

Bristlecone Wealth, LLC

Form ADV Part 2A – Disclosure Brochure

Effective: February 6, 2023

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Bristlecone Wealth, LLC (“Bristlecone Wealth” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact the Advisor at (801) 830-9249.

Bristlecone Wealth is a registered investment advisor located in the State of Utah. The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about Bristlecone Wealth to assist you in determining whether to retain the Advisor.

Additional information about Bristlecone Wealth and its Advisory Persons is available on the SEC’s website at www.adviserinfo.sec.gov by searching with the Advisor’s firm name or CRD# 319234.

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Item 2 – Material Changes

Form ADV 2 is divided into two parts: *Part 2A (the "Disclosure Brochure")* and *Part 2B (the "Brochure Supplement")*. The Disclosure Brochure provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. The Brochure Supplement provides information about the Advisory Persons of Bristlecone Wealth. For convenience, we have combined these documents into a single disclosure document.

Bristlecone Wealth believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. Bristlecone Wealth encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And, of course, we always welcome your feedback.

Material Changes

The following material changes have been made to this Disclosure Brochure since the last filing and distribution to Clients:

- The Advisor changed its primary address to 1176 S 590 E, Payson, UT 84651.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs.

At any time, you may view the current Disclosure Brochure online at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 319234. You may also request a copy of this Disclosure Brochure at any time by contacting us at (801) 830-9249.

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Item 4 – Advisory Services

A. Firm Information

Bristlecone Wealth, LLC (“Bristlecone Wealth” or the “Advisor”) is a registered investment advisor located in the State of Utah, which was organized as a Limited Liability Company (“LLC”) under the laws of the State of Utah in February 2022. Bristlecone Wealth is owned and operated by Nathan M. Allred (Principal and Chief Compliance Officer). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by Bristlecone Wealth.

B. Advisory Services Offered

Bristlecone Wealth offers investment management and related advisory services to individuals, high-net-worth individuals, trusts, estates, and businesses (each referred to as a “Client”).

The Advisor serves as a fiduciary to Clients, as defined under the applicable laws and regulations. As a fiduciary, the Advisor upholds a duty of loyalty, fairness, and good faith toward each Client and seeks to mitigate potential conflicts of interest. Our fiduciary commitment is further described in our Code of Ethics. For more information regarding our Code of Ethics, please see Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.

Details of these services are in the paragraphs below.

Investment Management Services

Bristlecone Wealth provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management and related advisory services. Bristlecone Wealth works closely with each Client to validate their investment goals and objectives as well as risk tolerance and financial situation. Bristlecone Wealth will then design and implement an investment strategy that seeks to achieve the Clients goals and objectives.

Bristlecone Wealth provides discretionary investment management services for its Clients. Bristlecone Wealth primarily constructs investment portfolios utilizing exchange-traded funds (“ETFs”) and individual stocks. The Advisor may also utilize individual bonds, mutual funds, options contracts, digital assets, and/or other types of investments, as appropriate, to meet the needs of the Client. The Advisor’s advice is not limited to the investment types listed above. The Advisor may retain certain legacy investments based on portfolio fit and/or tax considerations.

Bristlecone Wealth’s investment strategies are primarily long-term focused, but the Advisor may buy, sell, or re-allocate positions that have been held for less than one year to meet the objectives of the Client or due to market conditions. Bristlecone Wealth will construct, implement, and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

Bristlecone Wealth evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. Bristlecone Wealth may recommend, on occasion, redistributing investment allocations to diversify the portfolio. Bristlecone Wealth may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. Bristlecone Wealth may recommend selling positions for reasons that include but are not limited to harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of the Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

Retirement Accounts – When the Advisor provides investment advice to Clients regarding ERISA retirement accounts or individual retirement accounts (“IRAs”), the Advisor is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act (“ERISA”) and/or the Internal Revenue Code (“IRC”), as applicable, which are laws governing retirement accounts. When deemed to be in the Client’s best interest, the Advisor will provide investment advice to the Client regarding a distribution from an ERISA retirement account or to roll over the assets to an IRA, or recommend a similar transaction, including rollovers from one ERISA sponsored Plan to

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another, one IRA to another IRA, or from one type of account to another account (e.g., commission-based account to fee-based account). Such a recommendation creates a conflict of interest if the Advisor will earn a new (or increase its current) advisory fee as a result of the transaction. No client is under any obligation to roll over a retirement account to an account managed by the Advisor.

