

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Bentley Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at: (401) 921-2002, or by email at: kdeangelis@bentleywealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

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

June 28, 2012

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

The Firm updated its brochure in its entirety to comply with the new rule at the time of its annual update on March 31, 2011. The content of this brochure has been updated in its entirety through June 28, 2012.

Due to changes required by the Dodd-Frank Act, as of June 28, 2012, the Firm is no longer registered with the Securities and Exchange Commission. The Firm continues to be registered as an investment adviser in the State of Rhode Island and the Commonwealth of Massachusetts.

We review and update our brochure at least annually to make sure that it remains current.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (401) 921-2002 or by email at: kdeangelis@bentleywealth.com.

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Advisory Business

Firm Description

Bentley Wealth Advisors, LLC ("Bentley" or the "Firm") was founded in 2002. Due to changes required by the Dodd-Frank Act, as of June 28, 2012, the Firm is no longer registered with the Securities and Exchange Commission. The Firm continues to be registered as an investment adviser in the State of Rhode Island and the Commonwealth of Massachusetts. We may conduct business in other states by claiming an exemption from registration or become registered in such state as required. Our registration as an investment adviser does not imply any particular level of skill or training.

The Firm provides wealth management services to individuals, trusts, endowments, retirement plans and other legal entities. Advice is provided through consultation with the Client and may include: determination of financial objectives, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning. In general, the Firm seeks to provide their Clients with maximum after-tax, risk adjusted returns over long term time horizons consistent with the Clients' overall goals and objectives.

Investment advice is an integral part of wealth management services. In addition, the Firm advises Clients regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Investment advice is provided, with the Client making the final decision on investment selection. The Firm does not act as a custodian of Client assets. The Client always maintains asset control. The Firm places trades for Clients under a limited power of attorney. The Firm does not, however, obtain discretionary authority with respect to the selection of broker-dealers which execute transactions for the Client's account.

Certain of the Firm's Investment Advisory Representatives may sell annuities, mutual funds or other commissioned products if such products are appropriate for their Clients. The Investment Advisory Representative is paid cash commissions.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the Client on an as-needed basis. Conflicts of interest will be disclosed to the Client in the unlikely event they should occur.

Principal Owners

The Firm is organized as a Rhode Island limited liability company. Harold E. Briggs, Jr. the Managing Member, owns 12.5% of the Firm and Moneta Investors, LLC owns 87.5% of the Firm.

Types of Advisory Services

The Firm provides investment supervisory services, also known as asset management services. This means that the Firm provides its Clients with regular and continuous investment advice which is particularly tailored to that Client's investment needs.

On more than an occasional basis, the Firm furnishes advice to Clients on matters not involving securities, such as financial planning matters, taxation issues, and retirement planning services that often include 401(k) investment and planning.

The principals of the Firm may also provide educational seminars and workshops to Clients and prospects. These seminars and workshops are provided as a courtesy at no cost to attendees.

As of December 31, 2011, the Firm managed approximately \$49,417,802 in assets for approximately 137 accounts all of which were discretionary accounts.

Tailored Relationships

Client with assistance of their Investment Adviser Representative ("IAR") will complete a Risk Profile Questionnaire ("Profile"). The Profile describes the Client's financial situation, investment objectives, time horizon, risk tolerance and investment preferences.

The Firm and the Client will determine the appropriate portfolio type based on results of the Profile. The currently available Bentley Portfolio types are designated as Ultra-Conservative, Conservative, Moderate, Growth and Aggressive Growth. Client may change the Bentley Portfolio type if Client's objectives or risk tolerance changes.

Types of Agreements

The following agreements define the typical Client relationships.

Agreements may not be assigned without Client consent. Transactions that do not result in a change of actual control or management of the Firm shall not be considered an assignment.

Investment Management Agreement

Most Clients choose to have the Firm manage their assets in order to obtain ongoing in-depth advice and wealth management services. All aspects of the Client's financial affairs are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

Bentley will provide Client portfolio construction, asset management, and monitoring which constitutes an ongoing process by which:

- (a) Client's investment objectives, constraints and preferences are identified and specified;
- (b) Strategies are developed and implemented through combination of financial assets;
- (c) Capital market conditions and Client circumstances are monitored; and
- (d) Portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above relevant variables.

