



Brenton Point Wealth Advisors LLC

900 Third Avenue

New York, NY 10022

212-451-1400

www.brentonpoint.com

FORM ADV PART 2A

Brochure

March 21, 2024

This brochure provides information about the qualifications and business practices of Brenton Point Wealth Advisors LLC. If you have any questions about the contents of this brochure, please contact us at (212) 451-1400.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Brenton Point Wealth Advisors LLC is registered with the SEC as an investment adviser. SEC registration does not imply any level of skill or training.

Additional information about Brenton Point Wealth Advisors LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

BPWA's (as defined in Item 4 below) last annual update to Part 2 of Form ADV was dated March 21, 2023.

Though BPWA believes that since the March 21, 2023 annual amendment, there have been no material changes, we recommend that you read this Form ADV Part 2A in its entirety.

Item 3 – Table of Contents

Item 1 – Cover Page.....	1
Item 2 – Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9 – Disciplinary Information	12
Item 10 - Other Financial Industry Activities and Affiliations.....	12
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading.....	13
Item 12 – Brokerage Practices	14
Item 13 – Review of Accounts	14
Item 14 – Client Referrals and Other Compensation	14
Item 15 – Custody	14
Item 16 – Investment Discretion	15
Item 17 – Voting Client Securities.....	15
Item 18 – Financial Information.....	15
Privacy Notice	16

Item 4 – Advisory Business

Who We Are

Brenton Point Wealth Advisors LLC (hereinafter “BPWA” or “Advisor” or “we” or “us”) is a private wealth management company that was founded in 2016 and is headquartered in New York, NY. BPWA manages, or expects to manage, money for wealthy families and individuals as well as foundations, endowments, charitable organizations and other business or family related entities. BPWA’s principal owner is Brenton Point LLC, whose principal owner is Joseph DiMenna. Kevin Cannon is the Chief Executive Officer of BPWA; and Paul Michalowski is the President and Chief Operating Officer of BPWA.

BPWA provides, or intends to provide, discretionary and non-discretionary investment advisory, investment consulting, planning and other services. These services are tailored based on a comprehensive understanding of a client’s (hereinafter “Client” or “you” or “your”) unique circumstances, asset base, interests and financial goals.

As of the close of business on December 31, 2023, we provided investment advisory services for \$31,808,137 of asset
, as follows.

Investment Discretion	Assets	Accounts
Non-Discretionary (Non-Discretionary Insurance Variable Annuity Accounts):	13,114,989	33
Discretionary:	18,693,148	58
Total:	31,808,137	91

We have a strategic partnership with our affiliate, Zweig-DiMenna Associates LLC (“Zweig-DiMenna”), which provides us with various services, including certain general investment market strategy guidance, and certain administrative, accounting, compliance and operational support. Zweig-DiMenna has been an investment adviser to private pooled investment vehicles for over forty years. Our officers and employees (“Employees”) provide services as dual employee and officers of Zweig-DiMenna. *Please see Item 10 about our dual officer/employee arrangements.*

Our Investment Management and Advisory Services

Wrap Fee Program

BPWA primarily offers its investment management services pursuant to a wrap fee program known as Brenton Point Solutions (the “Wrap Fee Program”). We offer discretionary and non-discretionary wrap fee program services - through our Wrap Fee Program. The Wrap Fee Program is described in a separate Wrap Fee Program Brochure that is distributed to each Client of the Wrap Fee Program and can be viewed at the SEC’s website at www.adviserinfo.sec.gov. As described in the Wrap Fee Program Brochure BPWA retains, for its services, a portion of the Wrap Fee (as defined in the Wrap Fee Brochure). The information in this Brochure is not intended to describe our Wrap Fee Program, but is designed to describe the other services that we may provide from time to time to Clients. Currently, all investment management and advisory services provided by Brenton Point are through the Wrap Fee Program.

Financial Planning, Consulting and Customized Services

If you so request, we can provide you with certain financial planning services or other consulting services, including the development of a financial summary, the development of a financial management strategy, or financial reporting. We can prepare for you a financial plan based upon, among other things, your net worth, cash flow, tax situation, expected retirement needs, employment benefit plans, current investments, and education planning.