At no time will Bristlecone Wealth accept or maintain custody of a Client's funds or securities, except for the limited authority as outlined in Item 15 – Custody. All Client assets will be managed within the designated account[s] at the Custodian, pursuant to the terms of the advisory agreement; please see Item 12 – Brokerage Practices.

Pursuant to California Code of Regulations Section 260.238(k), the Advisor has disclosed all material conflicts of interest that could reasonably be expected to impair the rendering of unbiased and objective advice.

C. Client Account Management

Prior to engaging Bristlecone Wealth to provide investment advisory services, each Client is required to enter into an investment advisory agreement with the Advisor that defines the terms, conditions, authority, and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Strategy – Bristlecone Wealth, in connection with the Client, will develop a strategy that seeks to achieve the Client's goals and objectives.
- Asset Allocation – Bristlecone Wealth will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation, and tolerance of risk for each Client.
- Portfolio Construction – Bristlecone Wealth will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – Bristlecone Wealth will provide investment management and ongoing oversight of the Client's investment portfolio.

D. Wrap Fee Programs

Bristlecone Wealth does not manage or place Client assets into a wrap fee program.

E. Assets Under Management

As of December 31, 2022, Bristlecone Wealth manages \$2,469,800 in discretionary assets. Clients may request more current information at any time by contacting the Advisor.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client engaging the Advisor for services described herein shall be required to enter into a written agreement with the Advisor.

A. Fees for Advisory Services

Investment Management Services

Investment advisory fees are paid quarterly, in advance of each calendar quarter, pursuant to the terms of the investment advisory agreement. Investment advisory fees are billed at an annual rate between 0.75% and 1.25% based on the following breakpoint fee schedule:

Assets Under Management (AUM)	Annual Rate (%)
Up to \$99,999	1.25%
\$100,000 to \$999,999	1.00%
Over \$1,000,000	0.75%

All of the Client's accounts under management will be aggregated together to achieve the breakpoints in the fee schedule above. The fee schedule above is a straight-tier, breakpoint fee schedule. The annual rate in the corresponding AUM band will apply to all accounts, and the Client will receive the lower rate for all assets under management. Fees are based on the market value of assets under management at the end of the prior quarter. The investment advisory fee in the first quarter of service is prorated from the inception date of the account[s] to the end

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of the first quarter. All securities held in accounts managed by Bristlecone Wealth will be independently valued by the Custodian. Bristlecone Wealth will conduct periodic reviews of the Custodian's valuations.

The Advisor's fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Pursuant to California Code of Regulations Section 260.238(j), the Advisor discloses that the Client may be able to obtain similar services from other service providers for a lower fee.

B. Fee Billing

Investment advisory fees are calculated by Bristlecone Wealth or its delegate and deducted from the Client's account[s] at the Custodian. Bristlecone Wealth shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the beginning of each quarter. The amount due is calculated by applying the quarterly rate (annual rate divided by four [4]) to the total assets under management with Bristlecone Wealth at the end of the prior quarter. Clients will be provided with a statement, at least quarterly, from the Custodian reflecting the deduction of the investment advisory fee. In addition, each time Bristlecone Wealth deducts its fee, Bristlecone Wealth will promptly provide the Client a report itemizing the fee, including the calculation period covered by the fee, the account value, and the methodology used to calculate the fee. Clients are urged to also review and compare the statement provided by Bristlecone Wealth to the brokerage statement from the Custodian, as the Custodian does not perform a verification of fees. Clients provide written authorization permitting advisory fees to be deducted by Bristlecone Wealth to be paid directly from their account[s] held by the Custodian as part of the investment advisory agreement and separate account forms provided by the Custodian.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties other than Bristlecone Wealth in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian, if applicable. The recommended Custodian (See Item 12) typically provides trading in equity and ETF securities without a securities transaction fee. Mutual funds and other investments are charged a trading fee. The fees charged by Bristlecone Wealth are separate and distinct from these custody and execution fees, if applicable.

In addition, all fees paid to Bristlecone Wealth for investment advisory services are separate and distinct from the expenses charged by mutual funds and ETFs to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage, and account reporting), and a possible distribution fee. A Client may be able to invest in these products directly, without the services of Bristlecone Wealth, but would not receive the services provided by Bristlecone Wealth which are designed, among other things, to assist the Client in determining which products or services are most appropriate for each Client's financial situation and objectives. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by Bristlecone Wealth to fully understand the total fees to be paid. Please refer to Item 12 – Brokerage Practices for additional information.

