

BNA Wealth
Firm Brochure
As of March 13, 2023

BNA Wealth, Inc.
DBA BNA Wealth
And Consolidated Securities

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This Brochure provides information about the qualifications and business practices of BNA Wealth and Adam E. Ackerman, Investment Adviser Representative. If you have questions about the content of this Brochure, please contact us at the above email address or telephone number. The information in this Brochure has not been approved or verified by the United States Securities Exchange Commission or by any state securities authority.

BNA Wealth 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 BNA Wealth and Adam E. Ackerman is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the US Securities and Exchange Commission published “Amendments to form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated January 10, 2018 is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous ADV Part 2 form did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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 Adam E. Ackerman, President, (803) 324-7100 or email adam@bnawealth.com, also free of charge.

Additional information about BNA Wealth is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s website also provides information about any person’s investment adviser representatives of BNA Wealth.

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Item 4 – Advisory Business

BNA Wealth (or “the firm”) offers investment advisory services for a percentage of assets under management or hourly charges.

Investment advisory services include services to individuals with brokerage accounts, retirement plans, trusts, estates and charitable organizations. To implement the client’s investment plan, BNA Wealth will manage the client’s investment portfolio on a non-discretionary. Clients must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on BNA Wealth in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client’s investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client’s account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of BNA Wealth.

Item 5 – Fees and Compensation

All fees are subject to individual negotiation. Fees are negotiated at the beginning of the arrangement and are usually payable, in advance, at the beginning of each quarter. Either the client or BNA Wealth may cancel the agreement at any time with a thirty (30) day notice. Fees are pro-rated and a refund check, if due, is mailed to the client.

The specific manner in which fees are charged by BNA Wealth is established in a client’s written agreement with the firm. BNA Wealth bills its fees on a quarterly basis. Clients may elect to be billed in advance or arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize BNA Wealth to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Advisor’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 charges 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 BNA Wealth’ fee. BNA Wealth shall not receive any portion of these commissions, fees and costs.

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

Item 6 - Performance-Based Fees and Side-by-Side Management

BNA Wealth does not have any performance-based fee arrangements. “Side by Side Management” refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because BNA Wealth has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

BNA Wealth provides investment advice to individuals, corporate pension and profit-sharing plans, trusts, and estates. The firm may impose a minimum portfolio size and/or minimum annual fee.

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

In accordance with the investment plan established for each client, BNA Wealth will primarily invest in mutual funds and ETFs, but may also utilize other types of securities such as common stocks, individual bonds and others.

In making selections of individual stocks for client portfolios, BNA Wealth may use any of the following types of analysis:

In selecting individual stocks for an account, BNA Wealth generally applies traditional fundamental analysis including, without limitation, the following factors:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

BNA Wealth may incorporate other methods of analysis, such as:

Charting Analysis – involves gathering and processing price and volume information for a particular security. BNA Wealth’s charting analysis includes, without limitation:

- mathematical analysis;
- graphing charts; and estimations of future price movements based on perceived patterns and trends.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Cyclical Analysis – is a type of technical analysis that involves evaluating recurring price patterns and trends.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, as applicable and without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. BNA Wealth may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

Investment Strategies:

BNA Wealth's strategic approach is to invest each portfolio in accordance with the plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

Risk of Loss

While BNA Wealth seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While BNA Wealth manages client investment portfolios based on BNA Wealth's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that BNA Wealth allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that BNA Wealth' specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, BNA Wealth may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. BNA Wealth will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock

market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. BNA Wealth may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. BNA Wealth may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

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

Item 10 – Other Financial Industry Activities and Affiliations

BNA Wealth is not actively engaged in a business other than giving investment advice. However, the parent company, BNA Wealth, Inc., which is a broker / dealer (DBA Consolidated Securities) sells mutual funds through an investment company. Through its affiliation with insurance companies, BNA Wealth also occasionally sells individual or group insurance policies. BNA Wealth occasionally offers private placement investment opportunities to pre-credited investors.