Upon your request, we can also provide investment advice on a more limited or project-by-project basis. This may include advice on isolated areas of concern such as estate planning or valuation, retirement planning, or any other specific topic. We are available for specific consultation or administrative services regarding your personal or business financial and investment concerns. Customized Family Office Services are available based on your needs.

Employee Benefit Retirement Plan Services

We can provide advisory services to participant-directed employee retirement benefit plans. We can analyze your plan's current investment platform and assist your plan and its participants in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. We can recommend investment options to achieve your plan's objectives, provide participant education meetings, and monitor the performance of your plan's investment vehicles.

Brenton Point Portfolio Solutions

As described in the Wrap Fee Brochure, BPWA provides asset allocation portfolios ("Brenton Point Portfolio Solutions") comprised of exchange-traded funds, mutual funds and/or other investments. In order to assist wrap fee clients achieve their investment objective(s), we from time to time may, but are not obligated to, recommend the allocation of certain account assets to Brenton Point Portfolio Solutions. The Brenton Point Portfolio Solutions asset allocation is primarily based on the BPWA asset rankings across various asset classes and is tailored to various risk tolerances. The Brenton Point Portfolio Solutions generally include an allocation to cash. We are considering offering Brenton Point Portfolio Solutions as a stand-alone product which would also be offered outside of the Wrap Fee Program.

Item 5 – Fees and Compensation

Financial Planning, Consulting and Customized Services Fees

Our fees for financial planning, consulting, customized services and similar services ("Fees") are negotiated with you. Our Fees may be a fixed amount based upon the specific services we are providing or may be based on an hourly charge. We do not have a standard Fee schedule for our financial planning services, customized services or similar services.

Employee Benefit Retirement Plan Services Fees

Fees for Employee Benefit Retirement Plan services are negotiable and based on a number of factors including plan assets under management and the scope of the engagement. We do not have a standard fee schedule for our Employee Benefit Retirement Plan services.

Brenton Point Portfolio Solutions

It is expected that if Brenton Point Portfolio Solutions is offered outside of the Warp Fee Program that it will have a fixed price.

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

We do not charge any performance-based fees (that is, fees based on a share of capital gains on or capital appreciation of your assets) for managing your account(s).

“Side-by-side management” refers to the simultaneous management of multiple types of Client accounts/investment products. As a registered investment adviser, we are required to (i) disclose if we or any of our supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, (ii) explain the conflicts of interest that we or our supervised persons would face by managing these accounts at the same time, such as that we or our supervised persons would have an incentive to favor accounts for which we or our supervised persons receive a performance-based fee, and (iii) describe generally how we address these conflicts.

While some of our Employees are officers or employees (“dual officers”) of Zweig-DiMenna (which acts as investment adviser to various private pooled investment vehicles that do charge performance-based fees), we do not expect there to be any side-by-side management of your account(s) with the funds managed by Zweig-DiMenna, and we, therefore, do not expect there to be any such conflicts of interest in managing your account(s). *Please see Items 10 and 12 below for more information regarding this matter.*

The Advisor advises both discretionary and non-discretionary investment advisory accounts. Because of, among other things, the logistics involved in managing accounts on a non-discretionary investment advisory basis (including the need to contact the Client for his or her consent prior to any transaction and the number of Clients with non-discretionary accounts that the Advisor has), the Advisor will generally effect transactions for discretionary accounts before the Advisor effects transactions for the non-discretionary accounts. Therefore, it is possible that the non-discretionary accounts' transactions may not be effected in a timely manner (if at all), and/or the price and quantities of the securities (if still available) will be adversely effected.

Item 7 – Types of Clients

We generally accept as Clients - individuals, business or family related entities, trusts, estates, foundations, endowments, charitable organizations, and pension and profit sharing plans. BPWA manages accounts for BPWA and Zweig-DiMenna employees. Such accounts are subject to the BPWA Code of Ethics (“Code”) as described in Item 11 below.

