SEC’s website at www.adviserinfo.sec.gov

Material Changes

EagleStone's most recent update to the Firm Brochure was made on March 29, 2011. EagleStone's business activities have not changed materially since the time of that update. Steven Berkheimer was hired as a new employee as a Junior Financial Analyst. His biography can be found on page 26. This brochure reflects minor word level changes and asset updates that do not create a material change from brochures used by EagleStone in prior years.

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Advisory Business

Firm Description

EagleStone Wealth Advisors, Inc. (“EagleStone”) is a boutique wealth advisory and investment management firm serving approximately 200 clients world-wide. We provide a full spectrum of investment advisory, financial planning and wealth management services for individuals, nonprofits, foundations, corporations, partnerships, estates, trusts and pensions/profit sharing plans. EagleStone was established in February 2007 and is headquartered in Rockville, MD.

Principal Owners

James D Warring, CPA, PFS/CFP is the 100% Principal Owner of EagleStone Wealth Advisors, Inc. With over 25 years of experience in the financial services industry, Mr. Warring also oversees the firm’s operations on a daily basis, and is intimately involved in the quality and integrity of client services.

Types of Advisory Services

EagleStone Wealth Advisors, Inc. specializes in wealth accumulation and wealth preservation techniques. We do this by creating a customized investment management strategy for each client. Typically, this includes investment product recommendations and investment management of client accounts. EagleStone creates the investment management strategy in consultation with the client by integrating risk tolerance into an investment policy design. Clients are free to request that certain securities be included or excluded in their investment portfolio or unilaterally customize their own asset allocation design. EagleStone will rely on specific written instructions from the client as to the management of the client’s investment portfolio or securities contained therein. An Investment Policy Statement is required for every client engagement.

EagleStone’s two primary areas of expertise are (A) Investment Management Services and (B) Comprehensive Financial Planning Services.

(A) Investment Management Services includes some or all of the following:

- Review of Risk Tolerance Profile and Investment Objectives on a periodic basis
- Development of an investment portfolio in accordance with the Risk Tolerance Profile and Investment Objectives
- Creation of specific asset allocation and portfolio design for each client account
- Assisting the client in selecting an independent third-party custodian to safeguard client assets

- Preparation of paperwork and administrative assistance needed in establishing new accounts and transferring/consolidating outside accounts to the new custodian under EagleStone's oversight
- Performing the transactions necessary to execute the asset allocation including other transactions that may be requested by the client, i.e. buys, sells, transfer/wire of funds into and out of accounts.
- Fulfilling all duties necessary to ensure that the investment accounts are performing as expected according to the client's Risk Tolerance Profile and Investment Objectives. This includes, but is not limited to:
 - Monitoring performance at the security and account level on a continuous and regular basis
 - Researching and updating top performing/low cost investment options
 - Rebalancing the investment accounts on a periodic basis in order to bring the investment strategy back to target allocation
- Providing investment advice upon request
- Meeting to provide regular updates on investment accounts and review of Risk Tolerance Profile and Investment Objectives
- Providing a comprehensive quarterly performance report (from a third party software vendor) that includes:
 - Portfolio performance review over various time periods
 - Comparison of portfolio return to benchmark indices
 - Asset class summary reports
 - Portfolio composition reports
 - Gain/loss reports
 - Chronological transaction ledger (with daily account activity data)

EagleStone Wealth Advisors, Inc. offers two investment management platforms, an EagleStone Managed Account Program (E-MAP) and a subadvisor Managed Account Program (S-MAP), which are summarized below.

EagleStone Managed Account Program (E-MAP)

EagleStone will design and manage a portfolio that will be invested similarly to the portfolios of other clients who have similar investment objectives. EagleStone will perform research and design a portfolio that is specifically designed to meet the client's risk tolerance, objectives, time horizon, unique needs and circumstances, while taking into consideration the client's specific tax profile. The currently available E-MAP portfolio models are designated as Ultra-Conservative, Conservative, Moderate, Moderately Aggressive, Aggressive, and Highly Aggressive. Periodically, EagleStone may create additional portfolio models. In addition, EagleStone and the client may create a customized portfolio for the client's investment account, if necessary and appropriate.

Generally, the client will choose, in consultation with EagleStone, one of the E-MAP portfolio types that most closely match the client's investment objectives. The E-MAP portfolios consist primarily of listed securities which include, but are not limited to, money market funds, ETFs and no-load or load-waived, no transaction fee mutual funds. However, from time to time, the portfolios may also consist of listed securities including, but not limited to, stocks, bonds, unit investment trusts, certificates of deposit and other securities defined as such under applicable Federal and State laws.

EagleStone will monitor market conditions and the performance of the client's portfolio. The client may change the E-MAP portfolio model at any time. Via an Investment Management Agreement and Investment Policy Statement that the client will sign, the client agrees to notify EagleStone of a change in risk tolerance, objectives or time horizon. The minimum initial investment in the E-MAP Program is \$80,000.

Subadvisor Managed Account Program (S-MAP)

In certain circumstances, EagleStone may wish to sub-advise a client's portfolio to a qualified portfolio manager. EagleStone will perform research and request consultation for a portfolio that is specifically designed to meet the client's risk tolerance, objectives, time horizon, unique needs and circumstances, while taking into consideration the client's specific tax profile. Client assets will be placed with qualified portfolio managers and EagleStone, in conjunction with the client, will monitor economic conditions and the investments and other activities of the qualified portfolio managers.

EagleStone will monitor market conditions and the performance of the client's portfolio. The client may change the S-MAP portfolio at any time. Via an Investment Management Agreement and an Investment Policy Statement that the client will sign, the client agrees to notify EagleStone of a change in risk tolerance, objectives or time horizon. The minimum initial investment in the S-MAP Program is \$1,000,000.

