

Optimum Growth Advisors

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This Brochure provides information about the qualifications and business practices of ACG Wealth and Optimum Growth Advisors. If you have any questions about the contents of this Brochure, please contact us at (404) 893-4100. 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.

ACG Wealth is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. This Brochure is intended, in part, to provide information which can be used to make a determination to hire or retain an Adviser.

Additional information about ACG Wealth is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Since our last annual update, March 27, 2016 the following changes have occurred:

- Atlanta Capital Group has changed their firm name to ACG Wealth Inc. (“ACG Wealth” or “ACG”).
- Arkadios Capital, a FINRA registered broker/dealer was created and will be affiliated with ACG Wealth (ACG). We will no longer be utilizing Triad Advisors for brokerage services.
- In Item 10 we discuss ACG Wealth’s affiliation through common ownership with ACG Investment Management, LLC, a Registered Investment Advisor and manager of the OG Ao Fund, LLC.

Our Brochure may be requested by contacting us at (404) 893-4100 or by emailing compliance@atlantacapitalgroup.com. Additional information about ACG Wealth is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site provides information about any persons affiliated with ACG Wealth who are registered, or are required to be registered, as investment adviser representatives of ACG Wealth.

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Item 4 – Advisory Business

Optimum Growth Advisors (“OGA”) is a division of ACG Wealth (“ACG”). ACG was established approved as a Registered Investment Adviser in 2009. David Millican, Jeffrey T. Shaver and Joseph Young are co-founders, Principals and Managing Partners with 33.33% ownership each.

For its investment advisory clients, the firm uses a variety of proprietary models which look to provide growth opportunity and reduce volatility. Clients may be allocated into one or more models. The models include, but are not limited to, rotating assets to various asset classes based on our perception of the research and tools used along with the clients perceived risk tolerance profile. Our investment committee meets weekly to discuss current market conditions, portfolio positions and to make new investment decisions.

OGA manages investment advisory accounts using model asset allocation portfolios. Each model portfolio is designed to meet specific investment goals. OGA will manage these advisory accounts on a discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income). OGA makes decisions to sell specific securities with a focus on the investment criteria and performance of the specific security taking priority and tax implications/benefits secondarily.

OGA utilizes a multi-phase investment strategy to create and execute an investment plan tailored to the clients’ needs. Through personal discussions in which your goals and objectives are established, your advisor will work with you to determine risk reward parameters and create a portfolio designed to meet your investment goals. Once the appropriate investment strategy has been determined, your portfolio will be managed based on the established portfolio goals.

Most accounts are managed on a discretionary basis, meaning that your advisor has discretion over what securities to buy and sell. However, you may have your account managed on a non-discretionary basis, meaning that you must consent to each trade in the account. This trading discretion and any limitations on it will be set forth in your client agreement.

Advisory services are tailored to the individual needs of each client. Your advisor will assist you in connection with establishing and monitoring of investment objectives, risk tolerance, asset allocation goals and time horizon. You have the opportunity to place reasonable restrictions or constraints on the way your accounts are managed; however, such restrictions may cause your advisor to deviate from a strategy or recommendations that your advisor would have made if such restrictions or constraints were not in place. Thus, the account’s performance may be lower than it otherwise would have been.

As of January 13, 2017, ACG held \$1,113,300,000 in assets under management on a discretionary basis and \$259,400,000 on a non-discretionary basis.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by OGA is established in a client’s written agreement. Fees are based on the assets in the account per the fee schedule and in some instances, may be negotiated. The management fee covers asset management services, investment advice and recommendations provided. The value of the assets will be based on information provided by the custodian of the assets, the client or other third party, as applicable.

The annual fee for portfolio management services will be charged quarterly as a percentage of assets under management according to the following schedule:

| Account Value | Annual Fee |
|----------------------------|-------------------|
| Up to \$2,000,000 | 1.50% |
| \$2,000,000 - \$10,000,000 | 1.00% |
| Over \$10,000,000 | negotiable |

Fees will be directly debited from your custodial accounts, or in certain circumstances, you will be invoiced in advance on the last day of each calendar quarter based on the value of the client's account as calculated by the custodian. Additions and withdrawals are prorated.

Fees are charged on a percentage of assets under management. Client facts, circumstances and needs may in some rare cases change the fee schedule. We may group certain related accounts for the purposes of determining the account size and/or annualized fee.

The advisory fees and transaction charges do not cover charges imposed by third-parties for investments held in the account, such as contingent deferred sales charges or 12(b)-1 trails on mutual funds. In addition, each mutual fund or third party money manager charges asset management fees, which are in addition to the advisory fees charged by our firm. The fees charged by such funds or managers are disclosed in each fund's prospectus or Manager's ADV Part 2A. Accounts may require a minimum advisory fee or quarterly maintenance fee that will be detailed in the applicable advisory agreement. The Management Fee also does not cover fees and charges in connection with: debit balances; margin interest; odd-lot differentials; IRA fees; transfer taxes; exchange fees; wire transfers; extensions; non-sufficient funds; mailgrams; legal transfers; bank wires; postage; costs associated with exchanging foreign currencies; and SEC fees or other fees or taxes required by law.