D. Advance Payment of Fees and Termination

Bristlecone Wealth is compensated for its investment advisory services at the beginning of each quarter. Either party may terminate the investment advisory agreement, at any time, by providing advance written notice to the other party. The Client may also terminate the investment advisory agreement within five (5) business days of signing the Advisor's agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered up to and including the effective date of termination, and such fees will be due and payable by the Client. Upon termination, the Advisor will calculate a pro-rata fee for the quarter based on the number of days remaining in the quarter and refund any unearned, prepaid fees from the effective date of termination through the end of the quarter. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's prior consent.

E. Compensation for Sales of Securities

Bristlecone Wealth does not buy or sell securities to earn commissions and does not receive any compensation for securities transactions in any Client account other than the investment advisory fees noted above.

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

Bristlecone Wealth does not charge performance-based fees for its investment advisory services. The fees charged by Bristlecone Wealth are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client. Bristlecone Wealth does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

Bristlecone Wealth offers investment advisory services to individuals, high-net-worth individuals, trusts, estates, and businesses. Bristlecone Wealth generally does not impose a minimum relationship size.

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

A. Methods of Analysis

Bristlecone Wealth employs fundamental analysis methods in developing its internal investment strategies for its Clients. Research and analysis from Bristlecone Wealth are derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and reviews of company activities, including annual reports, prospectuses, press releases, and research prepared by others.

Fundamental analysis utilizes economic and business indicators as investment selection criteria. This criteria generally consists of ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

As noted above, Bristlecone Wealth generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. Bristlecone Wealth will typically hold all or a portion of a security for more than a year but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, Bristlecone Wealth may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector, or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. Bristlecone Wealth will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

While the methods of analysis help the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in these methods of analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate. More details on the Advisor's review process are included below in Item 13 – Review of Accounts.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk, and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account[s]. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals, or other factors that may affect this analysis.

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The risks associated with a particular strategy are provided to each Client in advance of investing in Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

Following are some of the risks associated with the Advisor's strategies:

Market Risks

The value of a Client's holdings may fluctuate in response to events specific to companies or markets, as well as economic, political, or social events in the U.S. and abroad. This risk is linked to the performance of the overall financial markets.

ETF Risks

The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs have a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Bond ETFs

Bond ETFs are subject to specific risks, including the following: (1) interest rate risks, i.e., the risk that bond prices will fall if interest rates rise, and vice versa, the risk depends on two things, the bond's time to maturity, and the coupon rate of the bond. (2) reinvestment risk, i.e., the risk that any profit gained must be reinvested at a lower rate than was previously being earned, (3) inflation risk, i.e., the risk that the cost of living and inflation increases at a rate that exceeds the income investment thereby decreasing the investor's rate of return, (4) credit default risk, i.e., the risk associated with purchasing a debt instrument which includes the possibility of the company defaulting on its repayment obligation, (5) rating downgrades, i.e., the risk associated with a rating agency's downgrade of the company's rating which impacts the investor's confidence in the company's ability to repay its debt and (6) Liquidity Risks, i.e., the risk that a bond may not be sold as quickly as there is no readily available market for the bond.

Mutual Fund Risks

The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily; therefore, a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Options Contracts

Investments in options contracts have the risk of losing value in a relatively short period of time. Options contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Digital Assets

Digital Assets, and the use of virtual currencies to buy and sell goods and services, are relatively new and rapidly evolving concepts. Once a transaction is recorded, that transaction is theoretically immutable and cannot be reversed due to the cryptographic nature of the recordkeeping and the decentralized nature of the network. Additionally, the growth of Digital Assets, in general, is subject to a high degree of uncertainty. The factors affecting their further development include (i) their continued worldwide growth, adoption, and use; (ii) government and quasi-government regulation of the use, creation, and offering of Digital Assets, as well as restrictions on and regulation related to the operation of and access to a Digital Asset's network; (iii) changes in consumer demographics and public tastes and preferences; (iv) the maintenance and development of the open-source software protocol of a Digital Asset's network; (v) the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using Digital Assets; and (vi) general economic conditions and the regulatory environment relating to Digital Assets. If Digital Assets were deemed "centralized" and found to be securities, they may not be easily transferred and may lose their value due to an inability to transfer such Digital Assets unless any transfer is in compliance with applicable securities law exemptions.