Although the Investment Management Agreement is a continuing agreement, the length of service to the Client is at the Client's discretion. The Client or the Firm may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

Financial Planning and Consulting Agreement

On occasion the Firm may provide financial or tax planning services on an hourly or fixed fee basis. A financial plan is designed to help the Client with all aspects of financial planning without ongoing investment management after the financial plan is completed.

The financial plan may include, but is not limited to: a net worth statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. The fee range is \$100 to \$500 per hour and is billed monthly or on a project basis. Fees may also be charged on a fixed fee basis. The exact fees charged for these services will be specified in a Client agreement executed before service begins.

Since financial planning is a discovery process, situations occur wherein the Client is unaware of certain financial exposures or predicaments. In the event that the Client's situation is substantially different than disclosed at the initial meeting, a revised fee will be provided for mutual agreement. The Client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

Investment Management

Bentley Flex Choice Program

Bentley offers the Bentley Flex Choice Program to its Clients. This program consists of established asset allocation models designed to suit varying investment objectives. The currently available Bentley Flex Choice portfolio types are designated as Ultra-Conservative, Conservative, Moderate, Growth and Aggressive Growth.

Bentley Flex Choice portfolios are typically composed of money market funds, mutual funds, institutional mutual funds, stocks, bonds, unit investment trusts, ETFs and certificates of deposit. The Bentley Flex Choice platform also offers access to fund of funds hedge funds ("Hedge Funds") and a principal protected structured product ("Structured Investment") (which are discussed in detail under **Investment Strategies**, below). The Client and IAR may choose to exclude certain asset classes from their Bentley Flex Choice portfolio or choose to disregard the Profile for the portfolio type indicated.

In certain cases, non-publicly traded REITs or limited partnerships may be held in Client's portfolio. These are not, however, billable assets and are not taken into consideration when calculated the Firm's fee.

Client's Bentley Flex Choice program may be a cash account or a margin account. A margin account is one in which the firm carrying the account lends cash to the Client with which to purchase securities. Unlike a cash account, a margin account allows a Client to buy securities by borrowing the money. In the financial services industry, investors often open margin accounts to take advantage of an opportunity to leverage their investment, not because they lack the money to make the full securities purchase. However, investors using the Bentley Flex Choice program most often use margin in conjunction with check-writing capabilities offered on these accounts. Margin allows you to borrow money in cases where a check is written for an amount greater than the cash balance. While this borrowing has a cost, it also prevents you from prematurely selling securities and allows you to make a later deposit to return the money borrowed. While the use of margin may offer the potential to leverage an investment, buying securities on margin also subjects Client to additional costs and risks that should be carefully considered.

The Client's Bentley Flex Choice Portfolio may be a discretionary account. In a discretionary account, the IAR does not need the Client's prior approval to buy, sell or reposition assets. The use of discretion requires specific written approval from Bentley. In addition, Client must provide written authorization to allow the IAR to utilize discretion in the account.

No more than 50% of Client's Bentley Flex Choice Portfolio may be invested in individual company equities and no single equity position should be greater

than 5% of the total portfolio value. Bentley may waive this policy if circumstances deem it to be appropriate.

Bentley Portfolio Choice Program

Bentley offers the Bentley Portfolio Choice Program to its Clients. The currently available Bentley Portfolio Choice portfolio types are designated as Ultra-Conservative, Conservative, Moderate, Growth and Aggressive Growth.

Bentley Portfolio Choice portfolios are typically composed of money market funds, mutual funds, and ETFs. Individual company equities cannot be included in the Bentley Portfolio Choice Program. The Bentley Portfolio Choice platform also offers access to fund of funds hedge funds ("Hedge Funds") and a principal protected structured product ("Structured Investment") (which are discussed in detail under **Investment Strategies**, below). The Client and IAR may choose to exclude certain asset classes from their Bentley Portfolio Choice portfolio or choose to disregard the Profile for the portfolio type indicated.

