



Item 1 – Cover Page

Firestone Capital Management, Inc.

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March 2013

Form ADV, Part 2: our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940 is a very important document between you as our clients and Firestone Capital Management, Inc.

This Brochure provides information about our qualifications and business practices. If you have any questions about the contents of this brochure, please contact us at (305) 669-2119. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

We are a Registered Investment Advisor with the Securities and Exchange Commission. Our registration as an Investment Advisor does not imply any level of skill or training.

Additional information about Firestone Capital Management, Inc. also is available via the Investment Adviser Search section of the SEC website at www.adviserinfo.sec.gov. Select “Investment Adviser Search” and type in our firm name or our IARD number, 106366, to access both Parts 1 and 2 of our Form ADV.

Item 2 – Material Changes

We have no material changes to report since the last filing of our Form ADV Part 2 or “Disclosure Brochure”, dated March 2012. This Disclosure Brochure was developed in response to new requirements adopted and imposed by the SEC under the Investment Advisers Act of 1940 (“Advisers Act”).

1. In future filings, this section of the Disclosure Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.
2. We may, at any time, update this Disclosure Brochure and send a copy to you including a summary of material changes, or a summary of material changes that includes an offer to send you a copy either by email or in hard copy form.
3. If you would like additional copies of this Brochure, you can download it from the SEC website as indicated above or contact our Chief Compliance Officer, Jack M. Firestone at (305) 669-2119 or via email at jack@firestonecapital.com.

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Item 4 – Advisory Business

Firestone Capital Management, Inc. (Firestone, us, we, our) is an S Corporation organized under the laws of the State of Florida on August 29, 1997, and equally owned by Jack M. Firestone, Carol G. Kaufman, and Carlos A. Carbonell. We have been registered as an investment advisor with the U. S. Securities and Exchange Commission since December 16, 1991. We are notice filed as an investment advisor with the State of Florida, Office of Financial Regulation, as well as the states of Arizona, California, Colorado, Louisiana, Massachusetts, New Hampshire, New Mexico, New York, North Carolina, Vermont, and Virginia. As of December 31, 2012, we have 242 clients with approximately \$269 million in discretionary assets under management and \$1 million managed on a non-discretionary basis.

We offer investment advisory services, personal financial planning, and wealth management to individuals, families and their related entities, trusts and estates, pension and profit sharing plans, charitable organizations, and corporations. We will deliver a copy of this Disclosure Brochure, the Form ADV Part 2, to you before or at the time we enter into an investment advisory contract with you. This Disclosure Brochure will provide you with information regarding our qualifications, business practices, and advisory services. Read and consider this information carefully before becoming our client.

Please contact Jack M. Firestone, Chief Compliance Officer, if you have any questions about this Brochure.

Types of Advisory Services

The primary business of our firm is wealth management. We provide portfolio management services and furnish investment advice, but only as part of an ongoing financial planning relationship.

Financial Planning Services

Before you engage us to provide financial planning services, you will generally be required to enter into a financial planning agreement that sets forth the terms and conditions of the engagement, the scope of the services to be provided, and the portion of the fee that is due from you before our planning work begins. You are advised that you have the responsibility to notify us promptly if your financial situation or investment objectives change, so that we can review, evaluate and revise our recommendations and services.

Our financial planning services include personal financial management, risk management, investment planning, tax planning, retirement planning, estate planning, and special needs planning such as education planning. Targeted investment and/or retirement plans may be provided for the client who desires a less comprehensive plan.

Our financial planning services involve an assessment of your financial situation, including an analysis of your entire financial planning needs and investment portfolio. We will examine the information you provide in relation to your long and short-term investment objectives, your needs as perceived by you and us, market conditions and general economic conditions. Our advice includes specific recommendations regarding long and short-term financial planning and investment recommendations.

Wealth Management Services

After your initial financial planning work has been completed, we will assist you in maintaining a properly structured and diversified investment portfolio that meets your objectives. The engagement includes implementation of recommendations accepted by the client, unlimited individualized attention and support, and meetings as required.

Because your financial situation and goals will inevitably change over time, you are encouraged to have your financial position re-examined periodically. You may want us to perform follow-up reviews and analyses after we complete our initial financial planning work. Such follow-up reviews are performed, and reports provided, as frequently as needed, and are included in our regular management fees.

