

Bright Road Wealth Management, LLC Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Bright Road Wealth Management, LLC ("BRWM"). If you have any questions about the contents of this brochure, please contact us at (907) 339- 1555 or by email at: Brian@BrightRoadWealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

*Additional information about BRWM is also available on the SEC's website at www.adviserinfo.sec.gov.
BRWM's CRD number is: 164408*

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Version Date: M a r c h 1 6 , 2 0 2 2

Item 2: Material Changes

BRWM updates this document annually, or more frequently as needed to report material changes. This section outlines and summarizes the specific changes made since the last update.

This disclosure document, dated March 16, 2022, includes the material changes below since the last update of this document on February 21, 2021.

- We have updated our assets under management. Please see Item 4.

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Item 4: Advisory Business

Description of the Advisory Firm

BRWM is a limited liability company organized in the state of Alaska. The firm was formed in June of 2012, and the principal owner is Brian Kent Pinkston.

Types of Advisory Services

BRWM offers the following services to advisory clients:

Investment Supervisory Services

BRWM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, risk tolerance, income, tax situation, and other factors of each client. BRWM uses Totum Risk profiles for each client to determine the appropriate asset allocation given the desired level of risk and return. The aforementioned additional information is captured via the Bright Road Wealth Management Client Profile Document ("BRWM Client Profile Document"), which, along with any other relevant supporting documentation, is used to construct an investment plan. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

BRWM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon, among other things. BRWM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels, desired asset allocation and other information is documented in the Totum Risk profile document, which is given to each client.

Financial Planning Services

BRWM also offers financial planning engagements for clients who do not participate in BRWM's Investment Supervisory Services. This financial planning may include, but is not limited to: investment planning, life insurance, tax concerns, retirement planning, college planning, and debt/credit planning.

Participant-Directed Retirement Plan Services

BRWM provides advisory services to participant-directed retirement plans. As part of these services, BRWM will analyze the plan's current investment platform, and assist the plan in creating a Client Name Investment Policy Statement defining the types of investments to be offered and the restrictions that may be imposed within the plan, among other things. Further, BRWM will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles. From time to time BRWM will recommend changes in the plan's investment line-up. BRWM will meet with plan fiduciaries periodically to review plan investment performance, as well as the investment policy statement.

Services Limited to Specific Types of Investments

BRWM generally limits its investment advice and money management to mutual funds, equities, bonds, fixed income, debt securities, exchange-traded funds ("ETFs"), real estate investment trusts ("REITs"), and government securities. BRWM may use other securities as well to help diversify a portfolio when appropriate.

Client Tailored Services and Client Imposed Restrictions

BRWM offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Totum Risk profile and BRWM Client Profile Document which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent BRWM from properly servicing the client account, or if the restrictions would require BRWM to deviate from its standard suite of services, BRWM reserves the right to end the relationship.

Amounts Under Management

As of December 31, 2021, BRWM manages approximately \$176,089,435 on a discretionary basis, and \$10,441,537 on a non-discretionary basis.

Item 5: Fees and Compensation

Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
First \$1,000,000	1.00%
Next \$2,000,000	0.80%
Next \$2,000,000	0.60%
Above \$5,000,000	Negotiable

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in arrears based on average daily balances, and clients may terminate their contracts with three days' written notice. Because fees are charged in arrears, no refund policy is necessary. Clients may terminate their accounts without penalty within five business days of signing the advisory contract.

Financial Planning Fees

The hourly fee for these services is \$350. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Fees are paid in arrears at the end of the financial planning engagement. Because fees are charged in arrears, no refund is necessary.

Retirement Plan Services Fees

Total Assets Under Management	Annual Fee
First \$1,000,000	0.75%
On all amounts thereafter	0.50%

Retirement plan service fees are negotiable depending upon the needs of the client and complexity of the situation. Fees are paid quarterly in arrears based on average daily balances, and clients may terminate their contracts with three days' written notice. Because fees are charged in arrears, no refund policy is necessary.

Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are generally withdrawn directly from the client's accounts with client written authorization. Advisory fees may also be invoiced and billed directly to the client quarterly in arrears. Clients may select the method in which they are billed. Regardless of the billing method chosen by the client, an itemized billing statement will be sent concurrently with each billing cycle.

Payment of Financial Planning Fees

Hourly financial planning fees are paid via check or credit card in arrears upon the end of the financial planning engagement.

Fees can be debited from participant accounts or paid directly by the plan sponsor.

Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (which may include, but are not limited to, custodian fees, brokerage fees, mutual fund fees, transaction fees, among others). Those fees are separate and distinct from the fees and expenses charged by BRWM. Please see Item 12 of this brochure regarding broker/custodian.

Prepayment of Fees

BRWM collects its fees in arrears. It does not collect fees in advance.

Outside Compensation For the Sale of Securities to Clients

Neither BRWM nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

BRWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

BRWM generally provides investment supervisory services, financial planning services and retirement plan services to the following types of clients, but may provide these services to other types of clients at its discretion:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans
- ❖ Trusts, Estates, or Charitable Organizations
- ❖ Corporations or Business Entities

Minimum Account Size

BRWM does not require a minimum account size to receive services.

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

Methods of Analysis and Investment Strategies

Methods of Analysis

BRWM's uses fundamental analysis as its method of analysis.

Fundamental analysis generally involves the analysis of financial statements, the overall financial health of companies, and/or the analysis of management or competitive advantages.

Investment Strategies

BRWM uses long-term trading, margin, covered call writing and cash secured puts in its investment strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Investment Strategies

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Covered call writing involves selling a call option on a security held in the portfolio. The goal of this strategy is income generation, and clients should be aware that their existing security position would be sold should the call be exercised. The existing security position may be sold as a result of this strategy. Covered call writing may also result in an existing security position in the portfolio. Ordinary income taxes, as well as short or long-term capital gains may be generated.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized

BRWM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize covered call writing.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The risk of default on these bonds is dependent upon the U.S. Treasury defaulting (generally thought to be extremely unlikely); however, they carry a potential risk of losing share price value, albeit generally considered relatively minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve, but is not limited to, economic risks such as inflationary risk, interest rate risk, default risk, and repayment of principal risk.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & ETFs: Investing in stocks & ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Real Estate funds face several kinds of risk that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some of the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss, including the loss of all amounts invested, that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

Criminal or Civil Actions

There are no criminal or civil actions to report.

Administrative Proceedings

There are no administrative proceedings to report.

Self-regulatory Organization Proceedings

There are no self-regulatory organization (“SRO”) proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

Neither BRWM nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither BRWM nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither BRWM nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

BRWM does not utilize nor select other advisers or third party managers. All assets are managed by BRWM management.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

BRWM maintains a written code of ethics ("Code of Ethics"), in accordance with SEC Rule 204A-1. This Code of Ethics covers the following areas: prohibited purchases and sales, insider trading, personal securities transactions, exempted transactions, prohibited activities, conflicts of interest, gifts and entertainment, confidentiality, service on a board of directors, compliance procedures, compliance with laws and regulations, procedures and reporting, certification of compliance, reporting violations, compliance officer duties, training and education, recordkeeping, annual review, and sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

BRWM does not recommend that clients buy or sell any security in which a related person to BRWM or BRWM has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of BRWM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of BRWM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. However, this conflict is ameliorated by the fact that BRWM's employees are bound by a fiduciary duty to their clients, as described in the Code of Ethics, which necessitates that BRWM employees place the interests of clients ahead of their own.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of BRWM may buy or sell securities for their personal accounts at or around the same time those securities are being bought or sold for clients. This may provide an opportunity for representatives of BRWM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. However, this conflict is ameliorated by the fact that BRWM generally invests in highly liquid securities, therefore, there is no opportunity for front running. Further, BRWM uses a rebalancer that places trades at the exact time across portfolios. Finally, BRWM's employees are bound by a fiduciary duty to their clients, as described in the Code of Ethics, which necessitates that BRWM employees place the interests of clients ahead of their own.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker/Dealers

Charles Schwab Institutional, a division of Charles Schwab, Inc., and Altruist Corp. (the "Custodian(s)") both members FINRA/SIPC/NFA, were chosen as the preferred custodian for BRWM clients based on their relatively low transaction fees and access to mutual funds and ETFs. BRWM will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodians.