(B) Comprehensive Financial Planning Services includes some or all of the following:

Retirement Accumulation Strategies:

- 401(k)s, 403(b)s, Design and Oversight
- IRA Rollover and Beneficiary Designation Planning
- Pension Plan and Profit Sharing Design Consultation
- Defined Benefit Plan Oversight
- IRA vs ROTH IRA Analysis
- Financial Independence Studies

Advisory Services for Organizations:

- Entity Selection for Small Business
- Company and Employer Fringe Benefits
- Business Succession & Buy-Sell Planning
- Risk Management & Insurance Protection Planning for Business Owners and Key Executives
- Review of Legal Documents

Wealth Accumulation Strategies for Individuals and Families:

- Education Planning and Funding
- UTMAs/UGMAs for Minors
- Risk Management and Insurance Protection for Families
- Mortgage Counseling

Other Advisory Services:

- Access to Institutional Money Managers, when appropriate
- Initial Public Offerings (IPO), when appropriate
- Tax Planning

Wealth Preservation Strategies:

- Review of Estate Planning Documents
- Wealth Transfer Techniques
- Estate Tax Minimization
- Generation Skipping Trust Planning
- Philanthropic Strategies

EagleStone Wealth Advisors, Inc.'s employees or affiliates may occasionally act in the capacity of a registered representative, if it is in the best interest of the client to do so. Generally, a registered representative will earn a commission for such services. Generally, the commission is paid directly to the employee or affiliate by the provider or vendor through a broker dealer. EagleStone Wealth Advisors, Inc. does not receive commissions for such investment products. Products and services offered by EagleStone's employees or affiliates include, but are not limited to:

Partnership Investments:

- REITs/Real Estate
- Oil & Gas
- Equipment Leasing
- Private Equity

Education Planning:

- 529 College Savings Plans
- Coverdell Savings Plans

Insurance Related Vehicles:

- Life Insurance Policies
- Disability Insurance
- Long Term Care Insurance
- Annuities (Fixed)
- Annuities (Variable & Indexed)
- Life Settlements

Assets Under Management

As of January 1, 2012, EagleStone Wealth Advisors, Inc. manages \$103,630,000 (rounded) on a discretionary basis.

Fees and Compensation

Methods of Compensation

Clients pay a percentage of assets under management for Investment Management Services. Any Comprehensive Financial Planning Services that are not covered as part of managing an investment account will be billed separately, either as an hourly fee or at a flat fixed fee, to which the client agrees in advance. Examples of advisory services that fall outside of the scope of managing an investment account are described as Comprehensive Financial Planning Services and are listed above.

EagleStone Wealth Advisors, Inc. is compensated in one of three methods, as follows:

- 1.) Percentage of Assets Under Management (quarterly client account fees)
- 2.) Hourly charges
- 3.) Flat fixed fees

- 1.) Percentage of Assets Under Management (quarterly client account fees)

Clients with investment management accounts will sign an Investment Management Agreement and pay a percentage of assets under management.

The Fee Schedule for a Percentage of Assets Under Management (which is subject to periodic change) is below:

<u>If the Managed Account Value is:</u>		<u>Maximum Annual Management Fee will be:</u>	
From	To	E-MAP	S-MAP
\$80,000	\$150,000	1.50%	N/A
\$150,000	\$250,000	1.45%	N/A
\$250,000	\$500,000	1.40%	N/A
\$500,000	\$750,000	1.35%	N/A
\$750,000	\$1,000,000	1.30%	N/A
\$1,000,000	\$2,000,000	1.25%	1.75%
\$2,000,000	\$3,000,000	1.20%	1.65%
\$3,000,000	\$5,000,000	1.15%	1.55%
\$5,000,000	\$7,500,000	1.10%	1.45%
\$7,500,000	\$10,000,000	1.05%	1.35%
over \$10,000,000		1.00%	1.25%

Investment Management fees are payable quarterly, in advance. The first payment is due and payable when the account is funded and will be assessed pro rata in the event that the account is opened other than the first day of the new calendar quarter. Fees for subsequent quarters are due and will be assessed on the first day of each calendar quarter based on the value of the portfolio as of the last business day of the previous calendar quarter. EagleStone may split its fee with other registered investment advisors who assist in portfolio management.

In EagleStone's Investment Management Agreement, the client will (i) agree to authorize the custodian (Brokerage Firm, TPA, or Fund Sponsor) to deduct these fees from the Client's account and (ii) receive an invoice showing the amount of the quarterly fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated.

Pursuant to the Investment Management Agreement, EagleStone (i) has written authorization from each client to automatically deduct advisory fees from accounts held for investment management, (ii) agrees to send the custodian notice of the amount of the fee to be deducted from each client's account, (iii) agrees to send each client an invoice itemizing the fee, including the formula upon which the fee is based, and the time period covered by the fee and (iv) will ensure that each custodian sends statements, at least quarterly, to each client showing all disbursements, including amounts for advisory fees.

Other fees associated with an investment management account are:

- Custodial fees. A custodian is a firm, unaffiliated with and completely independent of EagleStone, where a client's investments (such as cash and securities) are physically held. Generally, EagleStone enters into custodial arrangements with custodians who do not charge custodial fees. However, the custodians may, at their discretion, charge such fees as account maintenance fees, account termination fees, etc. Any such fees are directly passed through to the client; EagleStone does not mark up these fees. A list of custodial fees is available at the client's request from the custodian.
- Transaction fees. Custodians generally charge for brokering trades of individual securities such as stocks and ETFs. Custodians also generally charge for other transactions such as wires. EagleStone tries to minimize these fees, if possible. Any such fees are directly passed

through to the client; EagleStone does not mark up these fees. A list of transaction fees is available at the client's request from the custodian.

- Fund fees. ETFs and mutual funds have internal management fees (also called expense ratios) that are separate and distinct from EagleStone's management fees. EagleStone tries to minimize these fees, if possible, without sacrificing fund performance. Any such fees are directly passed through to the client; EagleStone does not mark up these fees. Fund fees are listed in the prospectus, available directly from the fund family.

