

Item 1: Cover Sheet

**FORM ADV PART 2A
INFORMATIONAL BROCHURE**

MILESTONES ADVISORS GROUP LLC

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This brochure provides information about the qualifications and business practices of Milestones Advisors Group LLC. If you have any questions about the contents of this brochure, please contact us at 585-315-7159. 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. Our registration does not imply a certain level of skill or training.

Additional information about Milestones Advisors Group LLC (CRD# 289116) is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Milestones Advisors Group LLC is applying for registration as an investment advisor with the United States Securities and Exchange Commission. This is its first form ADV Part 2A, and therefore there no material changes to report.

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INFORMATIONAL BROCHURE
MILESTONES ADVISORS GROUP LLC

Item 4: Advisory Business

Milestones Advisors Group LLC (“Milestones”) has been in business since September of 2017. However both partners of the firm, Heather Proctor and Mark Buscher have been providing financial planning services for a combined 38 years. Milestones’ focus is on creating and implementing realistic retirement plans for each of its clients, with a holistic approach taking into consideration client’s full financial picture.

Financial Planning

Financial Planning is the cornerstone of Milestones’ approach to aiding clients in meeting their financial and life goals. We first take into account all of the client’s objectives and goals, and from there decipher what is achievable through our comprehensive planning process. We analyze the client’s income stream in order to produce a blueprint of when retirement can occur and what income is needed to meet the goals of retirement. We will also include analysis of the different cash flows that correspond with the different points of retirement specific to each individual client. Open communication and working with other professionals of our clients is something we believe is an effective way to ensure that our clients are staying on the right track to their goals and overall financial health.

If you request, Milestones may recommend the services of other professionals for implementation purposes. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendation from Milestones. If you engage any professional recommended by Milestones, and a dispute arises thereafter relative to such engagement, you agree to seek recourse exclusively from and against the engaged professional.

Asset Management

When asset management services are performed they are done on both a discretionary and non-discretionary basis. In most cases, Milestones will have a financial plan to guide these decisions to ensure they are within the client’s investment objectives. In the event that a financial plan is not in place, we will gather client investment objectives and information through both a risk assessment questionnaire and client dialogue. When services are performed on a discretionary basis, Milestones will not seek specific approval of each change to a client account. For accounts where Milestones has full discretion, clients engaging us will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an agreement that outlines the responsibilities of both the client and Milestones.

As mentioned, we may provide asset management services on a non-discretionary basis, which means we will manage the clients’ accounts as we do for our discretionary clients, except we will consult with the client prior to implementing any investment recommendation. Clients should be aware that some recommendations may be time-sensitive, in which case recommendations not implemented because we are unable to reach a non-discretionary client may not be made on a timely

basis and therefore client's account may not perform as well as it would have had Milestones been able to reach the client for a consultation on the recommendation.

Retirement Plan Consulting Services

The fiduciaries of self-directed retirement plans (which can include 401(k) plans) are required to, among other things, determine a selection of investments from which the plan's participants choose for their personal allocation in their individual participant account. Milestones may provide assistance to plan sponsors in meeting this obligation through a consultative relationship including the selection of the plan investment options in accordance with the plan's objectives, as well as the ongoing monitoring of those options to assist the plan sponsor in determining when changes to these options are needed. This advice is rendered on a non-discretionary basis, meaning the plan sponsor is free to accept or reject Milestones' recommendations. In addition, if requested by the plan sponsor, Milestones may assist with the review of plan service providers.

Sub-Advisory Services

Milestones also provides discretionary sub-advisory services for client accounts of other investment advisory firms ("referring advisor"). In these instances, Milestones enters into advisory agreements directly with the referring advisor and Milestones assists in the implementation of investment portfolios. Under these arrangements, Milestones is granted limited discretionary investment authority over assets the referring advisor assigns to Milestones. Any authority of Milestones only applies to the specific assets, within the client's custodial account, for which Milestones has been appointed as the discretionary manager. Milestones shall not provide investment advice, or have any advisory responsibility to the client, beyond the assets for which it is appointed as a sub-advisor.

Assets Under Management

As of this date, Milestones is a newly formed business, and as such, Milestones does not yet have any clients or assets under management.