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

Since our customized services are designed to address your personal or business financial and investment concerns, it is not feasible to describe our entire process, but the following is a

summary of various aspects of our general investment approach, which will not necessarily apply to our customized services to you.

If you so request, we can provide you with certain financial planning services or other consulting services, including the development of a financial summary, the development of a financial management strategy, or financial reporting. We can prepare for you a financial plan based upon, among other things, your net worth, cash flow, tax situation, expected retirement needs, employment benefit plans, current investments, and education planning.

Upon your request, we can also provide investment advice on a more limited or project-by-project basis. This may include advice on isolated areas of concern such as estate planning or valuation, retirement planning, or any other specific topic. We are available for specific consultation or administrative services regarding your personal or business financial and investment concerns. Customized Family Office Services are available based on your needs.

We can provide advisory services to participant-directed employee retirement benefit plans. We can analyze your plan's current investment platform and assist your plan and its participants in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. We can recommend investment options to achieve your plan's objectives, provide participant education meetings, and monitor the performance of your plan's investment vehicles.

RISKS

Please note that some of the below risks only apply if you are a Client of the Wrap Fee Program, and defined terms in this section have the same definition as set forth in the BPWA Wrap Fee Brochure.

All investing (including investing in securities) involves a risk of loss that you should be prepared to bear before investing. We do not guarantee or represent that our investment recommendations will be successful. We cannot assure you that our investments of your money will be profitable, and in fact, you could incur substantial losses. Your investments with us are not a bank deposit and are not insured or guaranteed by the FDIC or any other government agency, and accordingly, there is a risk of loss of principal – the risk that the value of any or all of the securities in your account, when sold or otherwise disposed of, may be less than the price paid for the securities.

The risks set forth below represent a general summary of the material risks involved in our investment strategies many of which are further described in our Wrap Fee Brochure.

BPWA expects that a portion of your assets will be invested in one or more Investment Products, including Registered Investment Companies. Although BPWA conducts research on the Investment Products prior to the investing of Client assets, there can be no guarantee that BPWA's research will be successful or that a Client will not suffer losses.

Some of the Registered Investment Companies that we may recommend include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate, government, and municipal fixed income securities, and commodities. Equity securities may

include large capitalization, medium capitalization, and small capitalization stocks. Mutual funds, ETFs and closed-end investment company shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

If we recommend Registered Investment Companies that have investment strategies in US and international small capitalization, emerging market securities, and commodity futures, you should be aware that those investment strategies are likely to involve more risks than investments in large or medium capitalization stocks. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities or TIPS) present the risk of loss of purchasing power through lower expected returns. This risk is greatest for longer-term bonds. All fixed income investments, including Treasury bonds, are subject to day-to-day market value fluctuations. If fixed income investments are sold prior to maturity, they could be worth more or less or the same as your initial investment.

You should also be aware that Registered Investment Companies and other investment strategies may contain international securities or securities that represent shares in a foreign stock. Special risks associated with investments in foreign companies include exposure to currency fluctuations, less liquidity, less developed or less efficient trading markets, lack of comprehensive company information, political or economic instability, seizure or nationalization of assets, imposition of taxes or repatriation restrictions and differing auditing and legal standards. The securities of issuers located in emerging markets can be more volatile and less liquid than those of issuers in more mature economies. These risks may be greater with investments in developing countries.

More information about the risks of any particular Registered Investment Company and market sectors can be reviewed in the relevant Registered Investment Company's disclosure documents.

There are inherent limitations in asset allocation portfolios, such as the Brenton Point Portfolio Solutions. The Brenton Point Portfolio Solutions asset allocation is tailored to various risk tolerances. The Brenton Point Portfolio Solutions asset allocation is, primarily, based on the BPWA asset rankings across various asset classes, which is generally based upon research regarding the historical performance of various market sectors and economic data. Research conclusions may not represent a full or accurate explanation of prior market data, and in any event such research can fail to predict future market trends or performance. There is no guarantee that the underlying investments selected for the Brenton Point Portfolio Solutions will perform as expected. Past performance is not a guarantee of future returns. Investing involves risk, including possible loss of principal. Asset allocation and diversification may not protect against market risk, loss of principal or volatility of returns.

