

Item 1 – Cover Page

Capstone Wealth Management, LLC

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Tuscaloosa, AL 35406-3237

(205) 349-2050

June 5, 2012

This Brochure provides information about the qualifications and business practices of Capstone Wealth Management, LLC (“Capstone”). If you have any questions about the contents of this Brochure, please contact us at (205) 349-2050. 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.

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

Additional information about Capstone also is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Capstone is 118296.

Item 2 – Material Changes

This Item of the Brochure discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. The most recent update of our brochure was June 5, 2012 and we had the following material changes as part of this update:

- Item 5: Fees and Compensation: Our fee schedules were updated to reflect our current fee structure.

(Brochure Date: 6/5/2012)

(Date of Most Recent Annual Updating Amendment: 3/13/2012)

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

Currently, our Brochure may be requested by contacting James Brazil, Member & Chief Compliance Officer of Capstone at (205) 349-2050.

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Item 4 – Advisory Business

Capstone is owned by three individual Members, William W. Jessup, Robert L. Ingram, Jr. and James G. Brazil, Jr. Capstone has been providing advisory services since 1999.

As of December 31, 2011, Capstone managed \$52,928,868 on a discretionary basis and \$4,368,502 on a nondiscretionary basis.

Investment Management Services:

Capstone manages investment portfolios for individuals (including high net worth individuals), qualified retirement plans, trusts, charitable organizations and foundations as well as corporations and small businesses. Capstone works with clients to determine the client's specific investment objectives and these may be set forth in a written Investment Policy Statement that describes an asset allocation model that conforms to a client's risk tolerance level. Investment and portfolio allocation software may be used to evaluate alternative portfolio designs. Capstone evaluates clients' existing investments with respect to their investment policy statements and works with new clients to develop a plan to transition from client's existing portfolio to the portfolio recommended by Capstone. Capstone then continuously monitors client's portfolio holdings and overall asset allocation strategies and holds regular review meetings with clients regarding their account, as necessary.

Capstone will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match a client's investment policy. Capstone will allocate a client's assets among various investments taking into consideration the overall management style selected by the client. Capstone primarily recommends portfolios consisting of no-load mutual funds offered by Dimensional Fund Advisors (DFA). DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover. Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason. These situations will be specifically identified in the client's Investment Policy Statement (IPS).

Capstone manages mutual fund and equity portfolios on a discretionary or non discretionary basis. A client may impose any reasonable restrictions on Capstone's discretionary authority, including restrictions on the types of securities in which Capstone may invest client's assets and on specific securities, which the client may believe to be appropriate.

Capstone may also recommend fixed income portfolios to investment management clients, which consist of managed accounts of individual bonds. Capstone will request discretionary authority from investment management clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. Capstone will prepare a Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

Pursuant to its discretionary authority, Capstone will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client's Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain Capstone's consent prior to the sale of any client securities.

On an ongoing basis, Capstone will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. Capstone will periodically, and at least annually, review clients' investment policy, risk profile and discuss the re-balancing of each client's accounts to the extent appropriate. Capstone will provide to investment manager any updated client financial information or account restrictions necessary for investment manager to provide sub-advisory services.

In addition to managing the client's investment portfolio, Capstone may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things.

Employee Benefit Plan Services:

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

Capstone will recommend changes in the plan's investment vehicles as may be appropriate from time to time. Capstone generally will review the plan's investment vehicles and investment policy as necessary.

Item 5 – Fees and Compensation

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

Capstone has contracted with BAM Advisor Services, LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. Capstone has also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. Capstone pays a fee for BAM services based on management fees paid to Capstone on accounts that use BAM Advisor Services. The fee paid by Capstone to BAM consists of a portion of the fee paid by clients to Capstone and varies based on the total client assets participating in BAM Advisor Services through Capstone. These fees are not separately charged to advisory clients.

The specific manner in which fees are charged by Capstone is established in a client's written agreement with Capstone. Clients will be invoiced in advance at the beginning of each calendar quarter based upon the value (market value based on independent third party sources or fair market value in the absence of market value; client account balances on which Capstone calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements) of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade).

Capstone will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to Capstone or its designated service provider, BAM, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third party administrators will calculate and debit Capstone's fee and remit such fee to Capstone.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Capstone's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees

charged by managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. These fees will generally include a management fee and other fund expenses. All fees paid to Capstone for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders.