Item 5: Fees and Compensation

A. Fees Charged

All investment management clients will be required to execute an Investment Management Agreement that will describe the type of management services to be provided and the fees, among other items. Clients are advised that they may pay fees that are higher or lower than fees they may pay another advisor for the same services. Clients are under no obligation at any time to engage or to continue to engage, Milestones for investment services. If you do not receive a copy of this brochure at least 48 hours prior to the execution of an Agreement, you may terminate the agreement within the first five (5) business days without penalty.

Financial Planning

In circumstances when financial planning is done on a stand-alone basis, the fees charged are based on the fee agreed upon by the adviser and client. The arrangement is typically provided on a fixed fee basis, and the fixed fees will range from \$1,000 to \$3,000. Financial planning fees are negotiable. These fees are dependent on the nature of the engagement, and are decided upon on a case-by-case basis. At the discretion of Milestones, financial planning services may be done on an hourly basis

with a rate of \$250 per hour.

Asset Management

Generally, fees vary from 0.00% to 2.0% per annum of the market value of a client's assets managed by Milestones. Fees are negotiable, and the fee range stated is a guide. The fee chosen within that range is determined in part by the nature of the account, including the size of the account, complexity of asset structures, the nature of the ongoing financial planning work needed for that particular client, the complexity of the portfolio, and other factors that would be dependent upon the specific client.

Retirement Plan Consulting Services

Generally, the arrangement is on a fixed fee basis with a range of \$1,000 to \$50,000. Retirement Plan Consulting fees are negotiable and are dependent on the nature of the engagement. Fees are negotiable, in the sole discretion of Milestones.

Sub-Advisory Services

Generally, fees vary from 0.0% to 1.0% per annum of the market value of a client's assets managed by Milestones. Fees are negotiable, and the fee range stated is a guide. The fee chosen within that range is determined in part by the nature of the account, including the size of the account, complexity of asset structures, the nature of the ongoing financial planning work needed for that particular client, the complexity of the portfolio, and other factors that would be dependent upon the specific client.

B. Fee Payment

Financial Planning: Generally, fifty percent (50%) of the anticipated fee will be payable upon signing the applicable Agreement, with the remainder due upon completion of the financial plan, or as mutually agreed upon by the parties. Financial planning fees will be due upon receipt of invoice from Milestones.

Asset Management:

Fees will be debited directly from each client's account. The advisory fee is paid quarterly in advance, and the value used for the fee calculation is net value of the account as of the last business day of the previous quarter. This means that if your annual fee is 1.00%, we will take the previous quarter's ending value, multiply the value by 1.00%, and then divide by 4 to calculate our fee. To the extent there is cash in your account, it will be included in the value for the purpose of calculating fees only if the cash is part of an investment strategy. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to Milestones. While almost all of our clients choose to have their fee debited from their account, we will invoice clients upon request.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. Each quarter, the client will receive a statement from their account custodian showing all transactions in their account, including the fee.

Retirement Plan Consulting Services:

Retirement Plan Consulting Services are performed on a fixed fee basis, and the fee is paid quarterly in advance. For plans whose assets are under the direction of Milestones, fees may be debited

directly from the plan or participant accounts or paid directly by the plan sponsor.

Sub-Advisory Services

Fees will be billed directly to the other investment advisory firms (“referring advisor”). The advisory fee is paid quarterly in advance, and the value used for the fee calculation is net value of the account as of the last business day of the previous quarter. This means that if your annual fee is 0.50%, we will take the previous quarter’s ending value, multiply the value by 0.50%, and then divide by 4 to calculate our fee. To the extent there is cash in the referring advisor’s client account, it will be included in the value for the purpose of calculating fees only if the cash is part of an investment strategy. Once the calculation is made, we will invoice the referring advisor.

C. Other Fees

There are a number of other fees that can be associated with holding and investing in securities. You will be responsible for fees including transaction fees for the purchase or sale of a mutual fund or Exchange Traded Fund, or commissions for the purchase or sale of a stock. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. Milestones can provide or direct you to a copy of the prospectus for any fund that we recommend to you. Any fees paid to third party managers are separate from, and in addition to, fees paid to Milestones.

D. *Pro-rata* Fees

If you become a client during a billing period, you will pay a management fee for the number of days left in that billing period. If you terminate our relationship during a billing period you will be responsible for the payment of management fees for the portion of the billing period during which you were a client. Once your notice of termination is received, we will assess pro-rated fees for the number of days between the end of the prior billing period and the date of termination to be paid in whatever way you direct (check, wire). Milestones will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked”, meaning they will no longer be visible to Milestones and will become a retail account with the custodian.