Any imperfections, limitations, or inaccuracies in Brenton Point Portfolio Solutions, whether in its construction, modification, implementation or operation, could adversely affect the effectiveness and performance of the Brenton Point Portfolio Solutions. In addition, Brenton Point Portfolio Solutions makes simplifying assumptions that may limit Brenton Point Portfolio Solutions' effectiveness. Further, the data used in Brenton Point Portfolio Solutions or the underlying research may be inaccurate and/or may not include the most current information available. Human judgment and operation is an integral aspect of both the initial construction, as well as the implementation, operation and periodic modification of the Brenton Point Portfolio Solutions. In particular, it should be noted that even when the operation of the Brenton Point Portfolio Solutions suggests a re-allocation and/or transactions in the portfolio, this change will not be implemented instantaneously. Any delay in updates of the Brenton Point Portfolio Solutions may

impact its performance. Furthermore, even when the data suggests a re-allocation and/or transactions in the portfolio, Brenton Point may decide to not fully, or not at all, implement such re-allocation and/or transactions in the portfolio.

A portion of your assets may be managed by one or more Third Party Managers. Although BPWA conducts due diligence on Third Party Managers prior to approving them to trade Client assets, there can be no guarantee that BPWA's diligence will be successful or that the Client's investment with a Third Party Manager will not suffer losses.

BPWA relies on the Third Party Manager(s) to operate in accordance with their investment strategies or guidelines and on the accuracy of the information provided by the Third Party Manager. If a Third Party Manager or its investment vehicle does not operate in accordance with its investment strategy or guidelines, or if the information furnished by a Third Party Manager is not accurate, a Client's investment with a Third Party Manager and its investment vehicle may sustain losses. BPWA does not have any control over (i) the decisions made by any Third Party Manager; or (ii) the institutions selected by the Third Party Manager for brokerage, clearing, custody or other services ("Third Party Financial Institutions") related to its investment vehicle. The bankruptcy or fraud or a disruption in operations at any Third Party Financial Institution could result in substantial losses to the Client. More information about the risks of any Third Party Manager or that Third Party Manager's investment strategy or guidelines can be reviewed in that Third Party Manager's offering documents and related documents.

If BPWA deems it suitable for a Client, BPWA may recommend investments in privately placed securities, which are not registered with federal or state regulators and the offering documents of which are generally not reviewed or approved by federal or state regulators. This makes it difficult for both you and BPWA to assess the performance of such securities or independently verify information that is reported. The companies offering such securities may not be required to provide periodic pricing or valuation information to BPWA. All of this can make it easier for an unscrupulous company to engage in fraud.

While BPWA generally expects most of a Client's portfolio to be liquid, certain investments may be highly illiquid, such as investments in privately placed securities. The federal securities laws place significant restrictions on transferring or redeeming such securities. As such, there is no secondary market for such securities and none is expected to develop.

To the extent that a Client invests directly or indirectly in blockchain technology related investments it will potentially be subject to the risk of the highly volatile nature of the blockchain industry. Other risks stem from the fact that blockchain technology remains cutting edge and in many industries, there is still a lack of understanding of how the technology operates and how it may be best utilized. The sheer volume of start-up companies that are associating themselves with blockchain technology makes it difficult to know which company will succeed and which will not, as well as making it difficult to differentiate between legitimate businesses and scammers. To the extent that a Client invests in crypto currency futures, or indirectly in crypto-currencies through a third party portfolio manager, such investments will be subject to the risks inherent in digital assets, including without limitation, the unregulated markets in which digital assets trade, digital assets, generally, not being backed by any government or any other regulated entity or organization, price volatility, limited liquidity, market manipulation, the possible loss or

destruction of private keys, the possibility of loss and/or theft of digital assets, as well as the possibility of government or other regulatory intervention.