Such charges, fees and commissions are exclusive of and in addition to Capstone's fee, and Capstone shall not receive any portion of these commissions, fees, and costs.

Advisory Fees

Investment Management Services:

The annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets under management	Annual Fee (%)
Up to - \$499,999	1.25%
\$500,000 - \$999,999	1.00%
\$1,000,000 - \$1,999,999	0.90%
\$2,000,000 - \$2,999,999	0.80%
\$3,000,000 - \$3,999,999	0.70%
\$4,000,000 - \$4,999,999	0.60%
\$5,000,000 to \$9,999,999	0.50%

All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all accounts.

Capstone will generally provide an addendum to the above fee schedule for clients with assets under management in excess of \$10,000,000 according to the schedule below:

Assets under management	Annual Fee (%)
First \$10,000,000	0.50%
Next \$10,000,000	0.25%
Next \$20,000,000 and greater	0.15%

The application of the fee schedule to an account with AUM in excess of \$10,000,000 is that the initial \$10,000,000 is assessed an annual fee of 0.50%, the second \$10,000,000 is

assessed an annual fee of 0.25% and the account value in excess of \$20,000,000 is assessed an annual fee of 0.15%.

Employee Benefit Plan Services:

The annual fee for employee benefit retirement plan services will be charged as a percentage of assets within the plan. Typically, the annual fee will be seventy-five percent (75%) of the above quoted fees for investment management services, but generally not higher than one percent (1.00%) for accounts set up through a Retirement Plan Service Provider.

The annual fee for retirement plan services will be charged as a percentage of assets under advisement, according to the schedule below:

Assets under advisement	Annual Fee (%)
\$0 to \$1,999,999	0.675%
\$2,000,000 - \$2,999,999	0.600%
\$3,000,000 - \$3,999,999	0.525%
\$4,000,000 - \$4,999,999	0.450%
\$5,000,000 or greater	0.375%

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

Capstone does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

Item 7 – Types of Clients

Capstone provides services to individuals (including high net worth individuals), qualified retirement plans, trusts, charitable organizations and foundations as well as corporations and small businesses.

Capstone generally requires a minimum account size of \$500,000 for Investment Management Services. A separate minimum of \$1,000,000 is generally required for management services of portfolios of individual fixed income securities. These account sizes may be negotiable under certain circumstances.

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

Methods of Analysis and Investment Strategy

Capstone's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Capstone's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. Capstone recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. Capstone selects or recommends to clients portfolios of securities, principally broadly-traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, Capstone's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients the investment directly in conservative fixed income securities to represent the fixed income class. Capstone's investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that Capstone's strategy seeks to minimize.

In the implementation of investment plans, Capstone therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. Capstone may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and Capstone may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

Capstone's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

Capstone receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). Capstone utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis, and continuing education to Capstone.

Analysis of a Client's Financial Situation

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Capstone relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, Capstone may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis
- The risk that future rates of return will fall short of the estimates used in the simulation
- The risk that inflation will exceed the estimates used in the simulation
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

Risk of Loss

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

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by Capstone may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in Capstone's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. 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 return. This risk is greatest for longer-term bonds.

Certain funds utilized by Capstone may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

Item 9 – Disciplinary Information

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

Item 10 – Other Financial Industry Activities and Affiliations

Affiliated Accounting Firm

Capstone is a registered investment advisor. Robert L. Ingram, Jr. and James G. Brazil, Jr., are partners of the accounting firm, Jessup, Ingram, Burns & Associates, LLP, and will spend approximately 75% of their business time on the accounting practice. Jessup, Ingram, Burns & Associates, LLP (hereinafter "Jessup") may recommend Capstone to accounting clients in need of advisory services. Capstone may recommend Jessup to advisory clients in need of accounting services. Accounting services provided by Jessup are separate and distinct from the advisory services of Capstone, and are provided for separate and typical compensation. There are no referral fee arrangements between Capstone and Jessup for these recommendations. No Capstone client is obligated to use Jessup for any accounting services.

