



MCGILL ADVISORS
A DIVISION OF BRIGHTWORTH

**McGill Advisors,
a Division of Brightworth, LLC**

**Part 2A of Form ADV
The Brochure**

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Updated: July 1, 2017

This brochure provides information about the qualifications and business practices of Brightworth, LLC ("Brightworth"), which also does business under the name McGill Advisors, a division of Brightworth, LLC ("McGill Advisors Division"). This Brochure has been prepared for clients interested in the services provided under the name McGill Advisors. Brightworth's services and fees are described in a separate Brochure which is available upon request.

If you have any questions about the contents of this brochure, please contact us at (404) 760-9000 or (866) 727-6100. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Item 2 - MATERIAL CHANGES

Registered Investment Advisers are required to use this format for our Form ADV Part 2 to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last "annual update" filing. In the event of any material changes, a Summary will be provided to all clients within 120 days of our fiscal year-end. Brightworth, LLC's last annual update was filed on March 27, 2017.

As of July 1, 2017, Brightworth acquired McGill Advisors, Inc. which has become a division of Brightworth (the "McGill Advisors Division"). Brightworth continues to be headquartered in Atlanta, Georgia, and the McGill Advisors Division will continue to operate from its office in Charlotte, North Carolina. After the merger, Brightworth will have 17 partners, including four from McGill Advisors and two new Brightworth partners. No single partner owns more than 25% of Brightworth. Brightworth and the McGill Advisors Division will have a single Management Committee and a single Investment Committee.

Management Committee Members include: Raymond Padron, David Polstra, Sherry Hodor, Donald Wilson, Annika Cushnie, Robert Sytz, and Brett Miller.

Investment Committee Members include: Donald Wilson, Raymond Padron, Alan Gotthardt, Michael DeWitt, and Jeffrey Harrell.

Chris Dardaman has resigned from the Investment Committee as of June 30, 2017. John McGill is no longer an officer, partner or Committee member of Brightworth or the McGill Advisors Division.

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Item 4 - ADVISORY BUSINESS

Brightworth is a fee-only financial firm that provides investment management services and wealth counsel to high net worth individuals, families, trusts, estates, charitable organizations, small business owners, pension plans and profit sharing plans. Brightworth, LLC was founded in 1997 as Polstra & Dardaman, LLC. Brightworth currently has 17 partners with the addition of the McGill Advisors Division. There is a separate Brochure for Brightworth's fees and services.

Brightworth also does business under the name McGill Advisors, a division of Brightworth, with an office located in Charlotte, North Carolina. This Brochure is provided for clients interested in the services provided by the McGill Advisors Division.

McGill Advisors Division offers the following advisory services to our clients:

Portfolio Management Services

McGill Advisors Division provides Portfolio Management Services to clients through customized investment portfolios. We provide on-going advice to the client regarding investment of the client's assets 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, McGill Advisors Division develops a client's personal asset allocation and creates and manages the portfolio based on that allocation. We offer Portfolio Management Services on a discretionary basis only. Account supervision is guided by the stated investment goals and risk tolerance of the client (i.e., maximum capital appreciation, growth, income, or growth and income).

We will create the client's portfolio of one or more of the following, as appropriate: individual equities, bonds, notes and other fixed income instruments, options, no-load or load-waived mutual funds, Exchange Traded Funds (ETFs), separate accounts, private investment strategies (including hedge funds, private equity and real estate) and/or other investment products. We will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Mutual funds, ETFs and other funds are selected on the basis of any or all of the following criteria as they relate to the security or its underlying index: performance history; industry sector; track record; investment objectives; composition and focus and fee structure and expenses. Portfolio weighting will be determined by each client's individual needs and circumstances as communicated to and documented by McGill Advisors Division.

As part of our Portfolio Management Service we may offer some basic financial planning recommendations to clients during regular meetings. McGill Advisors Division does not receive any additional compensation for these recommendations beyond its portfolio management fee (as discussed below), nor do we provide a comprehensive written financial plan to the client. Since the majority of our clients are small business owners with retirement plans, McGill Advisors Division typically provides the trustee(s) of such plans with specific recommendations for their company sponsored retirement plans. On occasion and when requested by a client, a Wealth Advisor of McGill Advisors Division will consult with a client's employees participating in a plan, the assets of which (or a portion thereof) are managed by the McGill Advisors Division.

Amount of Managed Assets

As of 5/31/2017, the total discretionary assets under management of Brightworth, including the McGill Advisors Division, was over \$3.028 billion on behalf of approximately 1,250 clients. As of 5/31/2017, the McGill Advisors Division managed over \$1.46 billion on a discretionary basis on behalf of approximately 600 clients. Together we serve clients in 48 states.