Bentley Portfolio Choice portfolios will be managed on a discretionary basis. Bentley will have the authority to automatically rebalance the account according to the agreed upon target allocation and rebalancing schedule. This discretionary authority will include the authority, without first consulting you, to determine the amount of assets in each asset class in your account to be bought or sold in order to rebalance the account back to its original target percentages, including the authority to buy, sell, select, remove and replace securities for the account. You may incur short-term redemption fees upon the liquidation of a mutual fund position for purposes of rebalancing or the replacement of one fund for another fund in the portfolio. Bentley will attempt to have these fees waived at the time of redemption but waiver of these fees is at the sole discretion of the mutual fund sponsor.

Neither Bentley nor the IAR have the authority to withdraw funds or securities from a Client's account other than for the payment of quarterly management fees as agreed to in writing by the Client.

Securities in Client's Bentley Portfolio Choice account may not be purchased using margin.

Termination of Agreement

Client may terminate their agreement with Bentley within five (5) business days of signing their agreement without incurring any advisory fees. Furthermore, Client or Bentley may terminate their agreement at any time and for any reason, upon thirty (30) days written notice to the other party.

Upon notice of termination, Bentley will await further instructions from Client as to what steps Client requests to liquidate and / or transfer the portfolio and

remit the proceeds. Upon the receipt of properly executed instructions from the Client, Bentley will instruct the custodian to liquidate and / or transfer the portfolio and remit proceeds to Client. A refund of Bentley's unearned advisory fee will be made on a prorated basis as determined by Bentley.

Bentley can make no representation regarding puts, holds or other investment features that may limit a Client's ability to liquidate or transfer all or a portion of his / her portfolio.

Fees and Compensation

General

The Firm bases its fees on a percentage of assets under management, hourly charges, and occasionally fixed fees.

Some agreements may be priced based on the complexity of work, especially when asset management is not the most significant part of the relationship.

Financial plans are priced according to the degree of complexity associated with the Client's situation.

Fees are negotiable and may be waived in the sole discretion of the Firm. The Firm, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

Lower fees for comparable services may be available from other sources.

Advisory Fees

Bentley will be compensated by fees ("Advisory Fees") for providing advisory services to the Bentley Flex Choice Program and Bentley Portfolio Choice Program portfolios according to the following schedules.

Bentley Flex Choice Program Fee Schedule

Annual Advisory Fee up to a maximum of 3.00% of assets under management

Bentley Portfolio Choice Program Fee Schedule

Annual Advisory Fee up to a maximum of 3.00% of assets under management

The Advisory Fee does not include costs of certain fees and charges related to account services provided by the custodian.

Bentley will pay a portion of its fee to 1st Global Advisors, Inc., an affiliate of 1st Global Capital Corp. ("1st Global"), for certain administrative services, including reporting and billing. Client will not be charged a separate fee by 1st Global Advisors, Inc.

Fee Billing

Client will be provided with an invoice that states the value of assets, fee calculation and amount to be withdrawn (to pay fees earned by Bentley). Client will receive a statement from NFS, LLC, the custodian, reflecting the withdrawal of fees. It is the responsibility of the Client to verify the accuracy of the fee as neither the custodian nor Bentley does so.

For transactions done through NFS and 1st Global (broker-dealer of record), a portion of the transaction costs may be kept by 1st Global.

Upon initial implementation of the portfolio, Advisory Fees will be charged in advance upon establishment of the value of the portfolio based upon the proportion of the number of days remaining in the quarter. Thereafter, fees will be charged quarterly based on the value of the portfolio on the last business day of the prior quarter or the date the custodian values the portfolio for the month-end statement at the end of the prior quarter. The value of the portfolio generally includes the value of all of the securities held in the account with the exception of non-billable assets. This includes the value of money market mutual funds held in the account. The Advisory Fees are payable upon the balance of the account at the end of the prior quarter. The Advisory Fees payable upon the initial implementation of the account are payable by Client upon receipt of an invoice from Bentley or collected directly from the account. Advisory fees for all subsequent periods, pursuant to a fee authorization and initial power of attorney signed by Client, are calculated as of the last business day of the previous quarter.

If the account does not contain sufficient amounts to pay Advisory Fees, Bentley has limited authority to sell or redeem securities in sufficient amounts to pay Advisory Fees. Client may reimburse the portfolio for Advisory Fees paid to Bentley.

For Clients who have chosen to pay upon receipt of an invoice, fees due and payable that have not been collected after 45 days of sending of the invoice will be debited from the account. Further, if Client fails to pay invoice after the second notice, the amount will be changed to be automatically debited each quarter.