Investments are expected to be made in Registered Investment Companies, private investment funds, separately managed accounts traded by Third Party Managers, variable annuities, other insurance products, 529 plans and/or other products that have Underlying Investments (collectively, "Underlying Investments"). The investment performance of a Client's account at BPWA, as well as the Underlying Investments held by such account, may be volatile. In addition, Client assets will be invested in individual equity and debt securities and may be invested in other financial products from time to time, which are also subject to certain risks. All investments of Client assets entail certain risks, including the possible loss of the entire principal amount invested.

BPWA and the managers to the Underlying Investments may be subject to various potential and actual conflicts of interest. BPWA and its affiliates perform advisory or management services for various Clients and BPWA may render advice to or take actions for other Clients that differs from the advice given or the timing or nature of any action taken for your account. In addition, BPWA may, but is not required to, purchase, sell or recommend for purchase or sale for an account any security which BPWA, its principals, affiliates or Employees, may purchase or sell for its or their own accounts or for the account of any other Client.

The death, disability or departure of key BPWA personnel may have a material adverse effect on investment performance. Similar risks would apply if such events occurred with respect to the key personnel of a Third Party Manager, a Registered Investment Company or a private investment fund in which a Client's account has investments.

With respect to certain strategies, BPWA may attempt to minimize the tax impact of such strategies on its Client. However, such attempts may not be successful, including, without limitation, because BPWA may have an incomplete understanding of such Client's tax situation.

A Client's assets may be invested in various global markets throughout the world. As a result, the Client may be exposed to risks relating to non-US markets, including, without limitation, risks relating to currency exchange, tax, lack of liquidity, market manipulation, political instability and higher transaction costs.

There is also the possibility that tax rates will change in a manner that will cause an investment to lose value because investors perceive that its after-tax return is not as attractive as before. For example, the interest rates for municipal (i.e., tax-exempt) bonds tend to change in relation to the interest rates for taxable bonds. The relationship between the interest rates changes as the tax rate changes. But, the tax rate is just one of several factors affecting this relationship.

The risk of regulatory changes can also adversely affect an investment. This includes a wide range of factors such as unfavorable changes in environmental laws, laws that restrict international capital movements, and new rules that restrict activity in certain industries.

If suitable for a Client, certain investment strategies may use leverage and other speculative investment practices or trading strategies that may increase the risk of investment loss.

The risk management techniques utilized by BPWA cannot provide any assurance that an investment will not be exposed to risks of significant trading losses. Your investment is subject to potential loss, in whole or in part. Certain Underlying Investments may not be suitable for all investors. Investors must have the financial ability, sophistication/experience and willingness to bear the risks of opening an account at BPWA.

BPWA and your Investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.).

A risk exists that a market will simply cease to function. The US securities markets closed for a period following the 2001 attack on the World Trade Center. The market for many types of fixed income securities suddenly failed in 2008 with little or no warning. Political instability or a political change that investors believe will result in damage to a region's economy can cause investments to lose value. Political risk is a factor in the US federal government and in individual states within the US.

Every method of investment analysis has its own inherent risks. To perform an accurate market analysis BPWA must have access to current/new market information. BPWA has no control over the dissemination rate of market information; therefore, unbeknownst to BPWA, certain analyses may be compiled with stale or inaccurate or incomplete information, severely limiting the value of BPWA's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

In the interest of efficient trade execution, BPWA may, but shall not be obligated to, aggregate orders for a Client account with orders for other Clients. BPWA generally will allocate securities so purchased or sold, as well as the expense incurred in the transaction, in the manner that it considers to be equitable and consistent with its fiduciary obligations to the Client and its other Clients. BPWA assigns each Client account the average price resulting from such trades and Clients participating in an aggregate order may be charged materially different transaction expenses. In the event an order is only partially filled, generally, the trade shall be allocated pro rata in accordance with the amount specified for each Client at the time of the order, subject to the discretion of BPWA not to fill orders on a pro rata basis due to various factors. With respect to limited opportunity securities, if BPWA did not advise or manage multiple Client accounts, Client would be able to receive or sell a greater percentage of limited opportunity securities.