Seminars

McGill Advisors Division provides educational seminars on various wealth topics that may include retirement planning, investment planning, or other similar topics at the request of the seminar sponsor. The investment information provided under this service is educational in nature and does not purport to meet the objectives or needs of any particular attendee. McGill Advisors Division seminars are typically sponsored by and provided for select groups or organizations but may also be open to the public. Seminars present an opportunity to introduce our firm to people who may benefit from our services. As such, we do not typically charge fees for presenting seminars. In addition, we frequently donate time and materials and may assume other expenses related to a seminar sponsored by a third party. Seminar sponsors may reimburse us for reasonable expenses.

Item 5 - FEES AND COMPENSATION

Portfolio Management Services

The annual fee for Portfolio Management Services will be charged as a percentage of assets under management. The fee will be determined and quoted prior to the inception of the relationship and will be based on the following factors: the work required, the complexity and frequency of client meetings and conference calls, assets under management, anticipated future additional assets, related accounts, portfolio style, and account composition, among other factors.

Listed below is McGill Advisors Division basic fee schedule, based on a percentage of client assets under management. This schedule is used by McGill Advisors Division as a guide in determining the fee to be charged to the client. This fee schedule is negotiable, in limited circumstances at the discretion of Brightworth and the McGill Advisors Division, based upon the factors listed above.

<u>Assets under management</u>	<u>Annual Fee (%)</u>
\$0 - \$1 million	1.00%
\$1,000,001 - \$2 million	0.85%
\$2,000,001 - \$3 million	0.75%
\$3,000,001 - \$5 million	0.65%
\$5,000,001 - \$7 million	0.55%
\$7,000,001 - \$10 million	0.45%
\$10,000,001 +	0.35%

We generally require a minimum account size of \$300,000 or a minimum annual fee of \$3,000 for this service. In limited circumstances this minimum may be negotiable. We may group certain related client accounts for the purposes of achieving the minimum account size and determining the annual fee.

Clients will be invoiced in advance at the beginning of each 3 month invoicing period based upon the market value of the client's account at the end of the previous quarter, plus any credit balance or minus any debit balance.

Each client's specific annual fee schedule will be identified in the investment management agreement between the adviser and the individual client. Certain existing clients have engaged the McGill Advisors Division under previously applicable fee schedules which are generally lower and/or contain different breakpoints than those disclosed above. These legacy fee schedules are no longer offered or available to new clients. Discounts which are not generally available to advisory clients, may be offered to family members and personal acquaintances of the associated persons of our firm.

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

Mutual Fund and ETF Fees: McGill Advisors Division investment management fees are separate from the fees and expenses charged by mutual funds and/or exchange-traded funds (ETFs) to their shareholders, including funds purchased for the client's account by the McGill Advisors Division and those previously owned and transferred into the client's McGill Advisors Division account. 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 or surrender charge.

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

Item 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Brightworth, including the McGill Advisors Division, does not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because neither Brightworth nor the McGill Advisors Division have performance-based fee accounts, Side-by-Side Management is not applicable to the firm's investment and business practices.

Item 7 - TYPES OF CLIENTS

McGill Advisors Division primarily provides advisory services to individuals, including high net worth individuals, pension and profit sharing plans, trusts, estates, corporations and other businesses. McGill Advisors Division's standard minimum account size is \$300,000 or a minimum annual fee of \$3,000 for establishing and for maintaining a Portfolio Management Services account. However in limited circumstances this minimum may be negotiable.

Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

Don Wilson, Brightworth's Chief Investment Officer, leads our Investment Committee, which also includes Jeff Harrell, Director of Portfolio Management and Wealth Advisor; Ray Padrón, Managing Partner and Wealth Advisor; Mike DeWitt, Wealth Advisor and Alan Gotthardt, Consultant. The Investment Committee is assisted by the firm's investment analysts, financial planners and Wealth Advisors. The Investment Committee generally meets monthly (or more often) to discuss existing and prospective investments. The Investment Committee evaluates investments independently, as well as in the context of our overall portfolio strategy.

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

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not primarily consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of stocks, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of stocks, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

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

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

Risks for all forms of analysis. Our securities analysis methods rely on the data provided by the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities. This information is deemed to be accurate and reliable.

Investment Strategies

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

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when we believe the securities to be currently undervalued, and/or when we want exposure to a particular asset class over time, regardless of the current projection for this class. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Option Writing. In limited circumstances, we may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. McGill Advisors Division may use covered calls (a type of option), as an investment strategy in which we sell an option on a security that you own. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed upon price. This is typically employed when we have a short-term neutral view on the asset.