2.) Hourly charges

If a client will incur hourly charges for Comprehensive Financial Planning services, the client will agree to any fees in advance of the service. EagleStone's fees are based on the number of hours required multiplied by the standard billing rate of the professional or para-professional working on the Comprehensive Financial Planning services. In addition, we may charge for computer processing costs, delivery charges, long-distance telephone calls, and any out-of-pocket costs that we incur on the client's behalf.

Following is a summary of our hourly billing rates, which parallels the experience level of the staff involved:

Administrative Staff	\$50 - \$75
Para-professionals	\$75 - \$100
Professional Staff	\$100 - \$150
Managers	\$150 - \$250
Shareholders	\$250 - \$350

3.) Flat Fixed fees

EagleStone and the client will determine whether to pay a flat fee or retainer for Comprehensive Financial Planning services. EagleStone and the client will agree on a fixed fee based on an estimate of the number of hours and level of staff required to service the client. For Comprehensive Financial Planning services, the client decides in advance on how EagleStone is to be compensated.

Termination of Agreement

The Investment Management Agreement may be terminated with thirty (30) days' written notice to the other party of such termination. However, the client may terminate an agreement without penalty (i) within five (5) business days after the date of execution of the Investment Management Agreement by written notice to EagleStone, or (ii) by giving thirty (30) days' written notice to EagleStone prior to the date of a fee increase; and provided, further, that if an Investment Management Agreement is terminated prior to the end of a fee period, a pro-rata refund of the advisory fee will be returned to the client, if applicable.

Other Forms of Compensation

Employees or affiliates of EagleStone Wealth Advisors, Inc. may act as a registered representative. In such cases, the employee or affiliate may receive a commission from an insurance company or other provider which are fully disclosed to the client in advance. EagleStone Wealth Advisors, Inc. does not receive commissions.

Performance-Based Fees

Sharing of Capital Gains

EagleStone Wealth Advisors, Inc. does not, and will not, assess or engage in any form of performance-based fees and does not share in any capital gains realized or unrealized in managed client accounts.

Types of Clients

Description

EagleStone Wealth Advisors, Inc. clients include, but are not limited to individuals, nonprofits, foundations, corporations, partnerships, estates, trusts and pension/profit sharing plans.

Account Minimums

EagleStone Wealth Advisors, Inc.'s philosophy is to embrace new relationships and accept clients who may be considered too small by some firms. Therefore, the account minimum for a managed account with EagleStone is generally \$80,000. Exceptions can be made based on consolidated household accounts or relationships with or referrals from other clients. EagleStone reserves the right to grant exceptions on a case by case basis for account minimums based on each scenario.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis & Client Profile

EagleStone Wealth Advisors, Inc. will make recommendations concerning strategy, portfolio mix, liquidity, risk profile and strategic allocation. EagleStone recognizes that each client's circumstances are unique and as such, each investment strategy will be unique to the client.

When creating an investment strategy, EagleStone will take into consideration a client's objectives, income, net worth, time horizon, tax profile, level of comfort with certain investments, age, risk tolerance and liquidity needs.

Investment Strategies & Asset Management Philosophy

EagleStone Wealth Advisors, Inc. utilizes "Modern Portfolio Theory" as recognized by the 1990 Nobel Prize. Modern Portfolio Theory (MPT), a disciplined and proven approach to investing, quantifies risk and mathematically explains why and how portfolio diversification works to reduce volatility and/or increase investment returns. Because MPT recognizes the importance of the inter-relationships among asset classes within an overall investment portfolio, it profoundly shaped how institutional portfolios are managed to optimize market risk against expected returns. According to MPT, over the long term, stocks have historically provided growth in a portfolio while fixed income (such as bonds and cash) have provided stability. When combined in a portfolio, stocks and bonds should provide steady growth over the longer term. Another facet of MPT is asset class correlation. In order to reduce the volatility of a portfolio, EagleStone looks for asset classes that are negatively correlated or have a low correlation to stocks. Theoretically, when the stock market is in decline, the presence of asset classes that are negatively correlated or have a low correlation to stocks will increase or hold their value, thus smoothing out the volatility of a portfolio.

Under MPT, portfolios will be constructed using a variety of asset classes in a specific mix to meet the client's risk tolerance, investment objectives and time horizon. Examples of the asset classes that EagleStone uses to diversify a portfolio are: US Large Capitalization Growth, US Large Capitalization Value, US Mid Capitalization Growth, US Mid Capitalization Value, US Small Capitalization Growth, US Small Capitalization Value, Foreign Equities from Developed Countries, Foreign Equities from Emerging Markets, US Corporate Bonds of varying maturities, US Government Bonds of various agencies and maturities, International Bonds from both developed and emerging markets, High Yield Bonds (both foreign and domestic), Real Estate (both foreign and domestic) and various "Alternative" asset classes. EagleStone defines "Alternative" asset classes as commodities (oil, gas, gold, etc.), currencies and hedging strategies (long/short, market neutral, inverse, etc.). In addition, certain tax sensitive portfolios may also contain Municipal Bonds.

Increasing diversification of the portfolio by using multiple levels of asset classes should decrease portfolio risk. Additionally, investing globally helps to minimize overall portfolio risk. Investing in equities offers the potential for higher returns when compared to fixed income (such as bonds or cash). In exchange for higher returns, equities are also more volatile in their performance when compared to fixed income. Generally, more conservative portfolios will have a higher proportion of fixed income (such as bonds and cash) than stocks and more aggressive portfolios will have a higher proportion of stocks and foreign exposure than fixed income.