Affiliated Insurance Agency

Capstone is also affiliated through common ownership with a licensed insurance agency, Capstone Insurance, LLC (“Capstone Insurance”). An associated person of Capstone, William Jessup, is also an insurance agent of Capstone Insurance and is therefore able to recommend and purchase insurance products for Capstone clients. In these separate insurance capacities, Capstone Insurance and this licensed individual will be able to receive separate, yet customary commission compensation resulting from implementing insurance product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals or Capstone Insurance when considering the

implementation of insurance recommendations. The implementation of any and all recommendations is solely at the discretion of the client. While this individual endeavors at all times to put the interest of the clients first as part of Capstone's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

BAM Advisor Services, LLC

As described above in Item 4, Capstone may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. Capstone selects BAM Advisors Services, LLC for such fixed income management. Capstone also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. Capstone has a fiduciary duty to select qualified and appropriate managers in the client's best interest, and believes that BAM Advisor Services, LLC effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of Capstone continuously makes this assessment. While Capstone has a contract with BAM Advisor Services, LLC governing a time period for back office services, Capstone has no such fixed commitment to the selection of BAM Advisor Services, LLC for fixed income management services and may select another investment manager for clients upon reasonable notice to BAM Advisor Services, LLC.

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

Capstone has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Capstone's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth Capstone's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with Capstone may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of Capstone that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Capstone requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. Capstone also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

Capstone's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. Capstone requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Capstone will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

It is Capstone's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Capstone will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Capstone arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, Capstone participates in the Schwab Advisor Services (SAS) program offered to independent investment advisers by Charles Schwab & Company, Inc., member FINRA/SIPC, and the Fidelity Institutional Wealth Services (FIWS) program offered to independent investment advisers, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"), member FINRA/SIPC. Schwab and Fidelity are unaffiliated SEC-registered broker dealers and FINRA member broker dealers.

The Schwab and Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. Capstone regularly reviews these programs to ensure that its recommendations are consistent with its fiduciary duty. These trading platforms are essential to Capstone's service arrangements and capabilities, and Capstone may not accept clients who direct the use of other brokers. As part of these programs, Capstone receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 14 of this Brochure).

As Capstone will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid for mutual fund and equity securities transactions, clients must direct Capstone as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that Capstone will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisers require clients to direct the use of specific brokers.

Capstone will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by Capstone on client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of portfolio manager.

SAS and FIWS do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While Capstone will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

Capstone does not have any arrangements to compensate any broker dealer for client referrals.

Capstone does not maintain any client trade error gains. Capstone makes client whole with respect to any trade error losses incurred by client caused by Capstone.

Capstone generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which Capstone arranges transactions. BAM Advisor Services, LLC, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case an Capstone client's orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not an Capstone client. See BAM Advisor Services, LLC Form ADV Part 2.

Employee Benefit Plan Services:

Capstone does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation. Capstone may, however, arrange for execution of securities transactions for certain plans custodied with Schwab or Fidelity.

Item 13 – Review of Accounts

Reviews:

Investment Management Services:

Account assets are supervised continuously and formally reviewed quarterly by William W. Jessup, Robert L. Ingram, Jr. or James G. Brazil, Jr. Advisory personnel are assigned to each account. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation;
- d. market/economic conditions; and
- e. realizing tax losses in an account.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 4.

Employee Benefit Retirement Plan Services:

Retirement plan assets are reviewed as necessary and according to the standards and situations described above for investment management accounts.

Reports:

Investment Management Services:

All clients will receive quarterly performance reports, prepared by BAM and reviewed by Capstone, that summarize the client's account and asset allocation. Quarterly reports include portfolio performance review, current positions and current market value. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions and current market value.

Employee Benefit Retirement Plan Services:

Employee Benefit Plan clients generally receive statements only from their account custodian. Capstone may, however, provide reporting services for certain plans custodied at Schwab or Fidelity.

Item 14 – *Client Referrals and Other Compensation*

As indicated under the disclosure for Item 12, SAS and FIWS each respectively Capstone with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit Capstone but may not benefit its clients' accounts. Many of the products and services assist Capstone in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Capstone's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Capstone's accounts. Recommended brokers also make available to Capstone other services intended to help Capstone manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Capstone does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, Capstone endeavors to act in its clients' best interests, Capstone's requirement that clients maintain their assets in accounts at SI or FIWS may be based in part on the

benefit to Capstone of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

Capstone also receives software from DFA, which Capstone utilizes in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for Capstone personnel. These services are designed to assist Capstone plan and design its services for business growth.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Capstone urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Capstone requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

When selecting securities and determining amounts, Capstone observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Capstone in writing.