Investment performance will depend largely on BPWA's decisions as to strategic asset allocation and tactical adjustments made to the asset allocation. At times, BPWA's judgments as to the asset classes in which Clients should invest may prove to be wrong, as some asset classes may perform worse than others or the markets generally from time to time or for extended periods of time.

Clients that determine to engage the Advisor on a non-discretionary investment advisory basis should be aware that the Advisor cannot effect any account transactions without obtaining prior

consent to any such transaction(s) from the Client. Thus, in the event of a market correction during which the Client is unavailable (or the Advisor has many non-discretionary Client accounts to contact), the Advisor will be unable to effect any account transactions (as it would for its discretionary Clients) without first obtaining the Client's consent.

If you invest a pension, profit-sharing or 401(k) plan maintained by a US. corporation and/or union, or you are an individual participant in such a plan, or if you have an IRA or Keogh plan, or you are a participant in, or investing for, an entity whose assets include or are deemed to include the assets of such account, plan or person with BPWA, BPWA may be subject to restrictions and limitations under the Employee Retirement Income Security Act of 1974, as amended or Section 4975(e)(3) of the Internal Revenue Code of 1986. Please see your Investment Management Agreement for further information.

Cybersecurity breaches involving us or our service providers, or your Investment Products, Third Party Manager(s), private fund managers, and/or Underlying Investments and their respective service providers, may cause disruptions and impact business operations, potentially resulting in financial losses to you; impediments to trading; the inability of us and/or other service providers to transact business; violations of applicable privacy and other laws; as well as the inadvertent release of confidential information.

Item 9 – Disciplinary Information

As a registered investment adviser, we are required to disclose any legal or disciplinary events that would be material to a Client's or prospective Client's evaluation of our advisory business or the integrity of our management. We do not have any such legal or disciplinary items to report.

Item 10 – Other Financial Industry Activities and Affiliations

Our Employees are also dual officers and employees of our affiliated entity, Zweig-DiMenna, which is also a registered investment adviser with the SEC. Zweig-DiMenna acts as the investment adviser to various private pooled investment vehicles. For example, certain of our management persons, including our Chief Executive Officer, Director of Market Research, Treasurer and Chief Compliance Officer, serve in similar capacities with Zweig-DiMenna; and our President and Chief Operating Officer, Paul Michalowski, is Head of Global Marketing of Zweig-DiMenna. In addition, Joseph DiMenna, who is our principal beneficial owner and Market Strategist, is the President and Managing Director and head portfolio manager for Zweig-DiMenna. Although it is not expected that any, other than Paul Michalowski, of the dual officers or Joseph DiMenna will be involved in the day to day portfolio management of our Clients' accounts, both BPWA and Zweig-DiMenna have implemented policies and procedures, including a Code and electronic communications reviews, to address potential conflicts of interests that might arise from the foregoing situation.

Watermark Securities, Inc. ("Watermark Securities") is a broker-dealer of which Joseph DiMenna is the principal shareholder. Certain of BPWA's Employees are registered representatives associated with Watermark Securities. BPWA has not directed, and it is not expected that it will, direct any portion of its Clients' securities transactions to Watermark Securities. Watermark Securities is required to pay a minimum quarterly payment to Pershing Advisory Solutions, LLC or

its affiliated entities (“Pershing”) for Execution, Clearance and Re-billable Services. Pershing views BPWA and Watermark Revenues as a single client for the purpose of calculating such fee and therefore fees paid by BPWA to Pershing are counted towards such minimum quarterly payment and benefit Watermark. BPWA pays Pershing a set fee based on assets under management, and does not pay a per transaction fee to Pershing, which mitigates the potential conflict of interest of the fees being paid by BPWA benefiting Watermark.