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Past performance is not a guarantee of future returns. Investing in securities and other investments involves a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory, or disciplinary events involving Bristlecone Wealth or its owner. Bristlecone Wealth values the trust that Clients place in the Advisor. The advisor encourages all Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor or Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 319234.

Item 10 – Other Financial Industry Activities and Affiliations

A-B. Financial Registration and Affiliations

Neither Bristlecone Wealth nor its owner has any registrations or affiliations with a broker-dealer.

C. Material Relationships

Neither the Advisor nor Mr. Allred has any material relationships with a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), other investment advisor or financial planner, futures commission merchant, 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, and/or sponsor or syndicator of limited partnerships.

D. Selection of Other Advisors

Bristlecone Wealth does not refer its Clients to other Advisors.

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

A. Code of Ethics

Bristlecone Wealth has implemented a Code of Ethics (the "Code") that defines our fiduciary commitment to each Client. This Code applies to all persons associated with Bristlecone Wealth (our "Supervised Persons"). The Code was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. Bristlecone Wealth and its Supervised Persons owe a duty of loyalty, fairness, and good faith toward each Client. It is the obligation of Bristlecone Wealth's Supervised Persons to adhere not only to the specific provisions of the Code but also to the general principles that guide the Code. The Code covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code, please contact us at (801) 830-9249.

B. Personal Trading with Material Interest

Bristlecone Wealth allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Bristlecone Wealth does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund or advise an investment company. Bristlecone Wealth does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

Bristlecone Wealth allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted the Code to address insider trading (material, nonpublic information controls), gifts and entertainment, outside business activities, and personal securities reporting. When trading for personal accounts, Supervised Persons may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades or by trading based on material nonpublic information. This risk is mitigated by Bristlecone Wealth requiring reporting of personal securities trades by conducting a coordinated

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review of personal accounts and the accounts of Clients. We have also adopted written policies and procedures to detect the misuse of material, nonpublic information.

D. Personal Trading at Same Time as Client

While Bristlecone Wealth allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, trades for the Advisor or its Supervised Persons are typically aggregated with Client orders (when possible) or traded after Client orders are placed. At no time will Bristlecone Wealth, or any Supervised Person of Bristlecone Wealth, transact in any security to the detriment of any Client. As noted in Item 11.C. above, the Advisor mitigates this conflict by a review of all trades placed by Supervised Persons.

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

Bristlecone Wealth does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/custodian (herein the "Custodian") to safeguard Client assets and authorize Bristlecone Wealth to direct trades to the Custodian as agreed upon in the investment advisory agreement. Further, Bristlecone Wealth does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis. Where Bristlecone Wealth does not exercise discretion over the selection of the Custodian, it may recommend the Custodian to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a Custodian not recommended by Bristlecone Wealth. However, if the recommended Custodian is not engaged, the Advisor may be limited in the services it can provide. Bristlecone Wealth may recommend the Custodian based on criteria such as, but not limited to, the reasonableness of commissions charged to the Client, services made available to the Client, and its reputation and/or the location of the Custodian's offices. The Advisor does not make such recommendations based upon soft dollar arrangements, brokerage referrals, or directed brokerage as described below.

Bristlecone Wealth will generally recommend that Clients establish their account[s] at Interactive Brokers, LLC ("Interactive Brokers"), a FINRA-registered broker-dealer and member SIPC. Interactive Brokers will serve as the Client's "qualified custodian." Bristlecone Wealth maintains an institutional relationship with Interactive Brokers, whereby the Advisor receives economic benefits from Interactive Brokers, which presents a conflict of interest. The Advisor has an incentive to recommend Interactive Brokers. Please see Item 14 below, which describes the services and conflict. Following are additional details regarding the brokerage practices of the Advisor:

- 1. Soft Dollars** – Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with a broker-dealer/custodian in exchange for research and other services. Bristlecone Wealth receives research and related services from Interactive Brokers at no additional cost to the Client. These services are provided to all registered investment advisors that establish a relationship with Interactive Brokers. As Bristlecone Wealth does receive access to Interactive Brokers' research, technology, and other benefits, it has an incentive to recommend Interactive Brokers as the Client's Custodian.