We provide continuous and regular investment advisory services on a discretionary basis to you in connection with establishing and monitoring your investment objectives, risk tolerance, asset allocation goals, and time horizon. In addition, we provide information and research about investment products and strategies, and review portfolio performance reports.

Discretion to manage your accounts must be granted to us in writing. You always have the option of placing reasonable restrictions or constraints on the way your account is managed; however, such restrictions may affect the composition and performance of your portfolio.

If requested, we may recommend the services of other professionals such as attorneys or accountants. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such decisions and are free to accept or reject any recommendation.

Firm Personnel and Qualifications

Our staff currently consists of three principals and three additional staff providing support in investment management, research, implementation, and operations. Our Investment Advisor Representatives (Advisors) hold either the Certified Financial Planner® designation or the Chartered Financial Analyst certification, or both.

Both the Certified Financial Planner CFP® certification and the Chartered Financial Analyst (CFA) charter are globally respected, graduate-level professional credentials. To earn either or both, a candidate must pass complete extensive training and pass a stringent examination and qualification process incorporating both professional knowledge and professional experience, and continue to meet rigorously enforced continuing education requirements. Both certifying bodies, the CFA Institute and the CFP Board, require all certified professionals to meet a high ongoing standard of competence and expertise, to remain current with new developments in the field, to act with integrity and objectivity, and to uphold the fiduciary standard by placing client's interests ahead of their own at all times.

In addition, all CFP® professionals and CFA charterholders must commit to abide by, and annually reaffirm, a strict Code of Ethics and Standards of Professional Conduct. More details of the professional Code of Ethics maintained at Firestone Capital Management are given in section 11 of this form.

Item 5 – Fees and Compensation

As a fee-only firm, we receive compensation only from hourly fees for specific services, and from fees based on assets under management according to the fee schedule set out in your written management contract. Fees will not be changed without prior written notification.

Portfolio Management Services

Fees are billed and charged quarterly in advance, based on the value of your assets under management as of the final date of each calendar quarter. You will receive, as part of your quarterly portfolio reports, a billing statement showing the fees due, with the underlying portfolio details and the calculations deriving the fee amount. Partial period fees will be assessed pro-rata.

The fee percentages charged may vary based on the complexity of the account and may be negotiable. Annual fees for investments under management are typically:

| | |
|---------------------------|------------|
| The first \$1,000,000 | 1.00% |
| On the next \$1,000,000 | 0.80% |
| On the next \$1,000,000 | 0.75% |
| Accounts over \$3,000,000 | Negotiable |

Advisory services may be subject to a \$250 per quarter minimum.

Your investment advisory fees are directly debited from your accounts and authorization for direct debit must be granted to us in writing. In addition to our reports, the custodian, usually Charles Schwab, will directly provide you with monthly account statements which include advisor fees debited. You have the option to elect to pay advisory fees directly to us and not have them automatically deducted from your account.

Under some circumstances, hourly billing for services may be appropriate. Our current hourly fee is \$300 plus expenses.

Financial Planning Services

Fees for financial planning services are based on a current hourly rate of \$300. A typical financial plan may cost from \$1,000 to \$5,000. Fees for plans are based on the level of effort, expertise and time required to complete the work, and will depend on the complexity and scope of the client assignment. Fees may be negotiable. Down payment of approximately 50% is requested at the beginning of the engagement, with the balance due on completion and delivery of your financial plan.

Other Fees

Advisory fees do not cover charges imposed by third parties for investments held in accounts, such as contingent deferred sales charges or 12b-1 trails on mutual funds. In addition, each mutual fund charges its own asset management fees, which are independent of the advisory fees charged by us. The fees charged by such funds are disclosed in each fund's prospectus.

The advisory fee also does not cover debit balances or related margin interest or SEC fees or other fees or taxes required by law. Our fees are exclusive of, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses which might be incurred.

Termination of Contracts

The advisory agreement may be terminated by either party at any time by written notice. Fees paid in advance will be prorated to the date of termination and any unearned portion of the fee will be refunded to you.