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

We have adopted a Code pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 (the “Advisers Act”) that is applicable to our Employees. Dual officers of BPWA and Zweig-DiMenna will be subject to the Code of Ethics of Zweig-DiMenna. *For further information about the Zweig-DiMenna Code of Ethics, please see the Zweig-DiMenna ADV Part 2 Brochure that can be viewed at the SEC’s website at www.adviserinfo.sec.gov.* The Code is designed to assist BPWA to fulfill its fiduciary duty and to seek to ensure that Employees avoid activities, interests and relationships that may interfere or appear to interfere with making decisions in the best interests of Clients. The Code contains policies and procedures that, among other things:

- Prohibit trading on the basis of material non-public information;
- Prohibit Employees from taking personal advantage of opportunities belonging to Clients;
- Place limitations on personal trading by Employees and imposes, when applicable, preclearance requirements;
- Impose standards of business conduct for all Employees;
- Require the distribution of the Code (and any amendments) to Employees and requires Employees to provide a written acknowledgment of their receipt thereof;
- Require the reporting and review of Employees’ personal securities transactions.
- Require Employees to report violations of the Code to our Chief Compliance Officer; and
- Require Employees to comply with the federal securities laws.

Our Chief Compliance Officer monitors compliance with these and all other aspects of the Code.

We will provide a copy of the Code to a Client or prospective Client upon request by telephoning us at 212-451-1400.

We generally do not (i) engage in principal transactions with our Clients; (ii) cause principal trades to be effected between our affiliates and our Clients; (iii) effect agency cross transactions; or (iv) engage in cross trades. If we were to consider engaging in any such transactions, our Chief Compliance Officer would review such potential transactions to assure that it achieves best execution and is priced fairly, that you are not disadvantaged by the trade and whether your account can engage in such a transaction. Principal trades and agency cross transactions will only be permitted if your consent has been obtained in accordance with the requirements of the Advisers Act and the rules adopted thereunder.

As discussed above, some of our Employees are also dual officers and/or employees of Zweig-DiMenna, which acts as the investment adviser to various private pooled investment vehicles. It is not expected that our accounts and the Zweig-DiMenna funds would be trading in the same

securities at the same time, but both we and Zweig-DiMenna have implemented review procedures to track the accounts, and will address any potential conflicts of interests that might arise from the foregoing situation.

Item 12 – Brokerage Practices

Best Execution

BPWA has an obligation to seek to obtain “best execution” for its Clients with respect to its trading activity. Unless a Client gives BPWA specific directions to the contrary, BPWA plans to effect securities transactions through Pershing, and all such transactions will be cleared and settled through Pershing.

For Clients that participate in the Wrap Fee Program, the majority of brokerage transactions will be placed through Pershing’s wrap trading desk, which enables BPWA to charge one fee for advisory and execution services. However, there may be certain circumstances when BPWA may wish to “step-out,” by placing trades through another executing firm. In these cases, or where assets are not custodied at Pershing (*e.g.*, if assets are held at a Third Party Manager), the Client, as set forth in the Wrap Fee Brochure, may pay additional transaction charges in addition to the wrap fee. BPWA has not entered into any soft dollar agreements. No products or services were obtained by BPWA or a related person with client brokerage commissions (or markups or markdowns) within BPWA’s last fiscal year.

Trade Errors

While it is the policy of BPWA to be careful in making and implementing investment decisions on behalf of Client accounts, trade errors may occur from time to time. Trade errors can result from a variety of situations, including, but not limited to, when the wrong security is purchased or sold, when the correct security is purchased or sold but for the wrong account, when the wrong amount is purchased or sold, when a security is purchased when it was meant to be sold or vice versa, or when a misallocation among Client accounts occurs and is not corrected before settlement. BPWA will reimburse each Client account for net losses resulting from trade errors to the extent that it is required to do so under the governing agreements for such Client account. In general, BPWA will not be liable to a Client account for net losses resulting from a trade error unless such trade error results from BPWA’s negligence, or its reckless, willfully improper, or illegal conduct.

Item 13 – Review of Accounts

Please see the Wrap Fee Program Brochure in regards to our review of Wrap Fee Accounts. The services discussed in this brochure do not involve accounts.

Item 14 – Client Referrals and Other Compensation

BPWA does not receive an economic benefit from any person who is not a Client for providing investment advice or other advisory services to Clients of BPWA. BPWA has not entered any solicitation agreements to compensate any person for referrals of Clients.