Our Investment Adviser Representatives may trade on margin for client's accounts, which could result in a high portfolio turnover ratio and higher transaction charges in accounts with such charges. Additionally, the use of margin may also result in interest charges as well as all other fees and expenses associated with the security or account involved.

In addition to advisory fees paid to our firm, clients will also be responsible for all transaction, brokerage, and custodian fees incurred as part of their custodial account management.

Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with OGA.

ACCOUNT TERMINATION

Client and/or the firm may initiate termination of the contract at any time by sending written notice to the contra party and will be accepted the day that it is received by the contra party. A termination fee may apply if the account is terminated within the first year of the advisory contract; however, a full refund will be provided without penalty if the client terminates the contract within 5 business days of signing with the firm. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract, or in the case of an oral contract otherwise signified their acceptance, any other provisions of this contract notwithstanding.

If you instruct OGA to terminate your advisory contract and liquidate your account, we will proceed with liquidation of your account in an orderly and efficient manner. There will not be a charge by us for such redemption; however, you should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Clients must keep in mind that the decision to liquidate security issues or mutual funds may result in tax consequences that should be discussed with the client's tax advisor. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. OGA and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

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

OGA 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).

Item 7 – Types of Clients

OGA provides portfolio management services to individuals, corporations and business entities, pension and profit-sharing plans, charitable institutions, foundations, endowments, estates and trusts. The minimum account size is \$50,000. OGA has the discretion to waive the account minimum.

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

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long- or short-term purchases of stock portfolios, mutual funds and fixed income securities.

Investment recommendations are based on an analysis of the client's individual needs, and are drawn from research and analysis. Security analysis methods may include the following:

- **Fundamental analysis:** We attempt to measure the intrinsic value of a security by looking at economic and financial factors to determine if the company is underpriced or overpriced. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.
- **Technical analysis and charting:** We attempt to determine the trend of a security by studying past market data, including price and volume. This presents a potential risk, as the price of a security can change directions at any time and past performance is not a guarantee of future performance.
- **Cyclical analysis:** We attempt to identify the industry cycle of a company to determine whether the company is in a market introduction phase, growth phase or maturity phase. Generally projected revenues, growth potential and business risk may fluctuate based on the company's cycle stage.

Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases and corporate ratings services.

Our firm employs the following investment strategies to implement investment advice given to clients:

- Long-term purchases: We mostly purchase securities with the idea of holding them in the client's account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this class. We may purchase and sell equities on established exchanges, U.S. Treasuries, municipal and corporate bonds and REITs.

OGA attempts to minimize the risk inherent in this strategy as we attempt to focus on strong fundamentals, diversification, limiting individual equity values to no more than 6% (not on a cost basis), continuously monitor and review securities in our portfolios and reviewing equities for the appropriate time to sell each security.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

It is important to note that investing in securities involves certain risks that clients should be prepared to bear. Though the goal of the firm is to find quality investments and proper allocation strategies, there is no guarantee that the goal will be met, and/or that the value of investor portfolios may not decline in value during any given time period. For any risks associated with Investment Company products, please refer to the prospectuses for additional details about these risks. Our investment approach constantly keeps the risk of loss in mind. These risks include, but are not limited to:

- 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.
- 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.

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 OGA or the integrity of OGA's management. OGA has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Most management persons at ACG Wealth are also registered representatives of Arkadios Capital ("Arkadios"), a registered broker-dealer. In that capacity, they may be paid commissions, brokerage fees, 12b-1 fees or other fees or payments for their brokerage clients, which may include clients who are also clients of OGA. These arrangements pose a conflict of interest for those individuals to the extent they have a financial incentive to recommend such sales or other transactions to the client.

Arkadios and Arkadios Wealth, a Registered Investment Advisor are affiliated with ACG Wealth through common ownership. ACG Wealth is now affiliated through common ownership with ACG Investment Management, LLC, a Registered Investment Advisor and manager of the OG Ao Fund, LLC. A potential conflict of interest could occur if an IAR of ACG were to recommend an investment in the OG Ao Fund, LLC instead of other investments available through ACG. As a fiduciary any recommendation must be in the best interest of the client and all recommendations to invest in the Fund will be reviewed with this in mind.

Item 12 includes additional details regarding brokerage practices and related disclosures.

Item 11 – Code of Ethics

OGA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at OGA must acknowledge the terms of the Code of Ethics annually, or as amended.

Advisors of OGA may buy or sell securities that are recommended to clients. OGA's employees and persons associated with OGA are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of OGA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for OGA's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of OGA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of OGA's clients. In addition, the Code restricts trading in close proximity to client trading activity. When practical,

employee trades may be aggregated with client trades. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between OGA and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with OGA's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. OGA will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order.

You may request a copy of the firm's Code of Ethics by contacting the Compliance Department at our main number or via email at compliance@atlantacapitalgroup.com.