Advisory agreements will not terminate in the event of your death, disability, or incompetence. In such an event, your executor, guardian, attorney-in-fact or other authorized representative may terminate this agreement by giving written notice to us with such termination being effective upon our receipt of such notice.

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

We do not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in your accounts (so-called performance-based fees). Our compensation structure is disclosed in detail in Item 5 above.

Item 7 – Types of Clients

We provide investment advisory services, personal financial planning and wealth management to individuals, families and their related entities, trusts and estates, pension and profit sharing plans, charitable organizations, and corporations. We require a minimum asset size for new accounts of \$500,000. At our sole discretion, accounts of lesser value may be accepted.

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

Methods of Analysis

Our investment analysis methods incorporate both in-house research and external sources, including subscriptions to research materials prepared by others. Our principal sources of information include reports from Morningstar, Inc. and Advisor Intelligence. We also use various financial publications, newspapers, fund prospectuses and annual reports. We attend or host visits with mutual fund representatives and portfolio managers, and participate in conference calls and industry conferences.

Investment Strategies

The primary investment strategy we use for client accounts is global asset allocation and rebalancing portfolios at regular intervals. Portfolios are diversified to mitigate the risk associated with any given market sector or condition. We develop a written investment policy for every client, specific to your risk tolerance and investment goals.

The investment policy for each client takes into account the goals, cash flow needs, and tax situation stated by the client during consultations. Your circumstances and goals may change at any time. Your goals and objectives are identified during meetings and noted in your correspondence with us.

Generally, all purchases of securities are recommended for long-term holding periods. For some clients, shorter-term holding periods may be appropriate to achieve specific objectives. We do not attempt to time the markets.

We use a variety of securities, including but not limited to mutual funds (including closed-end funds and exchange-traded funds), individual bonds (including municipal, corporate, and government), and real estate investment holdings. Actively-managed funds and passively-managed index funds may be used. At your request, your portfolio may include individual equities or other investments, but as a general rule, we do not perform specific research or make recommendations on individual stocks. Option and margin strategies are not recommended, but will be executed on your specific request.

Risk of Loss

Every investment strategy, method of analysis, and type of security has inherent risks. Investing in securities involves risk of loss which clients should be prepared to bear.

Item 9 – Disciplinary Information

The firm and its employees have never been involved in any legal or disciplinary events related to past or present activities. There has been no issues material to a client or prospective client's evaluation of our advisory business or the integrity of our management. If such a situation should arise in the future, we will be obligated to disclose the event to all our current clients as well as to prospective clients.

Item 10 – Other Financial Industry Activities and Affiliations

We are investment advisors and wealth management professionals. We are not insurance agents or registered representatives (brokers), and we do not participate in any other financial industry business activities.

Specifically, neither Firestone nor any of our management persons are registered, or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of any such entity.

In addition, neither Firestone nor any of our management persons have any relationship or arrangement that is material to our advisory business or to our clients with any of the following:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker,
- Investment company or other pooled investment vehicle,
- Other investment advisor or financial planner,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Insurance company or agency,
- Pension consultant,
- Real estate broker or dealer or
- Sponsor or syndicator of limited partnerships.

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

All of us at Firestone Capital Management are committed to a Code of Ethics and a fiduciary standard as outlined by the CFP® Board of Standards and the CFA Institute. We will provide full details of this Code of Ethics to you on request.

The foremost point of our Code of Ethics is the essential fiduciary duty: putting your interests first, as our clients. The other key points are confidentiality, fairness, objectivity and suitability, integrity and honesty, competence and professionalism, regulatory compliance, and full disclosure.

Copies of our Privacy Policy and Code of Ethics are provided to all current and prospective clients. Our procedures emphasize the safeguarding of all personal and private information.

Personal Trading Restrictions and Participation or Interest in Client Transactions

With regard to the personal investment activities of all firm personnel, our procedures prohibit misuse of non-public information, require personnel to avoid all actual or potential conflicts of interest, and mandate that the clients' interests must always be placed first.

Personnel may at times trade in securities that are also held by or recommended to clients. We may, at times, trade in the same securities on our own behalf at approximately the same time as we are placing trades on your behalf. Such purchases are insignificant compared to the total market value of outstanding shares, and pose no conflict of interest. We do not recommend securities to you in which we or any related person have a material financial interest, or trade on your behalf in such securities.