Item 17 – Voting *Client* Securities

Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that Capstone will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Capstone to transmit copies of class action notices to the client or a third party.

Upon such direction, Capstone will make commercially reasonable efforts to forward such notices in a timely manner.

Proxy Disclosures: As a matter of firm policy and practice, Capstone does not accept the authority to and does not vote proxies on behalf of advisory client. For any pension plan or other employee benefit plan governed by ERISA, the right and responsibility to vote proxies has been expressly reserved to the plan trustees or other plan fiduciary. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Capstone, however, may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

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

Item 19 – Requirements for State-Registered Advisers

Capstone has three principal executive officers and management persons, Mr. James G. Brazil, Mr. Robert L. Ingram and Mr. William W. Jessup. The education and business backgrounds for Mr. Brazil, Mr. Ingram and Mr. Jessup are supplied on the Form ADV Part 2B Brochure Supplements.

James G. Brazil, Jr.

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204 Marina Drive, Suite 100
Tuscaloosa, AL 35406-3237
(205) 349-2050

June 5, 2012

This Brochure Supplement provides information about James G. Brazil, Jr. that supplements the Capstone Wealth Management, LLC ("Capstone") Brochure. You should have received a copy of that Brochure. Please contact James G. Brazil, Jr., Member & Chief Compliance Officer, if you did not receive Capstone's Brochure or if you have any questions about the contents of this supplement.

Additional information about James G. Brazil, Jr. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

James G. Brazil, JR., CPA, PFS, CFP®

Born: 1969

Education

Graduated from University of Alabama in 1992 with a BS in Finance and in 1994 with a second major in Accounting.

Employment

Member & Chief Compliance Officer of Capstone Wealth Management, LLC from 01/04 to present.

CPA/Partner for Jessup, Ingram, Burns & Associates, LLP from 01/10 to present.

CPA/Partner for Jessup, Ingram & Associates, LLP from 01/08 to 12/09.

CPA for Jessup & Associates, LLP from 10/97 to 12/07.

Additional Information regarding the CPA designation

Certified Public Accountant (CPA) is the title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA.

Additional Information regarding the CFP designation

Issued by: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC
- Chartered Life Underwriter (CLU)
- CFA
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type: CFP Certification Examination

Continuing Education/Experience Requirements: 30 hours every 2-years

Additional Information regarding the PFS designation

PFS - Personal Financial Specialist Minimum Qualifications

Issued by: The American Institute of Certified Public Accountants (AICPA)

Prerequisites/Experience Required: Candidate must meet all of the following requirements:

- Be a member of the AICPA;
- Hold an unrevoked CPA certificate issued by a state authority;
- Earn at least 100 points under the PFS point system. For example, 30 points are awarded for each year of 1,200 hours of experience; up to 40 points are awarded for passing various exams; one point is awarded for three CPE credits, etc. (See the PFS Credential Handbook for more on earning PFS points);
- Substantiate business experience in personal financial planning-related services

Educational Requirements: CPA plus personal financial planning specific education (See the PFS Credential Handbook)

Examination Type: Final Certification Exam

Continuing Education/Experience Requirements: A combined total of 60 PFS points in personal financial planning business experience and qualified "life-long learning" activities every 3 years. The PFS point system is described in the PFS Credential Handbook.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Mr. James G. Brazil, Jr.

Item 4- Other Business Activities

Mr. James G. Brazil, Jr. is a CPA of the accounting firm, Jessup, Ingram, Burns & Associates, LLP, and will spend approximately 75% of his business time on the accounting practice. Jessup, Ingram, Burns & Associates, LLP (hereinafter "Jessup") may recommend Capstone to accounting clients in need of advisory services. Capstone may recommend Jessup to advisory clients in need of accounting services. Accounting services provided by Jessup are separate and distinct from the advisory services of Capstone, and are provided for separate and typical compensation. There are no referral fee arrangements between Capstone and Jessup for these recommendations. No Capstone client is obligated to use Jessup for any accounting services.

Item 5- Additional Compensation

Mr. James G. Brazil, Jr. is compensated as an employee and owner of Capstone Wealth Management, LLC and Jessup, Ingram, Burns & Associates, LLP.