EagleStone assumes that markets are efficient and it is impossible to know ahead of time what sectors of the market will perform in a superior fashion, and therefore, we do not subscribe to market timing. Market timing of sales and purchases are highly unlikely to increase returns and, therefore, will be avoided. The underlying approach to this portfolio will be to optimize the risk/return relationship appropriate to the client's needs and goals using a globally diversified portfolio following the "buy and hold" theory with periodic rebalancing.

EagleStone may choose to employ the benefits of dollar cost averaging to reduce the impact of short term market fluctuations on the portfolio. Diversification of asset categories and selection will be deemed critical to take advantage of correlation and risk/return relationships. This technique will be employed during the entire process. To the extent that history has indicated that a substantial portion of the return derived from a portfolio is based on its allocation, the portfolio is scheduled to be rebalanced at least annually to maintain the desired allocation. From time to time market conditions will cause the portfolio's investment in various classes to vary from the established target allocation. Keep in mind that the target allocation is only a guideline, and actual holdings will differ from the target at all times. This will be reviewed periodically and if the actual weighting differs significantly from the established allocation, the portfolio will be reallocated, based on professional judgment, income tax ramifications, and the client's goals.

Diversification of investment products and asset classes are critical to wealth accumulation and wealth preservation. EagleStone will recommend specific investment products to clients to be used in their overall investment portfolio.

An investment management account is generally viewed as a critical part of an overall investment strategy. In many instances, ETFs and no load or load waived, no transaction fee mutual funds will be the underlying investments in managed accounts. Clients will be informed as to the general asset classes that will be used to implement a client's investment strategy. Clients will approve the Asset Allocation Model that will be used in advance after completing an Investment Policy Statement, which will include a Risk Tolerance Profile. Clients may request that Eaglestone Wealth Advisors, Inc. or its Sub-Advisors (if any), provide a sample asset allocation model in advance of proceeding with the investment strategy as determined in the Investment Policy Statement. EagleStone Wealth Advisors, Inc. or its Sub-Advisors (if any), will then implement the Investment Policy Statement and make specific investments on behalf of the Client, without having to obtain specific client consent for each transaction. Any client who elects to utilize this option shall provide written consent for any such discretionary transactions (i.e. Limited Power of Attorney via an Investment Management Agreement). EagleStone Wealth Advisors, Inc. and its Sub-Advisors (if any), in using the limited power of attorney, may decide (i) what securities to trade (ii) when to trade the securities (iii) the quantity of securities to trade and (iv) at what price to trade the securities. In using discretionary authority, EagleStone will at all times be subject to its fiduciary duty to do only what is in the best interest of the client. At no time will EagleStone Wealth Advisors, Inc., or any related person, take actual custody of client

assets, other than as interpreted by the applicable securities laws regarding advisers who directly deduct fees from clients' accounts.

During the investment selection process, EagleStone will consider various securities so as to seek superior performance but also to manage investor risk. Generally, portfolios managed by EagleStone consist of ETFs and no load or load-waived, no transaction fee mutual funds. EagleStone does, in some cases, purchase other securities such as individual stocks or bonds, certificates of deposit, etc. In selecting the ETFs and mutual funds, EagleStone will investigate the many characteristics, including but not limited to: manager tenure, gross expense ratios (including 12b-1 fees), performance, independent ratings, style drift, investment methodology (quantitative vs. technical vs. fundamental), net assets, sector weightings, geographic weightings, MPT statistics like R-squared, beta, alpha, Sharpe ratio & standard deviation, yield, performance relative to peers, performance relative to benchmarks, performance in a bear market, performance in a bull market, etc. EagleStone will also monitor fees, i.e. trading costs and execution costs, if applicable. Custodial charges, transaction fees and other administrative costs will also be taken into consideration and minimized, if possible. There may be occasions when a fund no longer meets the stated criteria for selection in this portfolio. If, in our collective judgment, a holding falls out of favor, a replacement holding will be selected.

Risk of Loss

The client should understand that their investment is subject to volatility and potential loss. EagleStone Wealth Advisors, Inc. will work with the client to review their risk profile and their risk tolerance together with their need to accept risk. The client should understand that there is a relationship between the level of risk assumed and the level of return that can be expected. In general, higher risks and more portfolio volatility are associated with a higher anticipated return.

The result of a risk tolerance review together with the requirements for the portfolio's performance relative to the client's goals is the foundation for the asset allocation selected in the chosen investment model. The types of risks inherent in investing in a diversified portfolio include, but are not limited to market risk, liquidity risk, interest rate risk, currency risk, credit risk, and operational risk. Additionally, past performance is not a guarantee of future results and there is no guarantee that the rate of return expectation will be achieved.

Disciplinary Information

Legal and Disciplinary

To date, no EagleStone Wealth Advisors, Inc. employees or affiliates have any legal or disciplinary actions that would qualify as disclosure events on Form ADV. Please refer to Form ADV Part I for specific information pertaining to legal or disciplinary issues.

Other Financial Industry Activities and Affiliations

Financial Industry Activities & Affiliations

The President & CEO of EagleStone Wealth Advisors, Inc., James D. Warring, and Amber Turner, Financial Analyst, are both registered representatives of Triad Advisors, Inc. a broker-dealer based in Norcross, GA. James D. Warring and Amber Turner are appointed with a number of insurance companies. Mr. Warring and Ms. Turner have pledged to do only what is in the best interest of the clients. Therefore, in determining whether to direct business to the broker dealer or to a specific insurance company, Mr. Warring and Ms. Turner will determine, in conjunction with the client, which insurance company or vendor will provide the best service for the client at the best value.

The President & CEO of EagleStone Wealth Advisors, Inc., James D. Warring is also the managing member of Warring and Company, LLC, CPAs, a tax accounting and financial consulting firm based in Rockville, MD.

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

Code of Ethics

The employees and affiliates of EagleStone Wealth Advisors, Inc. have committed to a Code of Ethics as outlined within its Compliance Manual. Our Code of Ethics includes integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence. The Code of Ethics is available for review by clients and prospective clients upon request.