As the Advisor has access to the Interactive Brokers Platform (as described in Item 14 below), the Advisor has an incentive to recommend Interactive Brokers to the Client, which is a conflict of interest. The Advisor receives access to technology, research, and other account tools at no cost. These benefits are not contingent upon the Advisor conducting any level of trading or maintaining any level of assets with Interactive Brokers. These benefits are provided to all Advisors on the Interactive Brokers platform. The Client is not charged higher trading costs as a result of this relationship. Interactive Brokers provides free and discounted trading for Clients. However, these costs may be higher or lower than other custodians. These services may also benefit Clients that do not have accounts at Interactive Brokers. Please see Item 14 below for additional details and disclosures.

- 2. Brokerage Referrals** – Bristlecone Wealth does not receive referrals of prospective clients or any other compensation from the Custodian or any third party in connection with the recommendation for establishing an account with the Custodian.

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3. **Directed Brokerage** – All Clients are serviced on a “directed brokerage basis,” where Bristlecone Wealth will place trades within the established account[s] at the Custodian designated by the Client. Not all advisors recommend that Clients direct brokerage [engage a single custodian for trade execution]. Further, the Advisor does not have the authority to direct trades to any other custodian or broker/dealer. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor’s own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client’s account[s]). Bristlecone Wealth will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined solely by the Custodian. The Client could possibly obtain more favorable trade execution from other sources.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of the order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. Bristlecone Wealth will execute its transactions through the Custodian as authorized by the Client. Bristlecone Wealth may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts on the same trading day. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage any particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Securities in Client accounts are monitored on a regular and continuous basis by Mr. Allred. Formal reviews of investment accounts are generally conducted at least annually or more frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the ongoing investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more frequently at the Client’s request or if there is a known change in the Client’s financial situation. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client’s financial situation, and/or large deposits or withdrawals in the Client’s account[s]. The Client is encouraged to notify Bristlecone Wealth if changes occur in the Client’s personal financial situation that might adversely affect the Client’s investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian’s website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions, and fees relating to the Client’s account[s]. The Advisor may, upon request, also provide Clients with periodic reports regarding their holdings, allocations, and performance.

Item 14 – Client Referrals and Other Compensation

A. Compensation Received by Bristlecone Wealth

Bristlecone Wealth does not receive securities commissions or other compensation from product sponsors, broker-dealers, or any unrelated third party, except as noted below. Bristlecone Wealth may refer Clients to various unaffiliated, non-advisory professionals (e.g., attorneys, accountants, estate planners) to provide certain financial services necessary to meet the goals of its Clients. Likewise, Bristlecone Wealth may receive non-compensated referrals of new Clients from various third parties.

Participation in the Institutional Advisor Platform

Bristlecone Wealth has established an institutional relationship with Interactive Brokers dedicated to serving independent advisory firms like Bristlecone Wealth. As a registered investment advisor participating on the Interactive Brokers platform, Bristlecone Wealth receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Interactive Brokers. Services provided by Interactive Brokers benefit the Advisor, and many, but not all, services provided by Interactive Brokers will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Interactive Brokers' institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of the Client's funds and securities. Through Interactive Brokers, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Interactive Brokers provides participating advisors with access to technology, research, discounts, and other services. In addition, the Advisor receives duplicate statements for Client accounts and the ability to deduct advisory fees, trading tools, and back-office support services as part of its relationship with Interactive Brokers. These services are intended to assist the Advisor in effectively managing accounts for its Clients but may not directly benefit all Clients.

Services that May Only Benefit the Advisor – Interactive Brokers also offers other services and support to Bristlecone Wealth that may not benefit the Client, including educational conferences and events, financial start-up support, consulting services, and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Interactive Brokers, which results in a conflict of interest. Bristlecone Wealth believes, however, that the selection of Interactive Brokers as the Custodian is in the best interests of its Clients.

B. Compensation for Client Referrals

The Advisor does not compensate, either directly or indirectly, any persons who are not supervised persons for Client referrals.

Item 15 – Custody

Bristlecone does not accept or maintain custody of any Client accounts except for the authorized deduction of the Advisor's fees. Please see Item 5B. – Fee Billing for a description of the safeguards that have been adopted for the authorized deduction of the Advisor's fees. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the start of each quarter. In addition, the Advisor will provide the Client with an invoice or statement itemizing the fee, including the formula used to calculate the fee, the value of the assets under management on which the fee is based, and the time period covered by the fee. All Clients must place their assets with a "qualified custodian." Clients are required to engage the Custodian to retain their funds and securities and direct Bristlecone to utilize that Custodian for the Client's security transactions. Clients should review statements provided by the Custodian and compare them to any reports provided by Bristlecone to ensure accuracy, as the Custodian does not perform this review. For more information about custodians and brokerage practices, see Item 12 – Brokerage Practices.