Item 6 - Supervision

Mr. James Brazil is a Member and Chief Compliance Officer of Capstone Wealth Management, LLC. As such, Mr. Brazil is responsible for supervision of all advisory activities. Mr. Brazil is supervised by Mr. William Jessup, Managing Member. Mr. Brazil's accounts are subject to regular review and verification that asset balances are being managed in accordance with a client's investment guidelines. Mr. Brazil and Mr. Jessup can be reached at 204 Marina Drive, Suite 100, Tuscaloosa, AL 35406-3237. Their phone number is (205) 349-2050.

Item 7- Requirements for State-Registered Advisers

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. No information is applicable to this Item for Mr. Brazil.

Robert L. Ingram, Jr.
Capstone Wealth Management, LLC
204 Marina Drive, Suite 100
Tuscaloosa, AL 35406-3237
(205) 349-2050

June 5, 2012

This Brochure Supplement provides information about Robert L. Ingram, Jr. that supplements the Capstone Wealth Management, LLC ("Capstone") Brochure. You should have received a copy of that Brochure. Please contact James G. Brazil, Jr., Member & Chief Compliance Officer, if you did not receive Capstone's Brochure or if you have any questions about the contents of this supplement.

Additional information about Robert L. Ingram, Jr. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Robert L. Ingram, JR., CPA, PFS, CFP®

Born: 1964

Education

Graduated from University of Memphis in 1989 with a MS in Accounting.

Employment

Member of Capstone Wealth Management, LLC from 01/02 to present.

CPA/Partner of Jessup, Ingram, Burns & Associates, LLP from 01/10 to present.

CPA/Partner of Jessup, Ingram & Associates, LLP from 12/06 to 12/09.

CPA/Partner of Jessup & Associates, LLP from 09/99 to 12/06.

Additional Information regarding the CPA designation

Certified Public Accountant (CPA) is the title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA.

Additional Information regarding the CFP designation

Issued by: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC
- Chartered Life Underwriter (CLU)
- CFA
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type: CFP Certification Examination

Continuing Education/Experience Requirements: 30 hours every 2-years

Additional Information regarding the PFS designation

PFS - Personal Financial Specialist Minimum Qualifications

Issued by: The American Institute of Certified Public Accountants (AICPA)

Prerequisites/Experience Required: Candidate must meet all of the following requirements:

- Be a member of the AICPA;
- Hold an unrevoked CPA certificate issued by a state authority;
- Earn at least 100 points under the PFS point system. For example, 30 points are awarded for each year of 1,200 hours of experience; up to 40 points are awarded for passing various exams; one point is awarded for three CPE credits, etc. (See the PFS Credential Handbook for more on earning PFS points);
- Substantiate business experience in personal financial planning-related services

Educational Requirements: CPA plus personal financial planning specific education (See the PFS Credential Handbook)

Examination Type: Final Certification Exam

Continuing Education/Experience Requirements: A combined total of 60 PFS points in personal financial planning business experience and qualified "life-long learning" activities every 3 years. The PFS point system is described in the PFS Credential Handbook.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Robert L. Ingram, Jr.

Item 4- Other Business Activities

Robert L. Ingram, Jr., is managing partner of the accounting firm, Jessup, Ingram, Burns & Associates, LLP, and will spend approximately 75% of his business time on the accounting practice. Jessup, Ingram, Burns & Associates, LLP (hereinafter "Jessup") may recommend Capstone to accounting clients in need of advisory services. Capstone may recommend Jessup to advisory clients in need of accounting services. Accounting services provided by Jessup are separate and distinct from the advisory services of Capstone, and are provided for separate and typical compensation. There are no referral fee arrangements between Capstone and Jessup for these recommendations. No Capstone client is obligated to use Jessup for any accounting services.

Item 5- Additional Compensation

Mr. Robert L. Ingram, Jr. is compensated as an employee and owner of Capstone Wealth Management, LLC and Jessup, Ingram, Burns & Associates, LLP.

Item 6 - Supervision

Mr. Robert Ingram is a Member of Capstone Wealth Management, LLC. He is supervised by Mr. James Brazil, Chief Compliance Officer, and Mr. William Jessup, Managing Member. Mr. Ingram's accounts are subject to regular review and verification that asset balances are being managed in accordance with a client's investment guidelines. Mr. Brazil and Mr. Jessup can be reached at 204 Marina Drive, Suite 100, Tuscaloosa, AL 35406-3237. Their phone number is (205) 349-2050.

Item 7- Requirements for State-Registered Advisers

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. No information is applicable to this Item for Mr. Ingram.

