

## **Brookmont Capital Management, LLC**

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[www.brookmont.com](http://www.brookmont.com)

This Brochure provides information about the qualifications and business practices of Brookmont Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 214-953-0190 or sbegando@brookmont.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.

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

Additional information about Brookmont Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 23, 2020

## Item 2 – Material Changes

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This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The last annual update of our brochure was our annual amendment on March 28, 2019. The following material changes to the Brochure have been made since that filing:

- Neal Scott has been identified as the sole principal owner of Brookmont in Item 4, and Item 13 has been amended to reflect this.
- Items 10 and 11 have been updated to disclose, Ethan Powell's relationships with Impact Shares Corp and Highland Capital Management, certain conflicts of interest associated with those relationships, and the Brookmont controls and other factors that Brookmont believes mitigate and monitor such conflicts.

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

Currently, our Brochure may be requested by contacting Suzie Begando at 214-953-0190 or [sbegando@brookmont.com](mailto:sbegando@brookmont.com). Our Brochure is also available on our website [www.brookmont.com](http://www.brookmont.com), also free of charge.

Additional information about Brookmont Capital Management, LLC is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with Brookmont who are registered, or are required to be registered, as investment adviser representatives of Brookmont.

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## **Item 4 – Advisory Business**

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Brookmont Capital Management, LLC is a registered investment advisor based in Dallas, Texas that was launched in December 2007 and whose principal owner is Neal Scott.

### **INVESTMENT SERVICES**

Brookmont offers advisory services to individuals, families, institutions, endowments and foundations, public pension plans, registered investment advisers, registered investment companies, and other taxable and tax-exempt entities.

Brookmont requires a minimum account of \$500,000 or a minimum fee of \$5,000 for Portfolio Management Services clients. This account size and minimum fee may be negotiable under certain circumstances. Brookmont may group certain related client accounts for the purposes of achieving the minimum account size.

### **PORTFOLIO MANAGEMENT SERVICES**

Brookmont provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Brookmont develops a client's personal investment policy and creates and manages a portfolio based on that policy. Brookmont will manage advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, income, or growth and income).

Brookmont will create a portfolio consisting of one or all of the following: individual equities, bonds, exchange-traded funds (ETFs), other investment products, and no-load or load-waived mutual funds. Brookmont will allocate the client's assets among various investments, taking into consideration the overall management style selected by the client.

Clients will have the opportunity to place reasonable restrictions on the types of investments which will be made on the client's behalf. Clients will retain individual ownership of all securities.

Brookmont has been selected as sub-adviser to the Brookmont Equity Dividend Portfolio Series. Potential investors in the Brookmont Equity Dividend Portfolio Series are requested to refer to the fund prospectus and Statement of Additional Information (“SAI”) for complete information on the fund.

## **WRAP FEE PROGRAMS**

We participate in “wrap fee” advisory programs. Wrap fee accounts are treated similarly to all non-wrap fee accounts. In return for our services, the wrap fee program sponsor pays us a portion of the wrap fee that clients pay to the wrap fee program sponsor.

## **PORTFOLIO MANAGEMENT STRATEGY SUB-ADVISER**

Brookmont also offers its strategies on a sub-advisory basis to independent investment advisers. In this scenario, an independent adviser contracts with Brookmont to manage all or a portion of that independent adviser’s client assets. Brookmont relies on information provided to it by the independent adviser(s) regarding client suitability and restrictions. Pursuant to a sub-advisory agreement between Brookmont and the independent adviser, the independent adviser retains, on behalf of each of its clients, the discretion to hire and/or fire Brookmont. However, Brookmont retains full investment discretion for all sub-advised accounts, as well as the authority to effect trades in such accounts.

## **ASSETS UNDER MANAGEMENT**

As of December 31, 2019, Brookmont provided advice on approximately \$365.3 million of financial assets for 161 discretionary accounts. Clients or family accounts may consist of more than one account such as an individual account for each of the spouses, children, and/or business. In addition, Brookmont provides investment recommendations to other advisers, which then implement such recommendations on behalf of their clients. As of December 31, 2019, assets of approximately \$128.7 million were managed pursuant to Brookmont’s recommendations.

## **Item 5 – Fees and Expenses**

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The specific manner in which fees are charged by Brookmont is established in a client’s written agreement with Brookmont. Clients will be invoiced in arrears or have their account directly debited at the end of each month (or quarter) based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance) of the client’s account at the end of the previous month. Clients may elect to be billed in advance or arrears each month. Clients may also elect to be billed directly for fees or to authorize Brookmont to directly debit fees from client accounts. Brookmont will not directly debit any client account without receiving written authorization from the client. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during the month will be charged a prorated fee.