Item 16 – Investment Discretion

Bristlecone Wealth typically has discretion over the selection and amount of securities to be bought or sold in the Client's account[s] without obtaining prior consent or approval from the Client. Purchases or sales of investments by the Advisor may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by Bristlecone Wealth.

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Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by Bristlecone Wealth will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

Bristlecone Wealth does not accept proxy voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies; however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither Bristlecone Wealth nor its management has any adverse financial situations that would reasonably impair the ability of Bristlecone Wealth to meet all obligations to its Clients. Neither Bristlecone Wealth nor any of its Advisory Persons have been subject to a bankruptcy or financial compromise. Bristlecone Wealth is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect advance fees of \$500 or more for services to be performed six quarters or more in the future.

Item 19 – Requirements for State Registered Advisors

A. Educational Background and Business Experience of Principal Officer

Mr. Allred serves as the Principal Officer of Bristlecone Wealth. Information regarding the education and business experience of Mr. Allred is included in Item 2 of his Form ADV Part 2B – Brochure Supplement below.

B. Other Business Activities of the Principal Officer

Investor Education

Mr. Allred teaches a course on securities trading for Trader On The Street, LLC. Mr. Allred spends approximately 8 hours per month in this role. Mr. Allred does not receive additional compensation but may receive referrals to the Advisor in connection with this business activity.

C. Performance Fee Calculations

Bristlecone Wealth and its Supervised Persons do not charge performance-based fees for investment advisory services. The fees charged by Bristlecone Wealth are as described in Item 5 – Fees and Compensation above and are not based upon the capital appreciation of the funds or securities held by any Client.

D. Disciplinary Information

There are no legal, civil, or disciplinary events to disclose regarding Bristlecone Wealth or Mr. Allred.

Neither Bristlecone Wealth nor Mr. Allred has been involved in any regulatory, civil, or criminal action. There have been no client complaints, lawsuits, arbitration claims, or administrative proceedings against Bristlecone Wealth or Mr. Allred.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil, or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. As previously noted, there are no legal, civil, or disciplinary events to disclose regarding Bristlecone Wealth or Mr. Allred.

E. Material Relationships with Issuers of Securities

Neither Bristlecone Wealth nor Mr. Allred has any relationships or arrangements with issuers of securities.

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Form ADV Part 2B – Brochure Supplement

for

**Nathan M. Allred
Principal and Chief Compliance Officer**

Effective: February 6, 2023

This Form ADV 2B (“Brochure Supplement”) provides information about the background and qualifications of Nathan M. Allred (CRD# 7508659), in addition to the information contained in the Bristlecone Wealth, LLC (“Bristlecone Wealth” or the “Advisor,” CRD# 319234) Disclosure Brochure. If you have not received a copy of the Disclosure Brochure or if you have any questions about the contents of the Bristlecone Wealth Disclosure Brochure or this Brochure Supplement, please contact us at (801) 830-9249.

Additional information about Mr. Allred is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or individual CRD# 7508659.

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Item 2 – Educational Background and Business Experience

Nathan M. Allred, born in 1981, is dedicated to advising Clients of Bristlecone Wealth as its Principal and Chief Compliance Officer. Mr. Allred earned a Bachelor of Science degree in Biology from Utah Valley University in 2005. Additional information regarding Mr. Allred's employment history is included below.

Employment History:

Principal and Chief Compliance Officer, Bristlecone Wealth, LLC	03/2022 to Present
Vice President – Marketing, Proform Trading, LLC d/b/a Apiary Fund	01/2011 to 04/2022
Managing Member, Crypto Consulting, LLC	08/2021 to 04/2022
Owner, NMA Investments, Inc.	06/2006 to 04/2022
Principal, Malta Capital Group, LLC	11/2013 to 05/2014
Branch Manager, Transcend Capital, LLC	10/2011 to 06/2012

Item 3 – Disciplinary Information

There are no legal, civil, or disciplinary events to disclose regarding Mr. Allred. Mr. Allred has never been involved in any regulatory, civil, or criminal action. There have been no client complaints, lawsuits, arbitration claims, or administrative proceedings against Mr. Allred.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil, or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair, or unethical practices. **As previously noted, there are no legal, civil, or disciplinary events to disclose regarding Mr. Allred.**

However, the Advisor encourages Clients to independently view the background of Mr. Allred on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with his full name or individual CRD# 7508659.