Participation or Interest in Client Transactions

EagleStone Wealth Advisors, Inc. and its employees and affiliates may buy or sell securities that are also held by clients. Employees and affiliates may not trade their own securities ahead of client trades. Employees and affiliates comply with the provisions of the EagleStone Wealth Advisors, Inc. Compliance Manual. As a fiduciary, EagleStone will serve its clients' best interests. Employees may not benefit at the expense of advisory clients, and must put clients' interests first when making personal investments in securities.

Personal Trading

The Chief Compliance Officer (CCO) of EagleStone Wealth Advisors, Inc. is Tarun Mehta. He reviews all employee trades each quarter. His trades are reviewed by James D. Warring. The personal trading reviews ensure that the personal trading of employees does not materially affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not materially or negatively impact the securities markets, nor do they negatively impact clients in any way.

Brokerage Practices

Selecting Brokerage Firms

EagleStone is independent and does not have any proprietary relationships with investment product firms. EagleStone has initiated relationships with several custodians in order to provide clients with choices that best suit their needs. Specific custodian recommendations are made to clients based on their need for such services, but clients choose which custodian they wish to custody their account(s). EagleStone Wealth Advisors, Inc. recommends custodians based on: the level of service they provide to clients, the number and types of securities available for trading, the pricing they offer clients for trading, their proven integrity, financial responsibility, client suitability, risk, cost profiles and the best execution of orders.

EagleStone Wealth Advisors, Inc. has an institutional custodial relationship with Fidelity Institutional, National Financial Services, Charles Schwab Institutional, TD Ameritrade Institutional and Capital One Bank (collectively referred to as "Custodians").

EagleStone Wealth Advisors, Inc. has arrangements with Custodians that provide EagleStone with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. The custodian's institutional platform services that assist EagleStone in managing and administering 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 fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

The custodians also offer other services intended to help EagleStone manage and further develop its advisory practice. Such services include, but are not limited to, portfolio modeling and rebalancing tools, performance reporting, financial research, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom EagleStone may contract directly.

EagleStone Wealth Advisors, Inc. is independently operated and owned and is not affiliated with any of the aforementioned custodians.

Custodians generally do not charge its advisor clients separately for custody services but are compensated by account holders through commissions (12(b)-1 fees) and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle into custodian accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). The custodians provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

Some employees of EagleStone are also registered representatives of broker dealer, Triad Advisors, Inc. Triad Advisors, Inc. was selected after a comprehensive due diligence process that evaluated factors including, but not limited to, product availability, accessibility, technology platforms, quality of personnel, firm history, and independence. EagleStone Wealth Advisors, Inc. does not receive fees or commissions from any of these custodial arrangements.

Best Execution

Best execution is defined as an investment adviser's responsibility to provide the most advantageous, or best price, order execution for customers. EagleStone Wealth Advisors, Inc. reviews the execution of trades at each custodian on a quarterly basis, at a minimum. The review process is documented in EagleStone's Compliance Manual. Trading fees charged by the custodians is also reviewed on a quarterly basis, at a minimum. EagleStone Wealth Advisors, Inc. does not receive any portion of the trading fees. Any such fees are directly passed through to the client; EagleStone does not mark up these fees.

Soft Dollar Arrangements

Soft Dollar arrangements occur where investment advisers are given certain benefits from a broker dealer in exchange for the adviser directing business to that broker dealer. Such arrangements may present a conflict of interest in some cases between the adviser's fiduciary duty to do only what is in the best interest of the client and the adviser's desire to use a broker dealer that provides the most benefits to the adviser. EagleStone does not and will not participate in soft dollar arrangements.

Order Aggregation

Order Aggregation is the act of trading a large block of a security in a single order. Shares of a purchased security are then allocated to the appropriate accounts in the appropriate proportion. The main purposes of order aggregation are (i) for ease of trading and (ii) to obtain a lower transaction cost associated with trading a larger quantity. Order aggregation may present a conflict of interest if an investment advisor gives preferential treatment or pricing to its own proprietary account or the account of an employee. Other conflicts may arise if certain clients are given preferential treatment or pricing over other clients.

EagleStone does not currently aggregate orders, but reserves the right to do so if it is beneficial to client accounts. In such cases, (i) no proprietary account, or employee account may participate in aggregate orders with aggregated client orders (ii) no account is favored over any other account and (iii) each client who participates in an aggregated order does so at the average share price, with all other transaction costs shared on a pro rata basis.

Allocation instructions for aggregated orders are promptly reported to the custodians. Information including account designations or customer names as well as the number of shares to be allocated per account is reported by no later than 8:00 p.m. ET on the day the block order is executed. EagleStone keeps timely and accurate records of each aggregate order. Aggregated orders are reviewed at least quarterly by the Chief Compliance Officer.

Review of Accounts

Periodic Reviews

EagleStone Wealth Advisors, Inc. monitors the client portfolios relative to the portfolio target allocation on a quarterly basis, at a minimum. In addition, EagleStone provides a quarterly status and/or performance report for those accounts meeting the minimum account size of \$80,000. Additionally, the client will complete a review of the Investment Policy Statement to determine if there are material changes to their goals and risk profile. On an ongoing basis, EagleStone Wealth Advisors, Inc. will continue to monitor the performance of the securities in client accounts and make changes in securities as deemed appropriate.

To the extent that history has indicated that a substantial portion of the return derived from a portfolio is based on its allocation, the portfolios are generally scheduled to be rebalanced at least annually, and as much as quarterly, to maintain the desired allocation. This means that EagleStone will sell the securities in the asset classes that are over-allocated and buy the securities in the asset classes that are under-allocated.