Brookmont's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to Brookmont's fee, and Brookmont shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Brookmont considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

<u>Assets under Management</u>	<u>Annual Fee (%)</u>
\$0 to 1,000,000	1.25%
Over \$1,000,000	1.00%

A minimum of \$500,000 of assets under management or a minimum annual fee of \$5,000 is required for this service. The annual fee, minimum account size, and minimum fee may be negotiable under certain circumstances. Brookmont may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

For accounts in which Brookmont is a sub-advisor, Brookmont will receive a percentage of the fee charged by the Independent RIA, typically ranging from 20% to 75% of said fee. Clients should refer to the Independent RIA's disclosure document for additional information regarding its fees.

Potential investors in the Brookmont Equity Dividend Portfolio Series are requested to refer to the fund prospectus and Statement of Additional Information ("SAI") for complete information on the fund and associated fees/expenses.

## **GENERAL INFORMATION**

**Negotiability of Fees:** In certain circumstances, all fees and account minimums may be negotiable.

**Fee Calculation:** The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).

**Termination and Amendment of Client Agreement:** A client agreement may be terminated by either party at any time without penalty upon written notice. Upon termination, it is the client's responsibility to monitor the investment account assets, and Brookmont will have no further obligation to act or advise with respect to those assets. Notice of termination shall be made by the terminating party in writing. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client agreement may be amended only by an instrument in writing duly executed by both parties.

**Other Fees and Expenses:** All fees paid to Brookmont for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of Brookmont. In that case, the client would not receive the services provided by Brookmont which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Brookmont to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

In addition to Brookmont's advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers. Such fees may include, but are not limited to, any transaction charges, fees for duplicate statements and transaction confirmations, and fees for electronic data feeds and reports.

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

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Brookmont 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**

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Brookmont provides portfolio management services to individuals, high net worth individuals, families, institutions, foundations, not for profits, registered investment advisers, and registered investment companies.

A minimum of \$500,000 of assets under management or a minimum annual fee of \$5,000 is required to engage Brookmont for investment services.

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

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Brookmont invests in small to large companies that offer attractive valuations and above-average dividend yields. Many of these holdings may be classified as “value” stocks.

Brookmont specifically looks for companies that provide:

- a reasonably smooth, upward progression of earnings that are not entirely driven by the economic cycle;
- abundant cash flow to increase its quarterly dividends in the future;
- an established management team, stable product demand, and financial strength; and
- higher net income that is generated by revenue growth and cost containment, versus share repurchasing activity and other one-time events.

Brookmont provides full portfolio management services to its direct clients and includes asset allocation advice (based on the client’s objectives and Brookmont’s asset allocation models), buy/sell decision for individual holdings, and monitoring the portfolio on a continuous basis. Brookmont offers investments in four separate asset classes: equities, fixed income, cash and short-term investments, and real estate (“REITs”).

Brookmont’s direct clients have the option to invest in the Dividend Equity Strategy, the Core Dividend Strategy, the Dividend Growth Strategy, and the Global Equity Strategy. The first three strategies will normally include 30-50 individual holdings that include the major sectors of the US economy. International stocks may be included in these holdings. The Global Equity Strategy will normally include 25-40 individual holdings that include the major sectors of the economies of all major regions outside of the US – while such companies will typically be headquartered outside of the US, they may nevertheless sell products in the US. The firm attempts to minimize portfolio turnover by purchasing stocks that it believes are attractive on a long-term basis.

Client portfolios may also include taxable or tax-free fixed income securities that are intended to provide current income and capital preservation. Most fixed income portfolios include passive management and laddered maturities. Fixed income securities are monitored for any changes in credit ratings.

Brookmont will generally hold these bonds until they mature. Brookmont maintains a tight restriction on the types of bonds they purchase and refrains from purchasing any bond that carries a credit rating below investment grade. Brookmont’s focus is not on total return, but rather the generation of current income and preservation of principal. When a client has an appetite for increased risk, Brookmont recommends that they buy longer maturities rather than lower quality. Active fixed income management is also available.