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

Item 9 - DISCIPLINARY INFORMATION

Neither Brightworth, the McGill Advisors Division nor any of our Partners and Staff have been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither Brightworth, the McGill Advisors Division, nor its Partners and Staff have any relationships or arrangements with other financial services companies that pose material conflicts of interest. Alan Gotthardt (former Partner at Brightworth who worked with the firm for many years) serves as a consultant to and member of the Brightworth Investment Committee. Mr. Gotthardt runs a separate private investment company that is not affiliated with Brightworth. To eliminate any potential conflicts of interests, Brightworth does not solicit investments of client assets in the private partnership managed by Mr. Gotthardt.

Brightworth through the McGill Advisors Division continues to have an informal cross-referral arrangement with the McGill & Hill Group. The McGill & Hill Group is made up of the following firms: Roger K. Hill & Co., Dental Practice Transitions & Brokerage; McGill & Hassan, PA, a law

firm; Elliott, Davis, Decosimo, PLLC, an accounting firm; PenSys, Inc. a third party administrator for retirement plans; and John K. McGill & Company ("JKMC"), Tax and Business Planning for Dentists. There is no direct or indirect compensation paid for referrals between these companies, other than a referral arrangement with JKMC. See Item 14 of this document for information on the referral arrangement with JKMC.

Brightworth, including the McGill Advisors Division, will refer clients to members of the McGill & Hill Group when it believes it is in the best interest of the client.

Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Brightworth has adopted a written code of ethics that is applicable to all Partners and Staff. Among other things, the code requires Brightworth, including the McGill Advisors Division and its Partners and Staff to act in clients' best interests, abide by all applicable regulations, and avoid even the appearance of insider trading.

Brightworth has policies and procedures designed to address our duty as a fiduciary to our clients. This means that we abide by the duty to place client interests ahead of our own individual interests. We take this duty seriously and provide full and fair disclosure of relevant facts and conflicts of interest when applicable. We also have a duty of loyalty and good faith to our clients.

Brightworth reviews personal securities trading which applies to Partners and Staff, as well as Partner and Staff family members living in the same household. As part of our Code of Ethics, all Partners and Staff must also abide by rules relating to their personal securities investments. These rules include: (1) annually providing the firm with a list of all personal accounts and reportable securities in which they have a beneficial ownership, (2) quarterly reporting all reportable securities transactions, and (3) pre-clearing certain personal securities transactions.

The Chief Compliance Officer monitors Partners and Staff trading, relative to client trading, to ensure that Partners and Staff do not engage in improper transactions or gain any benefit over the firm's clients.

A copy of firm's Code of Ethics is available upon request.

Item 12 - BROKERAGE PRACTICES

Brightworth believes that, as an industry best practice of separation of duties, the custody of client assets should be separated from the management of client assets. Brightworth generally recommends that clients hold their investment accounts with one or more of the following unaffiliated custodians: Charles Schwab, TD Ameritrade, or Fidelity for Brightworth only. Brightworth and the McGill Advisors Division will recommend to clients which custodian(s) to use based on custodian transaction costs, as well as the best mix of quality, timeliness of execution and administrative service support. Clients normally will pay transaction fees to the custodian. The Wealth Advisors at Brightworth, including the McGill Advisors Division, are not registered representatives of these custodial/brokerage firms. Neither Brightworth, the McGill Advisors Division, nor its Wealth Advisors receive any commissions or fees for using or recommending these custodians.

Soft Dollar Benefits

Brightworth, including the McGill Advisors Division, does not have soft dollar arrangements with any brokerage firms based on volumes of transactions.

Other Benefits

Brightworth, including the McGill Advisors Division, does receive certain products and services from Charles Schwab, TD Ameritrade, and for Brightworth only, Fidelity Investments (our Recommended Custodians) free of charge or at discounted rates including:

- Duplicate client confirmations, statements, and other account information;
- Direct advisory fee debiting capabilities;
- Access to on-line investment research;
- Discount pricing on Educational Conferences;
- Access to consulting services, publications and presentations on various investment, financial planning and practice management topics

Brightworth has an incentive to use Recommended Custodians because their services enable us to more efficiently serve clients. We do not believe that clients whose accounts are held by Recommended Custodians incur any additional costs in connection with our receipt of the products and services described above. There is no affiliation or fee sharing arrangement between Brightworth, the McGill Advisors Division, and the Recommended Custodians. However, Brightworth and the McGill Advisors Division would not receive the operational and economic benefits described above if Brightworth did not have an established relationship with these companies. These benefits do not depend on the amount of transactions directed by Brightworth and the McGill Advisors Division to the Recommended Custodians.