Review Triggers

EagleStone Wealth Advisors, Inc. reviews client portfolios on, at least, a quarterly basis and reviews the desired and intended portfolio allocation in comparison to the actual allocation. If there is a significant discrepancy in the weight of any asset class, rebalancing the account to maintain the desired target asset allocation is implemented. In addition, if the client reports to EagleStone a situation which may materially impact their investment profile, EagleStone will modify the client's portfolio and/or account. Reviews are performed primarily by EagleStone's President & CEO, James D. Warring with the assistance of his Financial Analysts. EagleStone uses the quarterly performance reports as a primary tool for client portfolio and/or account reviews. Other tools used include portfolio rebalancing software provided by the custodians. Clients' target asset allocation models are entered into the portfolio rebalancing software. On a periodic basis, the portfolio rebalancing software compares a client's actual asset allocation to the target asset allocation and may recommend trades. Mr. Warring and his Financial Analysts decide whether or not to act on the recommended trades. Quarterly performance reports are mailed or electronically mailed to clients each quarter and clients are encouraged to review them. Questions or comments regarding the performance reports are welcomed at any time and can be directed to any of EagleStone's professional staff.

Client Referrals and Other Compensation

Incoming Referrals

Almost all of our clients are referred in from existing clients. There is absolutely no compensation, referral fee, fee discount or any other preferential treatment or breaks given to the referral source.

Referrals Out

Based on certain clients' needs, we may refer clients to estate planning attorneys, other advisors, accountants, etc. We do not receive any form of compensation for these referrals out.

Custody

Account Statements

EagleStone Wealth Advisors, Inc. will not take or maintain physical custody of any client assets, and will conduct all business operations in such a way that all client cash and investments will be preserved in the safekeeping of independent qualified custodians. Clients' custodians will generally be banks, trust companies or broker-dealers unaffiliated with EagleStone. Account statements will be provided to the client directly from the custodian at least quarterly, and in most cases, monthly. Currently, EagleStone Wealth Advisors, Inc. custodies client assets at Fidelity Institutional, National Financial Services, Charles Schwab Institutional, TD Ameritrade Institutional and Capital One Bank.

Performance Reports

EagleStone Wealth Advisors, Inc. provides quarterly performance reports to clients generated by a third party software firm (Orion Advisors). Orion Advisors is responsible for daily data download, reconciliation, transaction scrubbing, reporting and data verification. EagleStone Wealth Advisors, Inc. also conducts a comprehensive two tiered review of each performance report prior to providing to client. EagleStone outsources its performance reporting to a third party software firm in order to protect the integrity of the data. Since the performance reports are generated by a third party, the client can be assured the performance data is reliable.

Investment Discretion

Discretionary Authority for Trading & Limited Power of Attorney

The client appoints EagleStone as its true and lawful agent and attorney-in-fact to (i) purchase, sell or otherwise trade securities for the client's account, and (ii) take all actions to the same extent as the client could do on his or her own behalf except as limited herein. As such, EagleStone will be granted discretionary authority to select securities to be traded, the amount of securities to be traded and the timing of the trades. In addition, EagleStone will be granted authority to take all actions necessary to execute any trade of securities. EagleStone will exercise this unrestricted discretion and judgment, as is deemed consistent with the client's investment objectives contained in their Investment Policy Statement.

EagleStone is not granted authority, and shall have no power, to (i) withdraw funds from the client's account without the client's express written or oral permission or (ii) take custody of client's funds or securities with the exception of debiting management fees, as agreed in their Investment Management Agreement.

Voting Client Securities

Proxy Votes

EagleStone Wealth Advisors, Inc. will not vote (by proxy or otherwise) in any matter for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held in the client's account. With regard to all other matters for which shareholder action is required or solicited with respect to securities beneficially held by the Client's account such as (i) all matters relating to class actions, including without limitation, matters relating to opting in or opting out of a class and approval of class settlements and (ii) bankruptcies or reorganizations. EagleStone Wealth Advisors, Inc. affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and will not take any action with regard to such matters.

Financial Information

Per applicable securities laws, all advisory firms that require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance must include a balance sheet for their most recent fiscal year. EagleStone does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, EagleStone is not required to include balance sheets, or other similar financial information in this document.

Disaster Contingency Plan

The goal of the firm's Disaster Contingency Plan is to provide uninterrupted service to our clients or to minimize the downtime should a system or vendor failure occur. The Disaster Contingency Plan has been developed to meet the following objectives:

- Provide for immediate, accurate and measured response to emergency situations;
- Minimize the impact upon the safety and well being of firm personnel;
- Protect against the loss or damage to organizational assets;
- Provide our clients with alternative site processing with a minimum of inconvenience.

Risk assessment, disaster prevention, and disaster avoidance are critical components of EagleStone Wealth Advisors, Inc.'s contingency planning process. The implementation of this Disaster Contingency Plan should help to ensure all data processing systems, data communication facilities, information, data and business functions can be restored in a secure manner. Restoration must be accomplished in a time frame consistent with legal, regulatory and business requirements while maintaining information integrity.

The failure or temporary loss of certain of EagleStone Wealth Advisors, Inc.'s hardware infrastructure or software applications will be addressed by the Chief Compliance Officer. The firm has determined that it is more likely for the firm to encounter sporadic hardware and software failures rather than a preponderance of such failures at one time.

If a failure of the internal system network is suspected, the Chief Compliance Officer will immediately contact the vendor(s). Functionality tests will be performed to determine the extent of damage. If hardware is functional, all software and files can be restored from a tape backup. If hardware has been damaged, the vendor will be instructed to repair the network or build a new one with similar capabilities.

EagleStone Wealth Advisors, Inc. does not maintain custody of clients' funds or securities, make markets in any securities, execute trades directly or participate in underwritings for advisory clients. Each of these tasks is conducted by the firm's executing and clearing broker-dealers/custodians. Each of our executing and clearing broker-dealers has developed contingency procedures to provide the above noted services in the event of a business disruption. Nevertheless, in the event of a disaster, the Chief Compliance Officer shall be responsible for leading the efforts to remediate all problems.