Short-term investments may include a combination of money market funds, commercial paper, and short-term brokered CD’s that carry FDIC insurance. The purpose of holding short-term



investments includes future account distributions, reinvestment of proceeds during favorable market conditions, and for defensive strategies. Real Estate investments are offered through individual REIT holdings and Exchange Traded Funds (ETF's). Brookmont does not offer direct investment in real estate properties.

## **RISK OF LOSS**

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

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

Brookmont does not guarantee that any investment it has selected will appreciate in the future and past performance is not a guarantee of future results. Clients and potential clients should not rely on the assumption that Brookmont will provide future results that are similar to its past performance. Individual holdings (including a comprehensive portfolio) do not include FDIC insurance.

### **Investing carries several risks that must be considered**

**Risk of loss.** Although Brookmont makes every effort to preserve each client's capital and achieve real growth of wealth, investing in securities involves a risk of loss that each client should be prepared to bear.

**Risks of stock investing.** Stocks generally fluctuate in value and may decline significantly over short time periods. The value of a stock in which a client invests may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry.

**No Assurance of investment appreciation.** In addition to short-term market fluctuations, there is no assurance that any particular investment will appreciate in value over the long term or that it can ever be sold at a profit. It is possible that some or all of a client's investments may be sold at a net sales price which will be less than the acquisition costs paid for such investments.

**Reliance on companies in which investments are made.** Clients will be a partial owner of the companies in which its assets are invested and, therefore, will face risks inherent in owning a business. These risks include but are not limited to, (1) a company's operations may not be successful or profitable, (2) a company may not have the financial resources to weather economic downturns, (3) a company may not be able to control and mitigate cost increases, (4) a company may not be able to effectively respond to regulatory actions affecting its operations or markets, and (5) the company's management may mismanage the company and/or engage in fraud. Each client must recognize that the success of such client's investment portfolio depends on the operating

success and profitability of the companies in its investment portfolio. Brookmont will not have control or discretion concerning any operational decisions of any of such companies.

**Managed portfolio risk.** Our investment strategies or selection of specific securities may be unsuccessful and may cause clients to incur losses.

**Foreign investing risk.** A client's investments in foreign securities may be adversely affected by political and economic conditions overseas, reduced liquidity, or decreases in foreign currency values relative to the U.S. dollar.

## **Item 9 – Disciplinary Information**

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

## **Item 10 – Other Financial Industry Activities and Affiliations**

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Brookmont's Chief Investment Officer and Principal, Ethan Powell, is the sole owner, president and founder of Impact Shares Corp and the Chairman of the Retail Board of Highland Capital Management. Impact Shares is an investment adviser to three ETFs and Highland Capital Management is a mutual fund complex. Although Mr. Powell's roles with Impact Shares and Highland Capital Management entail certain conflicts of interest, Brookmont believes that these are mitigated by the fact that:

- Impact Shares' trading decisions are typically dictated by the provider of the index that each ETF is designed to track and the capital flows into and out of each ETF; and
- His role with Highland Capital Management entails no involvement in, or knowledge of, the investment transactions that each underlying mutual fund makes.

As Mr. Powell does not control the trading decisions of the Impact Shares ETFs or the Highland Capital mutual funds, Brookmont believes this means that Mr. Powell is unable to use any information he learns when working on behalf of Brookmont's clients to influence the trading decisions of the ETFs or mutual funds. However, it is possible that such ETFs and mutual funds will trade in the same securities as Brookmont clients and at the same time as such clients. Please see Item 11 below which discusses Brookmont's monitoring of Impact Shares trading but not Highland Capital Management trading.

Brookmont further believes that due to the nature of, the way in which Impact Shares manages its ETFs and his role with Highland Capital Management, Mr. Powell has sufficient time in which to fulfil his responsibilities to Brookmont clients. Brookmont monitors Mr. Powell's activities on behalf of Brookmont to ensure that this remains the case.

Finally, Brookmont does not invest client assets in any Impact Shares ETFs or Highland Capital Management mutual funds.

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

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Brookmont 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 Brookmont must acknowledge the terms of the Code of Ethics annually, or as amended.

Brookmont anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Brookmont has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Brookmont, its affiliates and/or clients, directly or indirectly, have a position of interest. Brookmont's employees and persons associated with Brookmont are required to follow Brookmont's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors, and employees of Brookmont and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Brookmont's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Brookmont 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 materially not interfere with the best interest of Brookmont's clients. In addition, the Code requires pre-clearance of certain transactions and restricts trading in close proximity to client trading activity. 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 in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Brookmont and its clients.