Fees for financial plans are billed 50% in advance, with the balance due upon delivery of the financial plan.

Other Fees and Expenses

The fees charged by Bentley are in addition to fees charged by any mutual fund in which a Client's funds may be invested. The mutual funds that make up the Client's portfolio will assess charges and fees at the fund level, including fees for investment management services and 12b-1 distribution charges. Clients may also be charged early redemption fees should fund holdings in the account be liquidated within a certain period of time, typically within 30 to 180 days dependent upon a fund company's policies.

Client will choose a default money market fund upon establishing the account. Cash received into the account will be automatically swept into the default money market account. Depending on the fund, there may be an annual asset based fee charged by the money market fund. The fees and charges of the fund will be listed in the fund's prospectus.

Hedge Funds will also be subject to underlying fund expenses including management and other servicing fees. The Client may be responsible for a repurchase fee, a percentage of the amount requested if the Client requests a distribution and has been invested in the Hedge Fund for less than a certain period of time. The Hedge Funds may also assess a performance fee. The fees and expenses of any structured product may change from offering to offering.

Custodians may charge transaction fees on purchases or sales of certain mutual funds, exchange-traded funds, stocks and bonds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

With respect to the Bentley Flex Choice Program and the Bentley Portfolio Choice Program, the following specific transaction costs are incurred:

- Portfolios shall bear equity and ETF transaction costs of no more than \$15.00 per trade.
- Portfolios shall bear costs of \$15.00 on the vast majority of mutual fund trades; however, trades in some fund families will incur an additional charge of \$10.00 for a total of \$25.00 per transaction. The list of affected fund families include: Alliance Bernstein Offshore Funds; CGM; Mairs & Powers; DFA; Dodge & Cox; Fairholme; Longleaf Partners; Meridian; Sequoia and Vanguard (this list is subject to change at any time).
- Portfolios shall bear fixed income transaction costs of no more than \$39.50 per trade.
- Portfolios shall bear UIT transaction costs of no more than \$35.00 per trade.
- Portfolios shall bear foreign equity transaction costs of no more than \$90.00 per trade.

Transaction costs are not commissions; they are clearing costs charged by the designated clearing firm on the account and are subject to change at any time.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to the Firm.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

The Firm reserves the right to stop work on any account that is more than 90 days overdue. In addition, the Firm reserves the right to terminate any financial planning engagement where a Client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the Firm's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 90 days.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

The Firm does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the Client.

Types of Clients

Description

The Firm provides wealth management services to individuals, trusts, endowments, retirement plans and other legal entities.

Client relationships vary in scope and length of service.

Account Minimums

The minimum initial investment in the Bentley Portfolio Choice Program is \$500,000.00. The minimum initial investment in the Bentley Flex Choice

Program is \$500,000.00. Bentley may choose to waive these minimums in its sole discretion as circumstances dictate. the minimum account balance required to include an allocation to the structured product (Structured Investment) is \$100,000.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Bentley uses various third-party asset allocation models as part of the Bentley Portfolio Choice and Bentley Flex Choice Programs. Bentley will then modify a Client's portfolio in accordance with the Client's investment objectives.

The primary investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time. Each Client executes an Investment Policy Statement ("IPS") that documents their objectives and desired investment strategy.

The Firm will develop a strategic asset allocation for each Client based upon the Client's investment objectives as developed through the completed Profile.

The Bentley Platforms may be implemented using a wide variety of securities products. The Bentley Portfolios are typically composed of money market funds, mutual funds, institutional mutual funds, stocks, bonds, unit investment trusts, ETFs and certificates of deposit.

If it is appropriate based upon a Client's investment objective and risk profile, the Client also has access to fund of funds hedge funds ("Hedge Funds") and a principal protected structured product ("Structured Investment"). The Hedge Funds will only be made available to qualified purchasers, qualified Clients or accredited investors as those terms are defined under applicable securities laws. The Hedge Funds will only be made available to those Clients with a moderate, growth or aggressive growth Profile based on the results of the Risk Profile Questionnaire.