E. Compensation for the Sale of Securities.

This item is not applicable.

Item 6: Performance-Based Fees

Milestones will not charge performance-based fees.

Item 7: Types of Clients

Clients advised may include individuals, families, trusts, and charitable organizations and foundations, pensions and corporations. Milestones does not currently have a minimum account size required to be a client of the firm.

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

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

Each client's portfolio will be invested according to that client's investment objectives, which are typically ascertained through the financial planning process. The goal with asset management is to take the financial plan and implement it while continually updating it as circumstances change. Because the plan is based on information supplied by you, it is very important that you accurately and completely communicate to us the information we need. Also, your circumstances and needs may change as your engagement with us progresses. It is very important that you continually update us with any changes so that if the updates require changes to your plan, we can make those changes. Otherwise, your plan may no longer be accurate.

Once we ascertain your objectives for each account, we will develop a set of asset allocation guidelines, found in one of our eleven investment strategies. Client portfolios may be invested in one strategy, or a combination of strategies. The strategies are developed utilizing outside research and investment ideas, combined with Milestones' views on both individual securities and the markets and economy as a whole. All client accounts in each strategy are managed on a pari passu basis. In other words, all accounts managed within each strategy are managed in a like manner, side by side with one another, and not individually considered. Accordingly, while a client may request limitations on Milestones' discretionary authority, some requested limitations may not be possible to achieve within the given strategy. In this case, the client and the firm will mutually agree to either terminate the engagement, accept the asset allocations in the strategy, or have the client's assets placed in another strategy.

The strategy in which the client's assets are placed may change from time to time, dependent upon the client's investment objectives and financial circumstances. Milestones uses 11 strategies that are outlined below.

There are no limits to the types of securities that may be placed in a strategy, or that Milestones may evaluate for a client or for inclusion in a strategy. However, investments most typically include exchange traded funds (ETFs) and mutual funds.

As assets are transitioned from a client's prior advisers to Milestones, there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Milestones. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. In the event an investment in a client account is unable to be unwound for a period of time, Milestones will monitor the investment as part of its services to the client. Milestones may suggest that a given investment be moved to a separate account.

Strategies:

Conservative Allocation

The portfolio strategy is designed for investors seeking the highest level of total return that is consistent with a conservative level of risk. The strategy may be most appropriate for investors with a shorter-term investment horizon.

Conservative Allocation – Tax Sensitive

The portfolio strategy is designed for investors seeking the primary objective of the highest level of total return that is consistent with a conservative level of risk. The secondary objective of the strategy is to be sensitive to the investor's tax treatment and post-tax outcome. The strategy may be most appropriate for investors in a high income tax bracket and with a shorter-term investment horizon.

Moderate Allocation

The portfolio strategy is designed for investors seeking the highest level of total return that is consistent with a moderate-conservative level of risk. The strategy may be most appropriate for investors with a short-to-intermediate-term investment horizon.

Moderate Allocation – Tax Sensitive

The portfolio strategy is designed for investors seeking the primary objective of the highest level of total return that is consistent with a moderate-conservative level of risk. The secondary objective of the strategy is to be sensitive to the investor's tax treatment and post-tax outcome. The strategy may be most appropriate for investors in a high income tax bracket and with a short-to-intermediate-term investment horizon.

Balanced Allocation

The portfolio strategy is designed for investors seeking the highest level of total return that is consistent with a moderate-aggressive level of risk. The strategy may be most appropriate for investors with an intermediate-to-longer-term investment horizon.

Balanced Allocation – Tax Sensitive

The portfolio strategy is designed for investors seeking the primary objective of the highest level of total return that is consistent with a moderate-aggressive level of risk. The secondary objective of the strategy is to be sensitive to the investor's tax treatment and post-tax outcome. The strategy may be most appropriate for investors in a high income tax bracket and with an intermediate-to-longer-term investment horizon.

Aggressive Allocation

The portfolio strategy is designed for investors seeking the highest level of total return that is consistent with an aggressive level of risk. The strategy may be most appropriate for investors with a longer-term investment horizon.

