

Item 1 – Cover Page

Brookmont Capital Management, LLC

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www.brookmontcapital.com

March 1, 2012

This Brochure provides information about the qualifications and business practices of Brookmont Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 214-932-6712 or via email at sbegando@brookmontcapital.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.

Brookmont Capital Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

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

Item 2 - Material Changes

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The last update of our brochure was March 29, 2011. We have made the following material changes:

As of March 1, 2012, this brochure has been amended to reflect Brookmont being hired as a sub-advisor to the Pyxis Dividend Equity Fund, an open-end investment company. This brochure also reflects our assets under management as of 12/31/11.

(Brochure Date: March 1, 2012)

(Date of Most Recent Annual Updating Amendment: March 1, 2012)

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Suzie Begando, Compliance at 214-932-6712 or sbegando@brookmontcapital.com. Our Brochure is also available on our web site www.brookmontcapital.com, also free of charge.

Additional information about Brookmont Capital Management, LLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Brookmont who are registered, or are required to be registered, as investment adviser representatives of Brookmont.

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Item 4 - Advisory Business

Brookmont Capital Management, LLC is a Registered Investment Advisor based in Dallas, Texas that was launched in December 2007 whose principal owners are Robert Bugg, CFA and Neal Scott.

Our basic philosophy is to provide our clients with superior service and tailored portfolio management. Our professionals average more than 20 years of experience in Retirement Planning, Trust Services, and Asset Management with a background in equity and fixed income securities.

INVESTMENT SERVICES

Brookmont offers a combination of the following advisory services, where appropriate, to individuals, banks or thrift institutions, trusts, estates or charitable organizations and corporations or other business entities.

Brookmont requires a minimum account of \$500,000 or a minimum fee of \$5,000 for Portfolio Management Services clients. This account size and minimum fee may be negotiable under certain circumstances. Brookmont may group certain related client accounts for the purposes of achieving the minimum account size.

Sterne Agee Investment Advisors may impose minimum account size requirements on clients for participation in the WealthCore wrap fee program. Clients are requested to refer to the WealthCore wrap fee program disclosure document for complete information.

PORTFOLIO MANAGEMENT SERVICES:

Brookmont provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Brookmont develops a client's personal investment policy and creates and manages a portfolio based on that policy. Brookmont will manage advisory accounts on a discretionary or non- discretionary basis. Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, income, or growth and income).

Brookmont will create a portfolio consisting of one or all of the following: individual equities, bonds, exchange traded funds (ETFs), other investment products, and no-load or load-waived mutual funds. Brookmont will allocate the client's assets among various investments, taking into consideration the overall management style selected by the client.

The mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.

Brookmont may also provide Portfolio Management Services as a sub-adviser. In this scenario, a client may engage an independent registered investment adviser (the "Independent RIA") which, in turn, will engage Brookmont (as well as other investment advisers) to provide portfolio management services to all or part of its clients' portfolios. In this situation, Brookmont will receive a portion of the fee charged by the Independent RIA to the client in accordance with the agreement between Brookmont and the Independent RIA. Clients should refer to the Independent RIA's disclosure document for additional information regarding its advisory services, total fees, conflicts of interest and other important information.

Brookmont has been selected as sub-adviser to the Pyxis Dividend Equity Fund (ticker: HDFAX). Potential investors in the Pyxis Dividend Equity Fund are requested to refer to the fund prospectus and Statement of Additional Information ("SAI") for complete information on the fund.

STERNE AGEE'S WEALTHCORE WRAP FEE PROGRAM:

Brookmont acts as a portfolio manager within Sterne Agee Investment Advisors ("SAIA") WealthCore wrap fee program. In the WealthCore wrap fee program, Brookmont will continuously manage client portfolios as part of its Dividend Equity Strategy. At the time of the clients' initial investments in the program, SAIA will assist the client in determining the client's current financial situation, financial goals and attitudes towards risk. Once completed, SAIA provides the client with an investment proposal containing

recommendations as to the allocation of client assets among portfolio managers within the program.

If selected by a client, Brookmont will manage the client's account on a discretionary basis. Brookmont will allocate the client's assets among various investments taking into consideration the objectives of the client. Portfolios will be rebalanced on a periodic basis as agreed upon, typically semi-annually.

Clients are free to consult with Brookmont concerning their portfolios. Should the client's individual situation change, the client should notify SAIA, who will assist the client in revising the current portfolio and/or prepare a new questionnaire to determine if a different portfolio would be appropriate to the client's new situation.

Clients will not be charged any individual transaction charges or custodial fees in the WealthCore Wrap Fee program. All fees, with the exception of certain administrative fees for wire transfers or certificate issues, are included within the fee negotiated between the client and SAIA.

Clients and prospective clients of the WealthCore Program are requested to refer to the wrap fee disclosure document for complete information on the Program. Brookmont receives a portion of the wrap fee charged to Program clients by SAIA.