Item 15 – Custody

If applicable, you should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains your investment assets. You should carefully

review the account statements you receive from your custodian and compare those statements to any account information provided by us. When BPWA has custody over one or more accounts, BPWA will comply with Rule 206(4)-2 under the Advisers Act.

Item 16 – Investment Discretion

We provide investment discretionary and non-discretionary services to our Wrap Fee Program Clients. Our investment advisory agreement with a Client specifies whether the Client has delegated to us discretionary or non-discretionary authority over the Client's account. In some cases, a Client may give us discretionary authority over certain assets in the Client's account and non-discretionary authority over others. The investment advisory agreement can be amended at any point during the relationship if the Client wishes to change the authority that the Client has given us.

When BPWA is granted discretionary authority over an account, it means that BPWA is authorized to make investment decisions of all kinds, including, but not limited to, the purchase and sale of individual securities in the account without consultation with, or direction from, the account owner(s).

Item 17 – Voting Client Securities

Please see the Wrap Fee Program Brochure in regards to our proxy voting of Wrap Fee Program Client securities. The other services discussed in this brochure do not necessarily involve voting Client securities.

Item 18 – Financial Information

As a registered investment adviser, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to you. Currently, there is no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you.



PRIVACY NOTICE

For Individual Brenton Point Wealth Advisors LLC Clients

Protecting your privacy is fundamental to the way Brenton Point Wealth Advisors LLC (“Brenton Point”) conducts business. This Privacy Notice explains the types of information we collect, how we may use or disclose that information, and the measures we take to safeguard that information. (Brenton Point is referred to as “we,” “our,” or “us,” and individual clients of Brenton Point are referred to as “you” or “your”). This policy only applies to individual clients as defined in Regulation S-P.

What Information Do We Collect?

We collect non-public personally identifiable information about you as described in this section to provide our services. We refer to all of this information as “Client Information.”

- Client Information from you: We may collect your name, address, social security number, family and marital status, investment objectives, financial goals, risk tolerance, and information about your income, assets, investments, liabilities, expenses and personal financial transactions.
- Client Information from other sources: For investment advisory and financial planning services, we may collect trading and transaction history for your investment advisory account, and statements or records we receive from investment firms, tax preparations firms, and other professionals that you have retained and authorized to provide information directly to us.

Website

Brenton Point has a website, www.brentonpoint.com, that does not collect any personally identifiable information from you through the Site. Please see the privacy policy for the website - <http://www.brentonpoint.com/disclosures>.

How Do We Use and Disclose Client Information?

We use Client Information to:

- Provide and service our products and services;
- Provide advice and information to help you meet your financial objectives, including information about other products and services that may be of interest; and
- Fulfill our obligations to regulatory or government entities.

In order to provide our services, we may disclose Client Information to non-affiliated companies that perform services for us (“Service Providers”), such as companies that provide

transaction processing, or performance reports and statements of account for assets under management. We require all Service Providers that have access to Non-Public Information of Clients to have written contracts with us that specify appropriate uses of Client Information.

We may also disclose Client Information to non-affiliated third parties for other purposes required or permitted by law or regulation. Such necessary disclosures may include:

- To comply with a court order, legal process, or other judicial or investigative proceeding that produces a request for information from us;
- To permit auditing of account information;
- To fulfill or respond to a request from you or your authorized representative;
- To sell or transfer our business or assets; and
- As otherwise described in this Privacy Notice.

We may also disclose Client Information to non-affiliated third parties with your consent or for other purposes required or permitted by law or regulation.

How We Protect Your Information

All Brenton Point employees are bound by a code of ethics, to protect the confidentiality of Client Information, and to prevent unauthorized use, access to, or disclosure of Client Information. The use of, and access, to Client Information is restricted to those employees who need to know that information to provide Services to you. We maintain procedural safeguards to protect Client Information from unauthorized access and disclosure.

Former Clients

If you are no longer a client of Brenton Point we continue to use, disclose and safeguard Client Information as described above.

This Privacy Notice applies to individual clients of financial planning and investment advisory services provided by Brenton Point Wealth Advisors LLC, a SEC-registered investment adviser.