A Client is limited to an investment in Hedge Funds of not more than 10% of stated net worth and 10% of the Client's account value. Furthermore, a maximum of 30% of a Client's portfolio may be allocated to Hedge Funds and Structured Investment. The rest of the account will be allocated to the appropriate portfolio type as determined by the Risk Assessment Questionnaire. The percentage allocated to each asset class within the portfolio type will be proportionately reduced by the percentage of the portfolio allocated to Hedge Funds and/or Structured Investment.

Special rebalancing considerations will be made for those accounts incorporating an allocation to the Hedge Funds and/or Structured Investment. Shares in the Hedge Funds are considered illiquid meaning that there are

limited opportunities to redeem shares of the Hedge Funds. The Structured Investment are available in various maturities outlined in the offering documents, generally in 1 to 5 year maturities. When rebalancing a Client's account, Bentley will attempt to maintain the target allocation of the Hedge Funds and/or Structured Investment portion of the account. Due to the restrictions on sale of the Client's holdings of the Hedge Funds and the Structured Investment, however, it is likely that the portion of the Client's account allocated to the asset allocation model will, most of the time, be rebalanced independent of the Hedge Funds and/or Structured Investment portion of the account. The asset allocation model will be rebalanced back to the original target allocations of that model if it is not feasible for Bentley to incorporate the Hedge Funds and/or Structured Investment into the equation. Once a Structured Investment matures, Client and IAR can make a determination as to the disposition of the funds and can rebalance the account at that time.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of

profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The Firm and its employees have not been involved in legal or disciplinary events related to past or present investment Clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Persons associated with Bentley, including its owners, members and officers are licensed as CPA's, insurance agents and/or broker/dealer registered representatives. The managing member/director of Bentley, Harold E. Briggs, Jr., spends approximately 10% of his time on such other activities.

The members of Moneta LLC, the majority owner of Bentley, are also owners of DiSanto Priest & Co., a full-service accounting firm. The members of Moneta may recommend Bentley to accounting Clients in need of advisory services. Bentley may recommend DiSanto Priest to advisory Clients in need of accounting services. Accounting services provided by DiSanto Priest are separate and distinct from advisory services of Bentley and are provided for separate and typical compensation. There are no referral fee arrangements between DiSanto Priest, Moneta and / or Bentley or any of its individual members or officers for these recommendations. No Bentley Client is obligated to use DiSanto Priest for any accounting services, and, conversely, no accounting Client is obligated to use the advisory services provided by Bentley.

Affiliations

Certain IARs of the Firm are registered representatives of 1st Global Capital Corp. ("1st Global"), a registered broker-dealer, Member FINRA / SIPC. Clients are under no obligation to purchase or sell securities through the

IARs. However, if they choose to implement the plan, commissions may be earned by the IARs in addition to any fees paid for advisory services.

Commissions may be higher or lower at 1st Global than at other broker-dealers. IARs may have a conflict of interest in having Clients purchase securities or insurance related products through 1st Global in that the higher their production with 1st Global the greater chance for obtaining a higher payout on commissions earned. Further, IARs are restricted to only offering those products and services that have been reviewed and approved for offering to the public through 1st Global.

Certain mutual funds in which a Client may invest may pay marketing fees, service fees, including shareholder service fees, 12b-1 fees to 1st Global for marketing services or the performance of certain administrative tasks associated with making an investment in such fund. All or a portion of such fees may be rebated to the Client or credited against the fees otherwise payable by the Client to the Firm. These fees may also be retained by 1st Global in their entirety.

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

Code of Ethics

The employees of the Firm have committed to a Code of Ethics that is available for review by Clients and prospective Clients upon request. The Firm will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Participation or Interest in Client Transactions

The Firm's employees may buy or sell securities that are also held by Clients. Employees may not trade their own securities ahead of Client trades. Employees comply with the provisions of the Firm *Compliance Manual*.

Personal Trading

The Chief Compliance Officer of the Firm is Harold E. Briggs, Jr. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that Clients of the Firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades or stock trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms and Custodians

If a Client wishes to participate in the Bentley Flex Choice Program or the Bentley Portfolio Choice Program, Client must select 1st Global as the broker-dealer of record and National Financial Services, LLC as its custodian.