PORTFOLIO MANAGEMENT STRATEGY SUB-ADVISER:

Brookmont also offers its strategies on a sub-advisory basis to independent investment advisers. In this scenario, an independent adviser contracts with Brookmont to manage all or portion of that independent adviser's client assets. Brookmont relies on information provided to it by the independent adviser(s) regarding client suitability and restrictions. Pursuant to a sub-advisory agreement between Brookmont and the independent adviser, the independent adviser retains, on behalf of each of its clients, the discretion to hire and/or fire Brookmont. However, Brookmont retains full investment discretion for all sub-advised accounts, as well as the authority to affect trades in such accounts.

ASSETS UNDER MANAGEMENT

As of December 31, 2011, Brookmont provides advice on approximately \$191,000,000 of financial assets for approximately 70 clients or family accounts. Clients or family

accounts may consist of more or one accounts such as an individual account for each of the spouses, children, and/or business.

Item 5 - Fees and Compensation

The specific manner in which fees are charged by Brookmont is established in a client's written agreement with Brookmont. Clients will be invoiced in arrears or have their account directly debited at the end of each month based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance) of the client's account at the end of the previous month. Clients may elect to be billed in advance or arrears each month. Clients may also elect to be billed directly for fees or to authorize Brookmont to directly debit fees from client accounts. Brookmont will not directly debit any client account without receiving written authorization from the client. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during the month will be charged a prorated fee.

Brookmont's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Brookmont's fee, and Brookmont shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Brookmont considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Fee Schedule: The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee (%)</u>
\$0 to 1,000,000	1.25%
Over \$1,000,000	1.00%

A minimum of \$500,000 of assets under management or a minimum annual fee of \$5,000 is required for this service. The annual fee, minimum account size and minimum fee may be negotiable under certain circumstances. Brookmont may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

For accounts in which Brookmont is a sub-advisor, Brookmont will receive a percentage of the fee charged by the Independent RIA, typically ranging from 20% to 75% of said fee. Clients should refer to the Independent RIA's disclosure document for additional information regarding its fees.

Potential investors in the Pyxis Dividend Equity Fund are requested to refer to the fund prospectus and Statement of Additional Information ("SAI") for complete information on the fund and associated fees/expenses.

GENERAL INFORMATION:

Negotiability of Fees: In certain circumstances, all fees and account minimums may be negotiable.

Fee Calculation: The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).

Termination and Amendment of Client Agreement: A client agreement may be terminated by either party at any time without penalty upon written notice. Upon termination, it is the client's responsibility to monitor the investment account assets, and Brookmont will have no further obligation to act or advice with respect to those assets. Notice of termination shall be made by the terminating party in writing. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client agreement may be amended only by an instrument in writing duly executed by both parties.

Other Fees and Expenses: All fees paid to Brookmont for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds 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 the services of Brookmont. In that case, the client would not receive the services provided by Brookmont 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 the fees charged by Brookmont to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

In addition to Brookmont's advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers. Such fees may include, but are not limited to, any transaction charges, fees for duplicate statements and transaction confirmations, and fees for electronic data feeds and reports.

Class Actions, Bankruptcies and other Legal Proceedings: Brookmont will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Brookmont to transmit copies of class action notices to the client or a third party. Upon such direction, Brookmont will make commercially reasonable efforts to forward such notices in a timely manner.

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

Brookmont does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 - Types of Clients

Brookmont provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, and trust programs.

Brookmont offers a combination of the following advisory services, where appropriate, to individuals, banks or thrift institutions, trusts, estates or charitable organizations and

corporations or other business entities. A minimum of \$500,000 of assets under management or a minimum annual fee of \$5,000 is required for this service.

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

Brookmont invests in the stocks of small to large sized companies that offer attractive valuations and above-average dividend yields. Many of these holdings may be classified as “value” stocks.

Brookmont specifically looks for companies that provide:

- a reasonably smooth, upward progression of earnings that are not entirely driven by the economic cycle; abundant cash flow to increase its quarterly dividends in the future;
- an established management team, stable product demand, and financial strength; and
- higher net income that is generated by revenue growth and cost containment, versus share repurchasing activity and other one-time events.

As most of Brookmont’s clients pay taxes, its emphasis includes:

- investment horizons that are longer than one year (to minimize short-term capital gains); managing a 30% or lower turnover rate;
- tax-free bonds where applicable; and
- building custom portfolios that allow tax management during the year.

Brookmont are “Top Down” investors. Its analysis starts with the overall direction of the economy. Brookmont then decides which areas of the economy offer the highest earnings growth potential. The final step is to decide which industries are the most attractive, and which specific stock provides the best value.