As discussed in Item 10 above, it is possible that Impact Shares ETFs and Highland Capital Management mutual funds will trade in the same securities as Brookmont clients and at the same

time as such clients. Although Mr. Powell does not direct the trading decisions of the Impact Shares ETFs, Brookmont subjects these ETF trades to the monitoring but not the preclearance components of its Code of Ethics. Brookmont does not subject Highland Capital Management trades to any component of its Code of Ethics due to the fact that Mr. Powell has no involvement in, or knowledge of such trades.

Certain affiliated accounts (specifically, accounts belonging to certain Brookmont principals which trade pari passu with certain client accounts) may trade in the same securities with client accounts on an aggregated basis when consistent with Brookmont'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. Brookmont 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 in the Order.

Brookmont's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Suzie Begando.

It is Brookmont's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Brookmont will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. Agency cross transactions may only arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer, which is not the case with Brookmont.

## **Item 12 – Brokerage Practices**

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Brookmont maintains relationships with several FINRA member broker-dealers with whom the firm typically places its trades. Brookmont recognizes its duty of best execution, however, and, as noted below, will (subject to certain restrictions also identified below) endeavor to select those broker-dealers that it believes will execute its clients' trades at the best net price considering all relevant circumstances.

For Portfolio Management services either offered directly to Brookmont's clients or via a sub-advisory relationship with independent investment advisers or Brookmont Equity Dividend Portfolio Series, Brookmont shall have full power and discretion to select the broker-dealer to execute transactions for the investment account assets and to negotiate and determine any commission rates to be paid for such transactions. Brookmont requires that it be provided this discretionary authority from the client in writing. Brookmont will use its best efforts to have transactions executed at prices that are advantageous to the client and at commission rates that are

reasonable in relation to the services received. Brookmont may consider a number of factors when selecting a broker-dealer to effect a transaction, including its financial strength and stability, the efficiency with which the transaction will be affected, and the reasonableness of the broker-dealer's commissions in relation to the preceding factors. Notwithstanding the above, certain clients may select as their custodian, a broker-dealer that charges a "trade-away" fee if Brookmont executes the client's trades with any broker-dealer other than the custodian. Depending on the amount of this trade-away fee, Brookmont may often determine that it is in the best interests of such client to execute most if not all of their trades with the custodian broker-dealer, provided the use of such broker-dealer is otherwise consistent with Brookmont's duty to seek the best execution.

Certain clients shall also have the right to direct Brookmont in writing to use a particular broker-dealer to execute all transactions for such client's account. In that case, the client will negotiate terms and arrangements with that broker-dealer, and Brookmont will not seek better execution services or prices from other broker-dealers or be able to aggregate client transactions for execution through other broker-dealers with orders for other accounts advised or managed by the firm. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the client's account that would otherwise be the case, and best execution may not be achieved. Further, such clients may not be able to participate in initial public offerings if their designated broker-dealer is not part of the distribution syndicate.

If Brookmont believes that the purchase or sale of a security is in the client's best interests along with the best interests of its other clients, Brookmont will typically aggregate the securities to be sold or purchased to obtain favorable execution or lower brokerage commissions, to the extent permitted by applicable laws and regulations. Brookmont will allocate securities so purchased or sold, as well as the expense incurred in the transaction, in the manner that it considers being equitable and consistent with its fiduciary obligations to such client and its other clients. Wrap fee accounts and certain clients that have directed Brookmont to execute trades with designated brokers will not be able to participate in such aggregated transactions and neither may clients whose accounts are held with broker-dealers that charge prohibitive trade-away fees. However, when Brookmont does aggregate client trades, it will seek to aggregate the trades of similarly affected accounts with each other and operate a trade rotation system with the intention of ensuring that no one account or group of accounts are negatively impacted over time.

Brookmont does not have any formal soft dollar arrangements. However, on occasion, Brookmont may receive research from certain broker-dealers. Research is not provided in connection with Brookmont's clients' securities transactions or contingent upon forthcoming securities transactions. To the best of Brookmont's knowledge, such research is generally made available to all institutional clients of such broker-dealers. In any event, Brookmont's policy is for any research it receives to fall within Section 28(e) of the Securities Exchange Act of 1934. To the extent research is received, Brookmont does not seek to allocate this benefit to only those accounts that traded with the broker in question.

Broker-dealers may from time to time refer clients to Brookmont. Brookmont will not make commitments to any broker-dealer to compensate that broker-dealer through brokerage or dealer

transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Brookmont's interest in receiving future referrals. Under such circumstances, clients should be aware of their various brokerage options, including utilizing the services of the referring broker, choosing another broker, or utilizing a firm retained by Brookmont to provide custody and execution services.