Item 11 – Code of Ethics

BNA Wealth has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. BNA Wealth's Code has several goals. First, the Code is designed to assist BNA Wealth in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, BNA Wealth owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires BNA Wealth associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for BNA Wealth's associated persons (managers, officers and employees). Under the Code's Professional Standards, BNA Wealth expects its associated persons to put the interests of its clients first, ahead of personal

interests. In this regard, BNA Wealth associated persons are not to take inappropriate advantage of their positions in relation to BNA Wealth clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time-to-time BNA Wealth's associated persons may invest in the same securities recommended to clients. Under its Code, BNA Wealth has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

As outlined above, BNA Wealth has adopted procedures to protect client interests when its associated persons invest in the same securities as those selected for or recommended to clients. In the event of any identified potential trading conflicts of interest, BNA Wealth's goal is to place client interests first.

Consistent with the foregoing, BNA Wealth maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with BNA Wealth's written policy.

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

Item 12 – Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, BNA Wealth seeks “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, BNA Wealth may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third-party research (or any combination) and may be used in servicing any or all of BNA Wealth’s clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

BNA Wealth may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients’ assets. BNA Wealth may also effect trades for client accounts at Schwab, or may in some instances, consistent with BNA Wealth’ duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although BNA Wealth may recommend that clients establish accounts at Schwab, it is ultimately the client’s decision to custody assets with Schwab. BNA Wealth is independently owned and operated and is not affiliated with Schwab.

Schwab provides BNA Wealth with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as BNA Wealth maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab’s brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For BNA Wealth client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to BNA Wealth other products and services that benefit BNA Wealth but may not directly benefit its clients’ accounts. Many of these products and services may be used to service all or some substantial number of BNA Wealth accounts, including accounts not maintained at Schwab.

Schwab’s products and services that assist BNA Wealth in managing and administering clients’ accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of BNA Wealth’ fees from its clients’ accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help BNA Wealth manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the

types of services rendered to BNA Wealth. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to BNA Wealth. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of BNA Wealth personnel. In evaluating whether to recommend that clients custody their assets at Schwab, BNA Wealth may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Directed Brokerage

Clients may direct BNA Wealth to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that BNA Wealth has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing BNA Wealth to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with BNA Wealth that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Item 13 – Review of Accounts

Adam E. Ackerman, President of BNA Wealth., reviews all accounts monthly and quarterly. The review is comprised of a portfolio position analysis, time weighted return calculations and comparative indexes. Other reports are available at the clients' request. Clients are invited to meet with their advisor at least quarterly. Personal client reviews are conducted by Adam E. Ackerman, President, Bernard Ackerman, Representative and Lawrence D. Vitez, Representative..

Item 14 – Client Referrals and Other Compensation

BNA Wealth does not provide compensation of any kind to any outside parties (companies or individuals) who refer prospects to the firm for investment advice or other advisory services.

Item 15 – Custody

Schwab is the custodian of nearly all client accounts at BNA Wealth. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify BNA Wealth of any questions or concerns. Clients are also asked to promptly notify BNA Wealth if the custodian fails to provide statements on each account held.

From time to time and in accordance with BNA Wealth's agreement with clients, BNA Wealth will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 – Investment Discretion

As described above under ***Item 4 - Advisory Business***, BNA Wealth manages portfolios on a non-discretionary basis. The client generally executes a Limited Power of Attorney ("LPOA"), which allows BNA Wealth to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between BNA Wealth and the client, BNA Wealth does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. In addition, clients may limit the terms of the LPOA, subject to BNA Wealth' agreement with the client and the requirements of the client's custodian.

Item 17 – Voting Client Securities

BNA Wealth does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities in their portfolios. Upon request, BNA Wealth may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this item to provide you with certain financial information or disclosures about BNA Wealth's financial condition. BNA Wealth has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, has not been the subject of a bankruptcy proceeding. We do solicit the payment of our Schwab RIA fees in advance (three months). However, should a client terminate prior to the three month ending period, pro-rata fees are refunded.