Chief Compliance Officer

Jack M. Firestone is the Chief Compliance Officer for Firestone Capital Management. He enforces the Code of Ethics and other compliance matters, and reviews all employee transactions periodically.

Item 12 – Brokerage Practices

Based upon the service provided and reasonable fees, our custodian and broker-dealer of choice is Charles Schwab & Co., Inc. ("Schwab"). We do not receive client referrals from Schwab or any other broker-dealer or custodian, or require that a client use a specific broker or custodian. We do not hold a securities license with Schwab and receive no commissions or part of any transaction fees which may be charged by Schwab. You may pay commissions higher at Schwab than those obtainable from other brokers in return for some products and services.

Jack M. Firestone, CCO of Firestone Capital Management serves on the Schwab Advisor Services Technology, Operations and Service Advisory Board (the "Board"). As described under Item 12 of this Form ADV, Firestone Capital Management may recommend that clients establish brokerage accounts with Schwab to maintain custody of the clients' assets and effect trades for their accounts. The Board consists of approximately 20 representatives of independent

investment advisory firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Advisor Services' services for independent investment advisory firms and their clients. Board members serve for two-year terms. Board members enter nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally does not include material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange and the NASDAQ stock market (symbol SCHW). The Board meets in person approximately twice per year and has periodic conference calls scheduled as needed. Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Board members' travel, lodging, meals and other incidental expenses incurred in attending Board meetings.

Investments are made using no-load mutual funds, ETFs, or mutual funds for which the load is waived. Schwab may charge a nominal execution fee for effecting transactions. No-load mutual funds have fund expenses which may include advisory fees.

Although we may receive research from broker-dealers and fund companies, we do not select investments based on the receipt of such research and we have not entered into any "soft dollar" arrangements. Broker-dealers may provide research products and services which include access to proprietary research, access to third party providers of pricing and performance information, and discounts on software applications. Additional services may include group discounts on computer hardware and other business related expenditures.

We typically do not combine or aggregate purchase or sale orders for more than one account, a practice known as "block trades", unless this appears to be potentially advantageous for each participating account, consistent with our duty to seek best execution for customer trades.

Item 13 – Review of Accounts

All accounts are reviewed at least quarterly by our advisors. Additional interim reviews may be initiated on request or in response to changes in market conditions. Additional interim reports are prepared for client meetings.

We send written reports to you on at least a quarterly basis and furnish written portfolio statements and other reports to you at other times on request.

In addition, you will receive written reports directly from the custodian (generally Charles Schwab and Co.).

Item 14 – Client Referrals and Other Compensation

We have been fortunate to receive many client referrals over the years. Referrals come from current and past clients, attorneys, accountants, employees and their friends, and other sources. We do not pay any party for client referrals, or receive payment from any party for referrals.

We do not receive client referrals from Schwab, or any other custodian or broker-dealer. We do not consider client referrals in our selection or recommendations of broker-dealers or other professionals to our clients.

Item 15 – Custody

We never take direct custody of client funds or securities; all your investment assets are custodied with Charles Schwab & Co. or another suitable custodian. The custodian will send to you, at least quarterly, account statements with full details of your account holdings, and the full transaction history for that period, including all advisory fees paid directly to us. You are encouraged to reconcile these custodial statements with the quarterly investment reports we provide you.

Item 16 – Investment Discretion

Under the terms of your Investment Management Agreement, we will exercise trading authority when it is necessary to implement your investment strategy. We normally rebalance your portfolio following meetings with you. If you wish, we will discuss your portfolio with you before implementing any recommendations.

You have the right to place reasonable restrictions on our trading authority. Any restrictions must be submitted in writing to us.

Item 17 – Proxy Voting

We do not vote proxies. You maintain exclusive responsibility for voting all proxies and making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings, or other events pertaining to your investment assets. On request, we will discuss these matters with you and answer questions without making any recommendations.

Item 18 – Financial Information

We have no financial condition that might impair our ability to meet contractual commitments to you. We are not currently and have never been the subject of a bankruptcy petition.

A balance sheet for our firm has not been provided at this time, as we have no custody of client assets and do not require prepayment of fees in amounts exceeding \$1,200 per client and six months or more in advance.