EagleStone stores all files electronically. Files are kept on a server off site and maintained by a third party vendor. Files are backed up daily and copies are stored by the third party in a secondary location. In case of a disaster at EagleStone's main office or alternate offices, EagleStone's files can be accessed electronically via a remote desktop connection.

Alternate Offices

EagleStone Wealth Advisors, Inc. currently has satellite offices for private client meetings in Alexandria, VA, Washington, DC and Bethesda, MD that are only used as needed.

Information Security Program

Information Security

EagleStone Wealth Advisors, Inc. has developed the following procedures to ensure that client records and firm records are safeguarded in the event of an emergency:

- 1) Our server system is backed up daily. Our network provider maintains two offsite locations for all documents and information on our electronic server.
- 2) Network provider monitors our backups and makes sure they are successful each and every night. We are notified via email automatically from our server when issues arise.
- 3) From an off-site location, network provider completes continuous monitoring of our entire network.
- 4) We maintain a degree of redundancy in our storage of documents since certain of our documents are maintained at two remote locations. Both sites are maintained by our network providers.
- 5) We maintain a contact list of the various brokers and vendors through which we do business. This list includes the company name, the name of the contact person that we use, and their contact information. This will enable us to contact the necessary people and resume our normal business activities even if our computers or offices are not accessible.
- 6) A copy of a list of investors/clients and their contact information, as well as copies of our insurance policies, are kept at an off-site location as well as in electronic format on our network.

Our network provider maintains the same high standard as we do in terms of keeping all client data and information confidential and safeguarded. CCO is responsible for efforts to remediate issues with client services and recordkeeping.

Privacy Policy

EagleStone Wealth Advisors, Inc.

Client Privacy Policy

Our Commitment to Protecting Your Privacy

Protecting the privacy of our clients is a top priority at EagleStone Wealth Advisors, Inc., and we understand the importance of it to you. We are committed to safeguarding your personal

information and value the trust you have placed in us. This Privacy Notice provides general information on how we use and protect your personal information.

Personal Information We Collect

We collect nonpublic personal information about you that is provided to us by you or obtained by us with your authorization.

Limited Disclosure of Your Personal Information

We do not disclose any nonpublic personal information about you to anyone, except as permitted by law. We do disclose nonpublic personal information about you to certain employees and, in limited situations, to unrelated third parties, including independent consultants, who need to know that information to assist us in providing services to you. In all such situations, we stress the confidential nature of information being shared.

Protecting the Confidentiality of Current and Former Clients' Information

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and, in some cases, to comply with professional guidelines. In order to guard your nonpublic personal information, we maintain physical, electronic, and procedural safeguards that comply with our professional standards.

If after reading this you have any questions, please do not hesitate to contact us at 301-924-2160, or at our address below. Your privacy, our professional ethics and ability to provide you with quality financial services are very important to us.

EagleStone Wealth Advisors, Inc.
11 N. Washington St.
Suite 720
Rockville, MD 20850

Brochure Supplement (Part 2B of Form ADV)

Education, Business Standards & Professional Certification

EagleStone requires professional staff to hold a Bachelor of Arts, Bachelor of Science, or Bachelor of Business Administration. EagleStone prefers a Bachelor of Science in Business, Economics, or Finance or Bachelor of Business Administration. MBA, CPA, CFA, CFP, ChFC, PFS, JD are preferred, but not required. Advisor requires appropriate securities licenses including, but not limited to the Series 6,7,63,65, or 66, as required by law.

James D Warring, CPA, PFS/CFP- President & CEO

Mr. Warring directs the wealth management practice of the CPA firm, Warring & Company LLC, through its affiliated registered investment advisory firm, EagleStone Wealth Advisors, Inc. With their combined client-base of over 400 clients, Mr. Warring and the wealth management team advise clients on issues relating to saving & deferring income taxes, estate preservation techniques, financial independence projections, risk reduction using various insurance related vehicles, prudent investment asset allocation models, and overall wealth accumulation strategies.

Prior to his launching his own firm in February 2007, Mr. Warring practiced tax and financial counseling with other Washington DC-area CPA firms, including KPMG Peat Marwick and Arthur Andersen. He was a leading partner with the CPA firm Rubino & McGeehin, Chartered for over 12 years, where he created & directed their wealth management practice. He has been employed in the Washington DC area since 1983.

He attended Towson University in Baltimore, Maryland where he graduated magna cum laude and played on their varsity golf team.

Education, Professional Designations and Licenses

- Towson University, B.S. Accounting and Finance, magna cum laude, varsity golf, June 1983
- Certified Public Accountant, (CPA) 1984
- Certified Financial Planner, (CFP) 1987
- Personal Financial Specialist, (PFS) 2004
- NASD Series 6, 7, 66 (63 & 65 combined) securities licenses
- Life, Disability, Long-Term Care insurance licenses (AR, CA, DC, FL, MD, NJ, PA, SC, VA)

Affiliations

- AICPA (American Institute of Certified Public Accountants), tax division, since 1985
- AICPA, Executive Committee appointment, Personal Financial Planning, 2003-2006
- AICPA, Personal Financial Planning Technical Conference Committee, 2003-2006
- AICPA, Editorial Panel, PFP Newsletter "The Planner," 2007-2011
- Holy Cross Hospital (Finance Committee member, 2000)
- Estate Planning Council (suburban Maryland chapter) President, 1999-2000
- Maryland Association of CPAs, member since 1985