Adaptive Allocation for Long-Term Growth

The portfolio strategy pursues consistent, long-term returns by seeking to highly-adaptively balance risks with growth potential across multiple asset classes. The strategy may be most appropriate for investors with a longer-term investment horizon.

Strategic Short-Term Income

The portfolio strategy seeks total return consisting of current income and a balance of capital preservation and capital appreciation. The strategy may be most appropriate for investors with a shorter-term investment horizon.

Strategic Long-Term Income

The portfolio strategy seeks total return consisting of current income and a balance of capital preservation and capital appreciation. The strategy may be most appropriate for investors with an intermediate-to-longer-term investment horizon.

Strategic Municipal Income

The portfolio strategy seeks total return consisting of current income exempt from federal income tax and a balance of capital preservation and capital appreciation. The strategy may be most appropriate for investors with an intermediate-to-long-term investment horizon.

Third Party Managers

In some circumstances, Milestones can utilize other managers to assist in the management of client assets. These managers are selected by Milestones after a process whereby Milestones evaluates each manager's investment performance, operations, and offerings to determine if the manager would be a fit for Milestones clients. This process continues on an ongoing basis, throughout the time the client works with the third party manager. It is important to remember that any fees paid to these managers are separate from, and in addition to, fees paid to Milestones.

Risk of Loss

There are always risks to investing. **Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear.** It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to

government regulation. Changes in zoning, tax structure or laws impact the return on these investments.

- **Tax Risks Related to Short Term Trading:** Clients should note that Milestones may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. Milestones endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.

- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.

- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income streams and therefore, less business risk.

- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.

- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.

- **Margin Risk.** "Margin" is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. Margin carries a higher degree of risk than investing without margin.

- **Risks specific to private placements, sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.

- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.

- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.

- **Concentration Risk.** While Milestones selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific

sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.

- **Transition Risk.** As assets are transitioned from a client's prior advisers to Milestones there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Milestones. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of Milestones may adversely affect the client's account values, as Milestones' recommendations may not be able to be fully implemented.

- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.

- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.

- **REITs:** In limited circumstances, Milestones may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as "REITs". A REIT is an entity, typically a trust or corporation that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, real estate investing can be highly volatile. Second, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful, but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. Clients should ensure they understand the role of the REIT in their portfolio.

- **MLPs:** Milestones may recommend that portions of client portfolios be allocated to master limited partnerships, otherwise known as "MLPs". An MLP is a publicly traded entity that is designed to provide tax benefits for the investor. In order to preserve these benefits, the MLP must derive most, if not all, of its income from real estate, natural resources and commodities. While MLPs may add diversification and tax favored treatment to a client's portfolio, they also carry significant risks beyond more traditional investments such as stocks, bonds and mutual funds. One such risk is management risk-the success of the MLP is dependent upon the manager's experience and judgment in selecting investments for the MLP. Another risk is the governance structure, which means the rules under which the entity is run. The investors are the limited partners of the MLP, with an affiliate of the manager typically the general partner. This means the manager has all of the control in running the entity, as opposed to an equity investment where shareholders vote on such matters as board composition. There is also a significant amount of risk with the underlying real

estate, resources or commodities investments. Clients should ask Milestones any questions regarding the role of MLPs in their portfolio.

- **International Investing:** Investing outside of the United States, especially in emerging markets, can have special or enhanced risks. The most obvious are political risk (changes in local politics can have a vast impact on the markets in that country as well as regulations affecting given issuers) and currency risk (changes in exchange rates between the dollar and the local denominations can materially affect the value of the security even if the underlying fundamentals and market price are stagnant). There are other risks, including enhanced liquidity risk, meaning that while domestic equities and mutual funds are generally easily liquidated (though there may be a risk of loss due to the timing of the sale), equities in other jurisdictions may be subject to the circumstances of lower overall market volume and fewer companies on an emerging exchange. In addition, there may be less information and less transparency in a foreign market or from a foreign company. Foreign markets impose different rules than domestic markets, which may not be to an investor's advantage. Also, companies in foreign jurisdictions are generally able to avail themselves of local laws and venues, meaning that legal remedies for U.S. investors may not be as easily obtained as in the U.S.
- **BDCs (Business Development Companies):** Business Development Companies (BDCs) are a specific subset of investment companies that receive preferential tax treatment provided they meet certain investment restrictions and other regulatory requirements. Because BDCs are managed by third parties, and are frequently chosen for the perceived strength of their managers, the investment thesis, and tax treatment, the risks associated with a BDC investment generally follow directly from the manager, in that the manager ultimately controls the investments, and can adversely impact the tax treatment of the vehicle. Additional risks exist, and may be specific to the particular BDC. Accordingly, investors should carefully review the BDC's prospectus and any addendums thereto.
- **Strategy Limitation Risk.** By investing through the use of strategies, each client's portfolio may be managed in such a way that a specific security or risk mitigation strategy that may be appropriate for them may not be appropriate for the strategy in general, which may indirectly lead to performance drag. Likewise, the use of strategies may allow for clients to have a clearer understanding of the structure of his or her portfolio.