Certain IARs of Bentley are also registered representatives of 1st Global. Trades are executed through 1st Global in order to maximize trading efficiencies by utilizing a common custodian. In addition, pursuant to FINRA Rule 3040, registered representatives of 1st Global, such as the IARs of the Firm, are limited to executing transactions through their broker/dealer. Clients are advised that a conflict of interest exists since 1st Global will receive compensation on the transactions.

Best Execution

The Firm reviews the execution of trades at each custodian on a periodic basis. The review requirements are documented in the Firm's *Compliance Manual*. Trading fees charged by the custodians is also reviewed on a quarterly basis. The Firm does not receive any portion of the trading fees.

All trades will be referred to 1st Global for execution. 1st Global or National Financial Services LLC., the Client's custodian, transmits customer orders for execution to various exchanges or market centers based on a number of factors. These include size of order, trading characteristics of the security, favorable execution prices (including the opportunity for price improvement), access to reliable market data, availability of efficient automated transaction processing and reduced execution costs through price concessions from the market centers. Certain of the market centers may execute orders at prices superior to the publicly quoted market in accordance with their rules or practices. While a Client may specify that an order be directed to a particular market center for execution, the order-routing policies, taking into consideration all of the factors listed above, are designed to result in favorable transaction processing for Clients. Commissions may be higher or lower at 1st Global.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any Client benefit.

Transactions for each Client generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several Clients at approximately the same time. The Firm may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Firm's Clients differences in prices and commissions or other transaction costs that might

have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among the Firm's Clients pro rata to the purchase and sale orders placed for each Client on any given day. The Firm will not receive any additional compensation as a result of the aggregation of orders.

Review of Accounts

Periodic Reviews

All accounts are marked to market daily and reviewed at least quarterly by the staff of the Firm or its designee for compliance with Client's written investment policy and verification of authorized trades. All performance reports are electronically audited for accuracy prior to being provided to IARs for distribution to Clients. The electronic audit process is designed to identify issues such as asset allocation discrepancies, account reconciliation irregularities, and unusual performance for the overall portfolio as well as specific asset classes. Reports that do not pass the audit process are reviewed and if necessary corrected by a staff member of the Firm before being provided to IARs for distribution to the Client. Bentley Portfolio Choice platform accounts utilize an automatic rebalance process designed to assure alignment with the Client's stated asset allocation.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a Client's own situation.

Regular Reports

Unless otherwise agreed upon, Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the Client accounts. Those Clients to whom the Firm provides investment advisory services will also receive a report from the Firm that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis.

Bentley will provide portfolio performance reports to IARs for distribution to Clients quarterly. Such reports will usually be prepared not later than 20 business days after the end of each calendar quarter.

Client Referrals and Other Compensation

Incoming Referrals

Bentley may receive Client referrals from outside individuals or organizations (usually attorneys, other CPA's or other professionals). These individuals may

receive a portion of the fees charged to the Client, but in no event will the Client be charged additional fees to offset those paid to the referral source. Proper licensing (if required by the states) will be maintained by any referral source that is paid, and full disclosure will be made to Clients in writing

Referrals Out

The Firm does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred by the Firm to the professional.

Custody

Account Statements

National Financial Services LLC maintains actual custody of the Client's assets. Clients will receive account statements directly from the custodian at least monthly. They will be sent to the email or postal mailing address the Client provided to the custodian. Clients should carefully review those statements promptly.

Investment Discretion

Discretionary Authority for Trading

The Firm accepts discretionary authority to manage securities accounts on behalf of Clients. The Firm has the authority to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The Client approves the custodian to be used and the commission rates paid to the custodian. The Firm does not receive any portion of the transaction fees or commissions paid by the Client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in Client accounts so that the Firm may promptly implement the investment guidelines that the Client has approved in writing.

Voting Client Securities

Proxy Votes

The Firm will not vote or give advice on proxies on securities on behalf of Clients.

Class Actions

The Firm does not advise or act for Clients in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the Account or the issuers of these securities.

Financial Information

Financial Condition

The Firm does not have any financial impairment that will preclude the Firm from meeting contractual commitments to Clients.

A balance sheet is not required to be provided because the Firm does not serve as a custodian for Client funds or securities, and does not require prepayment of fees of more than \$1,200 per Client, and six months or more in advance.