Trading & Best Execution

McGill Advisors Division will block trades when possible and advantageous to clients. We may block trades when buying a new security or eliminating a security from all accounts. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a more timely and equitable manner. McGill Advisors Division is only able to block trades for client accounts who direct the use of the same custodian. When a new client account is invested in a strategy, the trades required to implement that strategy are not typically aggregated with other client account trades placed on the same day.

Item 13 - REVIEW OF ACCOUNTS

While the underlying securities within Portfolio Management Services client accounts are continuously monitored by the Director of Portfolio Management of the McGill Advisors Division, these accounts are also reviewed at least semi-annually by the Wealth Advisor assigned to the account. Client 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.

Clients receive account statements directly from their chosen custodian normally on a monthly basis, or at least on a quarterly basis. These statements may be received as paper copies in the mail or can be set up to be viewed electronically. We also generally provide clients with a quarterly performance report.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Brightworth has a policy that allows certain Partners and Staff, including individuals in the McGill Advisors Division, to be eligible to receive additional compensation for referring new clients to the firm. The compensation is a cash payment calculated as a percentage of the fees generated by the assets under management referred to Brightworth and the McGill Advisors Division. This policy could potentially create a conflict of interest in that an individual may be motivated to refer potential clients to the firm to earn compensation. The firm addresses this potential conflict by having the Wealth Advisor who will manage the new client relationship, review the prospective client's situation to determine if the potential client is a good fit for the firm's services. The firm is not obligated to accept as a client any prospective client referred by any Partner or Staff.

Brightworth also has a relationship with a few Consultants who may refer prospective clients to the firm. In some cases, these Consultants may also be clients of Brightworth. The Consultant's compensation may consist of a bonus based on net assets added for each client referred by the Consultant to the firm. Consultants' specific compensation is detailed in the Solicitor Disclosure Statement which the Consultant shall provide to prospective clients prior to the start of their relationship with Brightworth.

Specifically John K. McGill & Company (JKMC) has entered into a Consulting Agreement to which JKMC may solicit potential clients for Brightworth's investment advisory business. JKMC will receive compensation of up to 25% of the annual fees paid by the client to Brightworth for additional assets added.

These Client Referral arrangements do not increase or in any way affect the fees clients pay to Brightworth, including the McGill Advisors Division. We are not obligated to accept as a client any prospective client referred by a Consultant. Consultants do not have access from the firm to client or prospective client's financial and/or personal data, unless the client chooses to disclose personal information directly to them.

Item 15 - CUSTODY

The accounts of the McGill Advisors Division clients' are held in custody by unaffiliated broker/dealers (typically Charles Schwab and TD Ameritrade). In some cases, the McGill Advisors Division can access clients' accounts through its ability to debit advisory fees and is considered to have custody solely for that reason. Clients will receive account statements directly from the custodian normally on a monthly basis and at least on a quarterly basis. Clients can review these statements in addition to any account information provided by Brightworth. Clients may access their accounts on-line at any time through the custodian's website.

Item 16 - INVESTMENT DISCRETION

McGill Advisors Division offers portfolio management services on a discretionary basis only. As such, we place trades in the client's account without contacting the client prior to each trade to obtain the client's permission. Clients give McGill Advisors Division discretionary authority when they sign an advisory agreement with our firm.

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

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

Item 17 - VOTING CLIENT SECURITIES

McGill Advisors Division maintains a written Proxy Voting Policy & Procedures which reflect our duty as a fiduciary to vote proxies in the best interests of our clients. For ERISA plan clients, if any, 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, McGill Advisors Division has no proxy voting responsibility and may not take any action regarding those clients' proxies. However, we will consult with these clients regarding any particular proxy received, as requested.

In the event of any actual or potential conflicts of interests in the voting of any client proxies, McGill Advisors Division 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.

McGill Advisors Division maintains relevant and appropriate proxy records as part of the firm's Proxy Policy & Procedures. Our Proxy Policy & Procedures and information about the voting of a client's proxies, where McGill Advisors Division has proxy voting responsibility, are available to a client upon written request. You may request this information by sending your written request to our principal office address set forth on the cover page to this brochure or by calling us at (866) 727-6100.

Item 18 - FINANCIAL INFORMATION

Brightworth, including the McGill Advisors Division, does not require prepayment of fees more than six months in advance. Brightworth and the McGill Advisors Division have never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.

*Thank you for taking the time to read this information. For additional information about the McGill Advisors Division of Brightworth or Brightworth, LLC please visit our websites at: www.mcgilladvisors.com
www.brightworth.com*