William W. Jessup

Capstone Wealth Management, LLC

204 Marina Drive, Suite 100

Tuscaloosa, AL 35406-3237

(205) 349-2050

June 5, 2012

This Brochure Supplement provides information about William W. Jessup that supplements the Capstone Wealth Management, LLC ("Capstone") Brochure. You should have received a copy of that Brochure. Please contact James G. Brazil, Jr., Member & Chief Compliance Officer, if you did not receive Capstone's Brochure or if you have any questions about the contents of this supplement.

Additional information about William W. Jessup is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

William W. Jessup, CPA, PFS, CFP®

Born: 1938

Education

Graduated from University of Alabama in 1960 with a BS in Accounting.

Employment

Manager of Capstone Wealth Management, LLC from 02/99 to present.

Owner & Insurance Agent, Capstone Insurance, LLC from 06/07 to present.

CPA/Partner of Jessup, Ingram & Associates, LLP from 01/07 to 12/07.

CPA/Partner of Jessup & Associates, LLP from 11/94 to 12/06.

Additional Information regarding the CPA designation

Certified Public Accountant (CPA) is the title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA.

Additional Information regarding the CFP designation

Issued by: Certified Financial Planner Board of Standards, Inc.

Prerequisites/Experience Required: Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

Educational Requirements: Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC
- Chartered Life Underwriter (CLU)
- CFA
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

Examination Type: CFP Certification Examination

Continuing Education/Experience Requirements: 30 hours every 2-years

Additional Information regarding the PFS designation

PFS - Personal Financial Specialist Minimum Qualifications

Issued by: The American Institute of Certified Public Accountants (AICPA)

Prerequisites/Experience Required: Candidate must meet all of the following requirements:

- Be a member of the AICPA;
- Hold an unrevoked CPA certificate issued by a state authority;
- Earn at least 100 points under the PFS point system. For example, 30 points are awarded for each year of 1,200 hours of experience; up to 40 points are awarded for passing various exams; one point is awarded for three CPE credits, etc. (See the PFS Credential Handbook for more on earning PFS points);
- Substantiate business experience in personal financial planning-related services

Educational Requirements: CPA plus personal financial planning specific education (See the PFS Credential Handbook)

Examination Type: Final Certification Exam

Continuing Education/Experience Requirements: A combined total of 60 PFS points in personal financial planning business experience and qualified "life-long learning" activities every 3 years. The PFS point system is described in the PFS Credential Handbook.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Mr. William W. Jessup.

Item 4- Other Business Activities

William W. Jessup is a former partner of the accounting firm, Jessup, Ingram, Burns & Associates, LLP and spends 0% of his business time on the accounting practice. Jessup, Ingram, Burns & Associates, LLP (hereinafter "Jessup") may recommend Capstone to accounting clients in need of advisory services. Capstone may recommend Jessup to advisory clients in need of accounting services. Accounting services provided by Jessup are separate and distinct from the advisory services of Capstone, and are provided for separate and typical compensation. There are no referral fee arrangements between Capstone and Jessup for these recommendations. No Capstone client is obligated to use Jessup for any accounting services.

Capstone is also affiliated through common ownership with a licensed insurance agency, Capstone Insurance, LLC ("Capstone Insurance"). William Jessup, is also an insurance agent of Capstone Insurance and is therefore able to recommend and purchase insurance products for Capstone clients. In these separate insurance capacities, Capstone Insurance and this licensed individual will be able to receive separate, yet customary commission compensation resulting from implementing insurance product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals or Capstone Insurance when considering the implementation of insurance recommendations. The implementation of any and all recommendations is solely at the discretion of the client.

Item 5- Additional Compensation

Mr. William W. Jessup is compensated as an employee and owner of Capstone Wealth Management, LLC. He also receives deferred compensation for past services as a CPA and Partner with Jessup, Ingram, Burns & Associates, LLP.

Item 6 - Supervision

Mr. William Jessup is the Managing Member of Capstone Wealth Management, LLC. He is supervised by Mr. James Brazil, Chief Compliance Officer. Mr. Jessup's accounts are subject to regular review and verification that asset balances are being managed in accordance with a client's investment guidelines. Mr. Brazil can be reached at 204 Marina Drive, Suite 100, Tuscaloosa, AL 35406-3237. His phone number is (205) 349-2050.

Item 7- Requirements for State-Registered Advisers

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. No information is applicable to this Item for Mr. Jessup.