Business Continuity Plan

General

The Firm has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

In the event of a natural disaster, such as the loss of electrical power at the principal place of business of the Firm, the Firm will use its best efforts to ensure that its Clients are timely informed of alternative methods of communicating with members of the Firm or directly with the Custodian. These communication methods may include the internet, email, voicemail, as well as prior written notification to Clients.

Information Security Program

Information Security

The Firm maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

The Firm is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that The Firm collects from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, and

information about transactions between you and third parties. The Firm will use this information to help you meet your personal financial goals.

With your permission, the Firm will disclose limited information to attorneys and accountants with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, the Firm may share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

The Firm maintains a secure office to ensure that your information is not placed at unreasonable risk. The Firm employs a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

The Firm does not provide your personal information to mailing list vendors or solicitors. The Firm requires strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a Client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

The Firm will notify you in advance if our privacy policy is expected to change. The Firm is required by law to deliver this *Privacy Notice* to you annually, in writing.

Requirements for State Registered Advisers

Education and Business Standards

The Firm requires that advisors in its employ have a bachelor's degree and further coursework demonstrating knowledge of financial planning and tax planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, CTFA, EA or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Massachusetts law (Section 203A) requires advisers to disclose information on disciplinary history and the registration of the adviser and its associated persons. This information may be obtained via the U.S. Securities and Exchange Commission public disclosure website at www.sec.gov/checkoutbrokersandadvisers, by phone at (202) 942-8090 or the Massachusetts Securities Division, One Ashburton Place, 17th Floor, Boston, Massachusetts 02108.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Public Accountant (CPA) CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college [education](#) (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum [experience](#) levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of*

Professional Conduct within their state accountancy laws or have created their own.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and Client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain

competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Personal Financial Specialist (PFS): A PFS is a certified public accountant (CPA) who also offers financial planning services. The title is authorized by the American Institute of Certified Public Accountants (AICPA) after the completion of a review process that involves an exam and recommendations from Clients and colleagues. The designation also requires a minimum of three years of financial planning experience.

Principal Executive Officers and Other Business Activities

HAROLD E. BRIGGS, JR. CPA, PFS, CFP

Born 1956

Educational Background:

- Bryant University

Business Experience:

- Bentley Wealth Advisors, LLC, Managing Member, Investment Advisory Representative, 5/2003 to Present
- DiSanto, Priest & Co. CPA/CFP 1/2003 - Present
- 1st Global Capital Corp. Registered Rep. 2/2002 – Present
- 1st Global Insurance Svs. Rep. 2/2002 – Present
- 1st Global Advisory Svs. Inv. Adv. Rep. 2/2002 - Present

Mr. Briggs' time is dedicated primarily to servicing Clients of the Firm.

Additional Compensation: None

Other Business Activities:

Mr. Briggs is currently serving as Treasurer at the Central Rhode Island Chamber of Commerce. Previously, he served terms as Treasurer and Second Vice President at Meeting Street Center, Treasurer of the Scituate/Foster Little League and as a member of the Professional Advisory Council at the Rhode Island Foundation.

Supervision:

As disclosed, Mr. Briggs is the senior executive officer associated with the Firm. As such, Mr. Briggs is the senior officer responsible for all supervisory activities of the Firm. Mr. Briggs' contact information follows:

(401) 921-2002
sbriggs@bentleywealth.com

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

CHRISTOPHER RICCI, CFP

Born 1986

Educational Background:

- Bentley College

Business Experience:

- Bentley Wealth Advisors, LLC, Investment Advisory Representative, 6/2008 to Present
- 1st Global Capital Corp. Registered Rep. 6/2008 – Present
- 1st Global Insurance Svs. Rep. 6/2008 – Present
- 1st Global Advisory Svs. Inv. Adv. Rep. 6/2008 - Present

Mr. Ricci's time is dedicated primarily to servicing Clients' of the Firm.

Additional Compensation: None

Supervision:

Christopher Ricci is supervised by Harold Briggs, Jr. Mr. Briggs reviews Mr. Ricci's work through frequent office interactions as well as remote interactions. Mr. Briggs also reviews Mr. Ricci's activities through our Client relationship management system.

Mr. Briggs' contact information:
401-921-2002
sbriggs@bentleywealth.com

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None