Research and Other Soft-Dollar Benefits

Soft dollar practices are arrangements whereby an investment adviser directs transactions to a broker-dealer in exchange for certain products and services that are allowable under SEC and Alaska rules. Client commissions may be used to pay for brokerage and research services and products as long as they are eligible under Section 28(e) of the Exchange Act of 1934. Section 28(e) sets forth a "safe harbor," which provides that an investment adviser that has discretion over a client account is

not in breach of its fiduciary duty when paying more than the lowest commission rate available if the adviser determines in good faith that the rate paid is commensurate with the value of brokerage and research services provided by the broker-dealer.

BRWM does not currently have any soft dollar benefit arrangements.

Brokerage for Client Referrals

BRWM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

BRWM will require clients to use the Custodians to execute transactions. Not all advisers require their clients to direct brokerage.

BRWM does not permit clients to direct brokerage to any other broker-dealers other than the Custodians.

Aggregating (Block) Trading for Multiple Client Accounts

BRWM maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing BRWM the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly by Brian Kent Pinkston, Managing Member. Brian Kent Pinkston is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at BRWM are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Brian Kent Pinkston, Managing Member. There is only one level of review and that is the total review conducted to create the financial plan.

Retirement plan services accounts are reviewed by BRWM and plan sponsors at least annually. During this review parties involved will review the Investment Policy

Statement and ensure that the investments within the plan continue to meet the terms of the Investment Policy Statement. Members of the BRWM team also meet with individual participants at least once a year to help with both plan-related and general financial planning needs.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by what BRWM considers, at its sole discretion, material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least monthly from the Custodian a written report that details the client's account, including assets held and asset value.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

BRWM does not receive any economic benefit, directly or indirectly from any third party for advice rendered to BRWM clients.

Compensation to Non – Advisory Personnel for Client Referrals

BRWM may receive client referrals from Zoe Financial, Inc ("Zoe Financial") through its participation in Zoe Advisor Network ("ZAN"). Zoe Financial is independent of and unaffiliated with the BRWM. Zoe Financial established ZAN as a means of referring individuals and other investors seeking fee-only personal investment management services or financial planning services to independent investment advisors. Zoe Financial does not supervise BRWM and has no responsibility for BRWM's management of client portfolios or other advice or services. BRWM pays Zoe Financial an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to BRWM ("Solicitation Fee"). BRWM will not charge clients referred through ZAN any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial, please refer to the Zoe Financial Disclosure and Acknowledgement Form, which describes the referral and fee arrangement between BRWM and Zoe Financial. Clients who are referred through Zoe Financial will receive a copy of this form.

Item 15: Custody

BRWM has no custody, limited or otherwise, of client funds at any point. Billing statements will be produced by the Custodians, and will be posted to the clients' portals at BRWM each quarter. Clients should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where BRWM provides ongoing supervision, the client has given BRWM written discretionary authority over the client's accounts with respect to securities to be bought or sold, the amount of securities to be bought or sold, and the timing of which to sell the securities. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides BRWM discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

BRWM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security, or from the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

Balance Sheet

BRWM does not require nor solicit prepayment of more than \$1200 in fees per client six months or more in advance, per SEC regulations.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither BRWM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

BRWM has not been the subject of a bankruptcy petition in the last ten years.

C. How Performance Based Fees are Calculated and Degree of Risk to Clients

BRWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at BRWM or BRWM has been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither BRWM, nor its management persons, has any relationship or arrangement with issuers of securities.