Publications & Appearances

USA TODAY (MONEY column), Double Dipping for Kid Care, February 27, 1989
USA TODAY (MONEY column), First Time Real Estate Buys, May 15, 1989
USA TODAY (MONEY column), Taxing Trust Fund Earnings, May 22, 1989
USA TODAY (MONEY column), Avoid Risky Penny Stocks, May 22, 1989
USA TODAY (MONEY column), The Nasty Nine Tax Questions, April 10, 1989
USA TODAY (MONEY column), Deducting Gifts to Workers, May 8, 1989
USA TODAY (MONEY column), The Risks of Bond Funds, June 5, 1989
Physicians Financial News, Compliance Plans Seen Reducing Fraud Exposure, March 15, 1998
Kleinrocks Publishing, Spotlight on Financial Planning, October 19, 2001
AICPA Personal Financial Planning Conference, Business Models that Work in a CPA Firm, January 9-12, 2005
AICPA Personal Financial Planning Conference, Life Settlements, January 9-12, 2005
Journal of Accountancy, Turn Unneeded Policies Into Cash, September 2005

AICPA Personal Financial Planning Conference, The New Retirement - Retirement Planning Models, January 9, 2006
 WUSA, Channel 9, Interview with Andrea Roane, Saving For Retirement, July 21, 2006
 WTOP Radio, Interview with Shirley Rooker, Protecting the Vulnerable Against Fraud, August 30, 2006
 Financial Advisor Magazine, Rated 21st Fastest Growing Advisory Firm in its Class, July 2006
 Financial Advisor Magazine, Factors to Consider When Accepting Clients, October 2006
 AICPA, The Planner, Pension Protection Act of 2006, October 2006
 Maple Life Financial, 2007 Life Settlement Industry Outlook, "In the Spotlight"
 AICPA, Planner, Invest for Difficult Times, September/October 2008 AICPA Newsletter
 WUSA, Channel 9, Interview with Andrea Roane, Retirement and the Recession, February 6, 2009
 WJLA, Channel 7, Older Workers, Hit by Recession, Delay Retirement, February 20, 2009
 2011 Five Star Wealth Manager Award, Baltimore Magazine, February 2011
 America's Top Financial Planners, Consumer's Research Council of America

Tarun Mehta, JD/MBA- Chief Compliance Officer

Mr. Mehta is the CEO of Outsource Compliance Resources, LLC ("OCR"). OCR offers SEC/FINRA Compliance consulting and technology/operations consulting services to wealth advisor/SEC RIA firms in the DC metro area. Mr. Mehta also serves as the Chief Compliance Officer for EagleStone Wealth Advisors, Inc.

Prior to founding OCR, Mr. Mehta was a Financial Analyst and Chief Compliance Officer with R&M Wealth Management Services, LLC from October 2005 through February 2007. In that role, Mr. Mehta managed portfolio allocations, daily operations of the firm, prepared and managed financial statements and data for the firm, conducted due diligence on a variety of investment vehicles (i.e. variable annuities, fixed index annuities, REITs, Oil & Gas Limited Partnership Programs, mutual fund platforms, 1031 tax deferred exchange programs, etc.) amongst a variety of other tasks.

From April 2004 to October 2005, Mr. Mehta was a Due Diligence Analyst at H. Beck, Inc., an independent broker dealer in Rockville, MD. H. Beck, Inc. is perennially included in the Top 50 Independent Broker Dealers as published by Investment News magazine. As a Due Diligence Analyst, Mr. Mehta reviewed several hundred public and private offerings similar to the programs he continued reviewing while at R&M Wealth Management Services, LLC. Mr. Mehta was the primary contact to a registered representative base of 500+ individuals and played an integral part in information distribution and assisting the registered representative base with financial planning and investment management issues for their clients.

Education, Professional Designations and Licenses

- Fordham University, JD/MBA, 2001 and 2002
- City University of New York (CUNY) - Brooklyn College, B.S. in Psychology, cum laude, 1997
- Bronx High School of Science, 1994

Amber Turner- Financial Analyst

Amber Turner is a Financial Analyst with EagleStone Wealth Advisors, Inc. Ms. Turner works closely with EagleStone's clients to ensure prompt attention to their needs. Ms. Turner also aids the CEO in assuring that clients are moving toward achieving their financial goals.

Ms. Turner came to the Washington, DC area in 2003. She worked for the International Finance Corporation in the Trust Funds Department from 2003-2005. In 2006, she joined the Human Resources Department as assistant to the Executive Vice President for Human Resources at the International Finance Corporation. In late 2006, Ms. Turner joined Prudential Financial as a Financial Services Associate and then joined EagleStone Wealth Advisors, Inc. in February 2007.

Amber Turner was born in Mobile, AL and raised in Orlando, FL. She attended Stetson University in Deland, FL where she studied International Business and French.

Education, Professional Designations and Licenses

- Stetson University, B.B.A. in International Business, 2003
- FINRA Series 6, 63
- Life, Disability, Long-Term Care insurance licenses (MD, VA)
- Notary Public, Montgomery County, MD

Steven Berkheimer – Junior Financial Analyst

Education:

East Tennessee State University (2010), Bachelors in Business Administration.

Work Experience:

JunkMasters (Summers 2007-2009; June 2010 – Present)

- General Manager: Managed and directed the daily operations of a \$75K salvage and reclamation operation, increased seasonal revenues by 20% through an aggressive marketing campaign.

- Assistant Manager: Scheduled and assured completion of daily salvage and reclamation projects – 100% customer satisfaction. Interviewed, screened and hired potential employees.

Halkiotis Construction (Summer 2008)

- General Construction Laborer: Responsible for onsite demolition of remodeling construction projects and for assisting project superintendents and project managers with special projects as necessary.

Lids (2007 – 2008)

- Senior Sales Representative and Customer Relations Specialist in a retail merchandise store: lead sales team in overall sales, and assisted new members of team with learning products and sales methods.

Impact Soccer Club (Fall 2006)

- Youth Soccer Coach – Team member on a staff of eighteen coaches that taught and developed youth soccer players in Johnson City, Tennessee.

Notable Accomplishments:

- Graduate of the North Carolina Outward Bound School, a course in small group dynamics and small group leadership.

- All State Soccer Team (Tennessee).

- Working fluency in Spanish (read, write, speak).