Although Brookmont’s stock selections are driven primarily by fundamental analysis, it does monitor various technical market statistics like volume trends and mutual fund activity. Investing in securities involves risk of loss that clients should be prepared to bear.

ASSET ALLOCATION:

Brookmont offers investments in four separate asset classes: equities, fixed income, cash and short-term investments, and real estate (“REITs”).

Brookmont offers an equity strategy that emphasizes common stocks that distribute above-average dividend income and provide potential capital gains. The Brookmont Dividend Equity Portfolio consists of individual stocks that provide an average dividend yield that is significantly higher than the S&P 500.

Stocks are screened by current dividend yield, free cash flow, credit quality, and history of dividend increases. The holdings are small through large-capitalization stocks and may be domestic or foreign domiciled. The Brookmont Dividend Equity Portfolio includes value, core, and growth style securities.

Brookmont’s strategy with regard to fixed income includes the purchase of investment grade taxable and tax-free bonds with laddered maturities. Brookmont will generally hold these bonds until they mature. Brookmont maintains a tight restriction on the types of bonds they purchase and refrains from purchasing any bond that carries a credit rating below investment grade. Brookmont’s focus is not on total return, but rather the generation of current income and preservation of principal. When a client has an appetite for increased risk, Brookmont recommends that they buy longer maturities rather than lower quality. Active fixed income management is also available.

Short-term investments may include a combination of money market funds, commercial paper, and short-term brokered CD’s that carry FDIC insurance. The purpose for holding short-term investments includes future account distributions, reinvestment of proceeds during favorable market conditions, and for defensive strategies. Real Estate investments are offered through individual REIT holdings and Exchange Traded Funds (ETF’s). Brookmont does not offer direct investment in real estate properties.

RISK OF LOSS:

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments, including mutual funds, present the risk of loss of principal – the risk that the value of securities, when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the

purchasing power of the proceeds may be less than the purchasing power of the original investment.

In some situations, if permitted by client investment mandate and approved by the client, Brookmont may utilize leverage. Overall, the use of leverage, while providing the opportunity for a higher return on investments, also increases the volatility of such investments and the risk of loss. Clients should be aware that an investment program utilizing leverage is inherently more speculative, with a greater potential for losses, than a program that does not utilize leverage.

While not anticipated Brookmont may, at a client's request utilize a strategy that may at times involve high levels of trading activity. High levels of trading activity increase brokerage and other transaction costs, and as a result can affect the investment performance of any account.

Item 9 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Brookmont or the integrity of Brookmont's management. Brookmont has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Brookmont nor its management maintains any other industry activities or affiliations. As such, this item is not applicable to Brookmont.

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

Brookmont has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and

personal securities trading procedures, among other things. All supervised persons at Brookmont must acknowledge the terms of the Code of Ethics annually, or as amended.

Brookmont anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Brookmont has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Brookmont, its affiliates and/or clients, directly or indirectly, have a position of interest. Brookmont's employees and persons associated with Brookmont are required to follow Brookmont's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Brookmont and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Brookmont's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Brookmont 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. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Brookmont's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Brookmont and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Brookmont's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Brookmont will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Brookmont's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Susan Begando.

It is Brookmont's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Brookmont will also not cross trades between client

accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 - Brokerage Practices

Brookmont Capital does not accept soft-dollars from any broker-dealer. For Portfolio Management services, either offered directly to Brookmont's clients or via a sub-advisory relationship with independent investment advisers or the Pyxis Dividend Equity Fund, Brookmont shall have full power and discretion to select the broker or dealer to execute transactions for the investment account assets and to negotiate and determine any commission rates to be paid for such transactions. Brookmont requires that it be provided this discretionary authority from the client in writing. Brookmont will use its best efforts to have transactions executed at prices that are advantageous to the client and at commission rates that are reasonable in relation to the benefits received. Brookmont may consider a number of factors when selecting a broker or dealer to effect a transaction, including its financial strength and stability, the efficiency with which the transaction will be effected, and the value of research products and services that a broker lawfully may provide to assist the firm in the exercise of its investment discretion.

If Brookmont believes that the purchase or sale of a security is in the client's best interests along with the best interests of its other clients, Brookmont, may, but shall not be obligated to, aggregate the securities to be sold or purchased to obtain favorable execution or lower brokerage commissions, to the extent permitted by applicable laws and regulations. Brookmont will allocate securities so purchased or sold, as well as the expense incurred in the transaction, in the manner that it considers to be equitable and consistent with its fiduciary obligations to client and its other clients. Brookmont will not include any personal or proprietary trades with client trades in an aggregated trade order.

If a client wish to impose reasonable limitations on this discretionary authority, such limitations shall be provided in writing. Clients may change/amend these limitations as desired. Such amendments shall also be submitted in writing.