Item 12 – Brokerage Practices

In an effort to consolidate accounts at one custodian, OGA will recommend that clients establish brokerage accounts with Fidelity Institutional Wealth Services (“Fidelity”) to maintain custody of clients’ assets and to effect trades for their accounts. Although OGA may recommend that clients establish accounts at Fidelity it is the client’s decision, and a client may elect to establish a brokerage account with another broker-dealer. OGA and ACG are independently owned and operated and not affiliated with any broker-dealer. Although OGA believes fees charged by Fidelity are reasonable in light of the services provided, clients should be aware that such fees may be more or less than the fees and commissions charged by other broker-dealers.

For OGA client accounts maintained in its custody, the custodian (such as Fidelity) holding your account does not generally charge separately for custody services. They are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed. The custodians make products and services available to OGA that benefit OGA but may not directly benefit its clients’ accounts. Many of these products and services are used to service all or a substantial number of OGA accounts. Some of these products and services provided includes software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitates trade execution and allocates aggregated trade orders for multiple client accounts; (iii) provides research, pricing and other market data; (iv) facilitates payment of OGA fees from its clients’ accounts; and (v) assists with back-office functions, recordkeeping and client reporting.

In some cases, the commissions or other transaction fees charged by Barclays or UBS for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge. In such cases, however, the products or services involved are used solely for the benefit of the client in whose account the commissions or other fees are incurred. OGA does not have the ability to negotiate individual account fees or to prevent fee increases charged by the custodian.

You and our other clients can benefit when we aggregate trades to obtain volume discounts on execution costs. Trade aggregation refers to the practice of combining orders for execution. When consistent with our duty to obtain best execution, we will aggregate multiple client transactions into a single order in order to obtain the best price for our clients.

If you elect to hold your account at another broker-dealer, OGA may be unable to achieve most favorable execution of your transaction. Directing brokerage may cost you more money. For example, you may pay a higher brokerage commission because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices.

Item 13 – Review of Accounts

OGA manages investment advisory accounts using model asset allocation portfolios. Each model portfolio is designed to meet specific investment goals. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income). OGA makes decisions to sell specific securities with a focus on the investment criteria and performance of the specific security taking priority and tax implications/benefits secondarily. OGA continuously monitors the underlying securities in client accounts and the investment committee meets weekly to review the securities in the model portfolios.

You agree to inform us in writing of any material changes to your financial circumstances that might affect the manner in which your assets should be invested. You may contact us during normal business hours to consult with your Advisor concerning the management of your account(s).

Item 15 contains information regarding the custody reports provided to you.

Item 14 – Client Referrals and Other Compensation

OGA does not receive any additional compensation from third parties for providing investment advice to its clients.

OGA does have agreements with unaffiliated asset gatherers or marketing person to pay for client referrals. In addition, OGA continues to compensate a retired employee for the maintenance of a client relationship. Such solicitor's agreements entered into by OGA comply with rule 206(4)-3 promulgated under the Investment Advisors Act of 1940. If a client is solicited by such solicitor, OGA will pay them a portion of the management fees we collect. The details of the fee payments are detailed on the Solicitor's Disclosure which is provided to you at account opening. Solicitor's fees will be based on OGA's normal fee schedule; you will not be charged any additional fees or expenses as a result of the referral.

Item 15 – Custody

You should receive statements at least quarterly from the qualified custodians that holds and maintains your investment assets. We urge you to carefully review such statements and compare the official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

If any clients are also invested in the OGAA Fund, LLC (see item 10 above) they will receive audited annual reports on the performance and operation of the Fund directly from the Fund manager as noted in the subscription agreement.

Item 16 – Investment Discretion

OGA usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, OGA observes the investment policies, limitations

and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to OGA in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, OGA does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. ACG may provide advice to clients regarding the clients' voting of proxies. Clients will receive their proxies or other solicitations directly from their custodian or transfer agent.

Item 18 – Financial Information

Registered Investment Advisers are required to provide you with certain financial information or disclosures about OGA's financial condition. OGA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.

Privacy Policy

ACG collects non-public information about you from the following sources:

- Information we receive from you on account applications or other forms
- Information about your transactions with ACG or others
- Information we receive from a consumer-reporting agency

We do not disclose any non-public personal information about you to anyone, except as permitted by law. We maintain physical, electronic and procedural safeguards in compliance with federal standards to protect your information. If you decide to close your account(s) or you become an inactive customer, we will adhere to the privacy policies and practices as described in this notice.

Investment Advisors of ACG Wealth (ACG) are typically also Registered Representatives of Arkadios Capital, ("Arkadios"). ACG will disclose customer information to and receive customer information from Arkadios for the purposes of offering additional products and services to you as well as to effect, administer, service and enforce your requested transactions and maintain and service your accounts. Arkadios may also continue to use personal information they receive from us to perform services on our behalf, to respond to communications from you, as you authorize or request, or, if you are their customer, to offer you their products or services. To the extent that you are entitled to other protections under applicable laws and these laws apply, we will comply with them when we share personal information about you.

ACG restricts access to your personal account information to only those employees who need to know that information to provide products or services to you. For more information on our Privacy Policy, please contact the Compliance Department at (404) 893-4100 or compliance@atlantacapitalgroup.com.