Item 9: Disciplinary Information

There are no disciplinary items to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-dealer

Neither of the principals of Milestones, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

B. Futures Commission Merchant/Commodity Trading Advisor

Neither the principal of Milestones, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

C. Relationship with Related Persons

Certain professionals of Milestones are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for Milestones clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in his capacity as employees of Milestones. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage Milestones or utilize these professionals to implement any insurance recommendations. Milestones attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with Milestones, or to determine not to purchase the insurance product at all. Milestones also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of Milestones, which requires that employees put the interests of clients ahead of their own.

D. Recommendations of other Advisers

Milestones occasionally recommends other advisers, but in no event will Milestones receive any compensation, directly or indirectly from those advisers. For more information regarding Milestones' use of third-party managers, please see response to Item 8 for a full discussion.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Milestones does not recommend to clients that they invest in any security in which Milestones or any principal thereof has any financial interest.

C. On occasion, an employee of Milestones may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of Milestones may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the

Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

Milestones does not maintain custody of client assets; though Milestones may be deemed to have custody if a client grants Milestones custody if a client grants Milestones authority to debit fees directly from their account (see Item 15 below). Assets will be held with a qualified custodian, which is typically a bank or broker-dealer. Milestones recommends that investment accounts be held in custody by Schwab Advisor Services (“Schwab”), which is a qualified custodian. Milestones is independently owned and operated and is not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when Milestones instructs them to, which Milestones does in accordance with its agreement with you. While Milestones recommends that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. Milestones does not open the account for you, although Milestones may assist you in doing so. Even though your account is maintained at Schwab, we may use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

How we select brokers/custodians

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including both quantitative (Ex: costs) and qualitative (execution, reputation, service) factors. We do not consider whether Schwab or any other broker-dealer/custodian, refers clients to Milestones as part of our evaluation of these broker-dealers.

Your brokerage and custody costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

Products and services available to us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like Milestones. They provide Milestones and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help Milestones manage or administer our clients’

accounts, while others help Milestones manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to Milestones. Following is a more detailed description of Schwab's support services:

Services that benefit you

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us.

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

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Assistance related to the transition of client assets from prior firms

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. We may have an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of

Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/custodians") and not Schwab's services that benefit only us.

We do not consider whether Schwab or any other broker-dealer/custodian, refers clients to Milestones as part of our evaluation of these broker-dealers.

Directed Brokerage

Milestones allows clients to direct brokerage. "Directing" brokerage means choosing to maintain all or some of their assets with a broker-dealer that is not recommended by Milestones. Milestones may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients' money because without the ability to direct brokerage Milestones may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, ¼ of a share, or a position in the account of less than 1%.)

Item 13: Review of Accounts

All accounts and corresponding financial plans will be managed on an ongoing basis, with formal reviews with the client by a member of senior management on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing will include information related to portfolio status. All clients will receive statements and confirmations of trades directly from Schwab. Please refer to Item 15 regarding Custody.

Item 14: Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.

Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

B. Compensation to Non-Advisory Personnel for Client Referrals.

Milestones does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

Milestones deducts fees from client accounts, but would not have custody of client funds otherwise. Clients will receive statements directly from their account custodian, as well as copies of all trade confirmations directly from their account custodian.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. Each quarter, clients will receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on your quarterly report prepared by Milestones against the information in the statements provided directly from their account custodian. Please alert us of any discrepancies.

Item 16: Investment Discretion

When Milestones is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and Milestones.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. Milestones will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account.

Item 18: Financial Information

Milestones does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.