The client shall also have the right to direct Brookmont in writing to use a particular broker or dealer to execute some or all transactions for the client's account. In that case, the client will negotiate terms and arrangements with that broker or dealer, and Brookmont will not seek better execution services or prices from other brokers or dealers or be able to aggregate client transactions for execution through other brokers or dealers with orders for other accounts advised or managed by the firm. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the client's account than would otherwise be the case, and best execution may not be achieved.

Brokers or dealers may from time to time refer clients to Brookmont. Brookmont will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Brookmont's interest in receiving future referrals. Under such circumstances, clients should be aware of their various brokerage options, including utilizing the services of the referring broker, choosing another broker, or utilizing a firm retained by Brookmont to provide custody and execution services.

In the event that a client directs Brookmont to use a particular broker or dealer, it should be understood that Brookmont will not have the authority to negotiate commissions, obtain volume discounts, and best execution may not be achieved. In addition, there may be a disparity in commission charges among Brookmont's clients.

The following are the independent FINRA member broker dealers with whom Brookmont typically places its trades: Royal Bank of Canada, Capital Institutional Services, Inc., Cantor Fitzgerald, Morgan Keegan, Vining Sparks and Sunguard. Other broker dealers may also be used. Brookmont recognizes its duty of best execution however, and, as noted above, will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates and costs possible.

STERNE AGEE WEALTHCORE WRAP FEE PROGRAM

As part of the sub-advisory agreement with Sterne Agee Investment Advisors, Brookmont will direct all trades with respect to a Program client's account through Sterne, Agee & Leach, Inc., a broker dealer with which SAIA is affiliated, unless Brookmont, in its sole discretion, determines that any such transactions do not achieve best execution.

Item 13 - Review of Accounts

REVIEWS:

While the underlying securities within Portfolio Management Services and WealthCore wrap fee program accounts are continuously monitored, these accounts are reviewed at least quarterly by Robert C. Bugg, Managing Member, Chief Investment Officer and Chief Compliance Officer of Brookmont or his designee. 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.

REPORTS:

Portfolio Management Services clients will receive monthly statements and confirmations of transactions from their broker dealer/custodian. Clients participating in the WealthCore wrap fee program are requested to refer to the WealthCore wrap fee program disclosure document for complete information on the reports they are to receive, and the frequency of such reports.

Item 14 – Client Referrals and Other Compensation

Brookmont may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. Brookmont is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by Brookmont and all applicable Federal and/or State laws will be observed. The fee paid to a solicitor by Brookmont will be specified in a separate disclosure document provided to the client.

Item 15 - Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Brookmont urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you.

Portfolio Management Services clients will receive monthly statements and confirmations of transactions from their broker dealer/custodian. Clients participating in the WealthCore wrap fee program are requested to refer to the WealthCore wrap fee program disclosure document for complete information on the reports they are to receive, and the frequency of such reports.

Item 16 - Investment Discretion

Brookmont usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Brookmont observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Brookmont's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Brookmont in writing.

Brookmont shall supervise and direct the investments of and for an investment account assets on a discretionary basis, without prior consultation with client, in accordance with the description of its investment philosophy set forth above. This discretionary authority makes Brookmont the agent and attorney-in-fact with full power and authority in connection with the investment account assets (a) to buy, sell, exchange, convert and otherwise trade in any and all stocks, bonds and other securities, both domestic and foreign, as Brookmont may select; and (b) to establish and deal through accounts with one or more securities brokerage firms, dealers or banks as Brookmont may select.

Brookmont requires that it be provided this discretionary authority from the client in writing.

Brookmont shall not effect transactions in securities on behalf of the client, receive any compensation for the execution of purchases, sales, exchanges, or trades in securities on client's behalf or receive any compensation for directing trades in securities on behalf of client.

If a client wish to impose reasonable limitations on this discretionary authority, such limitations shall be provided in writing. Clients may change/amend these limitations as desired. Such amendments shall also be submitted in writing.

Item 17 - Voting Client Securities

Brookmont maintains a written proxy voting policy which reflects the firm's duty as a fiduciary to vote proxies in the best interests of its clients. For ERISA plan clients, proxies are voted solely in the best interests of the plan participants and beneficiaries.

Certain clients have expressly retained proxy-voting authority and in such instances, Brookmont has no proxy voting responsibility and may not take any action regarding those clients' proxies.

In the event of any actual or potential conflicts of interests in the voting of any client proxies, Brookmont will make appropriate disclosures to clients and either request that the client vote the proxy(s), abstain from voting or vote the client proxies, depending on the circumstances.

Clients may obtain a copy of Brookmont's complete proxy voting policies and procedures by contacting the Chief Compliance Officer directly. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of Brookmont's complete proxy policies and procedures or how Brookmont voted proxies for his/her account(s), Brookmont will promptly provide such information to the client.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Brookmont's financial condition. Brookmont has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.