## **Item 13 – Review of Accounts**

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### **Periodic Reviews**

Brookmont reviews the performance and allocation of each client account periodically, with such reviews occurring no less frequently than on a semi-annual basis. Factors that may trigger more frequent reviews include material market events or changes in a client's personal situation. Such reviews are conducted by the Chief Compliance Officer and/or his delegate.

### **Nature and Frequency of Reports**

Brookmont's selected custodians provide a monthly or quarterly statement to each of its advisory clients which identifies the number of funds and the total value of each security in the client's account at the end of the reporting period. The account statement also sets forth all transactions in the client's account during the reporting period.

## **Item 14 – Client Referrals and Other Compensation**

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Brookmont may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. Brookmont is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by Brookmont and all applicable Federal and/or State laws will be observed. The fee paid to a solicitor by Brookmont will be specified in a separate disclosure document provided to the client.

## **Item 15 – Custody**

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The Investment Account Assets shall be deposited by clients with a custodial agent (the "Custodian") selected by the client. Brookmont shall not act as the Custodian. Brookmont shall give notice and directions to the Custodian with respect to transactions regarding the Investment

Account Assets, and such transactions will be consummated by payments to, or delivery by, the Custodian of all cash and/or securities due to or from the Investment Account Assets.

However, due to its ability to deduct fees directly from client accounts, Brookmont is deemed to have custody of client funds and securities under Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended. Brookmont will follow the requirements of Rule 206(4)-2 for any client for which it is deemed to have custody. Each client will receive, at least quarterly, an account statement directly from the Custodian. Clients of Brookmont are urged to compare any reports provided by Brookmont to the reports provided by the Custodian.

Brookmont's direct clients have an option to use custodians that have been pre-screened and approved by the firm. Clients may also direct Brookmont to use other qualified custodians. Brookmont is not obligated to use a directed custodian until it has been reviewed and approved by the firm's Chief Compliance Officer.

## **Item 16 – Investment Discretion**

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Brookmont 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, however, 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, Brookmont observes the investment policies, limitations, and restrictions of the clients for which it advises. For registered investment companies, Brookmont's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Brookmont in writing.

Brookmont shall supervise and direct the investments of and for investment account assets on a discretionary basis, without prior consultation with a client, in accordance with the description of its investment philosophy set forth above. This discretionary authority makes Brookmont the agent and attorney-in-fact with full power and authority in connection with the investment account assets (a) to buy, sell, exchange, convert and otherwise trade in any and all stocks, bonds and other securities, both domestic and foreign, as Brookmont may select; and (b) to establish and deal through accounts with one or more securities brokerage firms, dealers or banks as Brookmont may select. Brookmont requires that it be provided this discretionary authority from the client in writing.

If a client wishes to impose reasonable limitations on this discretionary authority, such limitations shall be provided in writing. Clients may change/amend these limitations as desired. Such amendments shall also be submitted in writing.

When Brookmont provides investment recommendations to other advisers who then implement such recommendations on behalf of their clients, Brookmont does not have discretion over such assets.

## Item 17 – Voting Client Securities

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Brookmont maintains a written proxy voting policy which reflects the firm's duty as a fiduciary to vote proxies in the best interests of its clients. For ERISA plan clients, proxies are voted solely in the best interests of the plan participants and beneficiaries.

Certain clients have expressly retained proxy-voting authority and in such instances, Brookmont has no proxy voting responsibility and may not take any action regarding those clients' proxies.

In the event of any actual or potential conflicts of interests in the voting of any client proxies, Brookmont will make appropriate disclosures to clients and either request that the client vote the proxy(s), abstain from voting or vote the client proxies, depending on the circumstances.

Clients may obtain a copy of Brookmont's complete proxy voting policies and procedures by contacting the Chief Compliance Officer directly. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of Brookmont's complete proxy policies and procedures or how Brookmont voted proxies for his/her account(s), Brookmont will promptly provide such information to the client.

**Class Actions:** Brookmont's standard advisory contract authorizes Brookmont to direct client participation in class actions. Brookmont's Investment Policy Committee will determine whether clients will (a) participate in a recovery achieved through class actions, or (b) opt out of the class action and separately pursue their own remedy. Brookmont generally does not serve as the lead plaintiff in class actions.

## Item 18 – Financial Information

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