Item 4 – Other Business Activities

Investor Education

Mr. Allred teaches a course on securities trading for Trader On The Street, LLC. Mr. Allred spends approximately 8 hours per month in this role. Mr. Allred does not receive additional compensation but may receive referrals to the Advisor in connection with this business activity.

Item 5 – Additional Compensation

Mr. Allred has additional business activities noted in Item 4 but does not receive compensation for these services. However, Bristlecone Wealth may receive referrals to the Advisor in connection with this business activity. Mr. Allred does not receive additional compensation from a Client in connection with its advisory services.

Item 6 – Supervision

Mr. Allred serves as the Principal of Bristlecone Wealth. Mr. Allred can be reached at (801) 830-9249.

Bristlecone Wealth has implemented a Code of Ethics, an internal compliance document that guides each Supervised Person in meeting their fiduciary obligations to Clients of Bristlecone Wealth. Further, Bristlecone Wealth is subject to regulatory oversight by various agencies. These agencies require registration by Bristlecone Wealth and its Supervised Persons. As a registered entity, Bristlecone Wealth is subject to examinations by regulators, which may be announced or unannounced. Bristlecone Wealth is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

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Item 7 – Requirements for State Registered Advisors

A. Arbitrations and Regulatory Proceedings

State regulations require disclosure if any Supervised Person of the Advisor is subject to:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a. an investment or an investment-related business or activity;
 - b. fraud, false statement(s), or omissions;
 - c. theft, embezzlement, or other wrongful taking of property;
 - d. bribery, forgery, counterfeiting, or extortion; or
 - e. dishonest, unfair, or unethical practices.

Mr. Allred does not have any disclosures to make regarding this Item.

B. Bankruptcy

If a Supervised Person has been the subject of a bankruptcy petition, that fact, and the details must be disclosed.

Mr. Allred does not have any disclosures to make regarding this Item.

Privacy Policy

Effective: February 6, 2023

Our Commitment to You

Bristlecone Wealth, LLC (“Bristlecone Wealth” or the “Advisor”) is committed to safeguarding the use of personal information of our Clients (also referred to as “you” and “your”) that we obtain as your Investment Advisor, as described here in our Privacy Policy (“Policy”).

Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything that we can to maintain that trust. Bristlecone Wealth (also referred to as “we,” “our,” and “us”) protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you.

Bristlecone Wealth does not sell your nonpublic personal information to anyone. Nor do we provide such information to others except for discrete and reasonable business purposes in connection with the servicing and management of our relationship with you, as discussed below.

Details of our approach to privacy and how your personal nonpublic information is collected and used are set forth in this Policy.

Why you need to know?

Registered Investment Advisors (“RIAs”) must share some of your personal information in the course of servicing your account. Federal and State laws give you the right to limit some of this sharing and require RIAs to disclose how we collect, share, and protect your personal information.

What information do we collect from you?

Driver’s license number	Date of birth
Social security or taxpayer identification number	Assets and liabilities
Name, address, and phone number[s]	Income and expenses
Email address[es]	Investment activity
Account information (including other institutions)	Investment experience and goals

What Information do we collect from other sources?

Custody, brokerage, and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service the account

How do we protect your information?

To safeguard your personal information from unauthorized access and use, we maintain physical, procedural, and electronic security measures. These include such safeguards as secure passwords, encrypted file storage, and a secure office environment. Our technology vendors provide security and access control over personal information and have policies over the transmission of data. Our associates are trained on their responsibilities to protect the Client’s personal information.

We require third parties that assist in providing our services to you to protect the personal information they receive from us.

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How do we share your information?

An RIA shares Clients' personal information to effectively implement its services. In the section below, we list some reasons we may share your personal information.

Basis For Sharing	Do we share?	Can you limit?
Servicing our Clients We may share nonpublic personal information with non-affiliated third parties (such as administrators, brokers, custodians, regulators, credit agencies, and other financial institutions) as necessary for us to provide agreed-upon services to you, consistent with applicable law, including but not limited to: processing transactions; general account maintenance; responding to regulators or legal investigations; and credit reporting.	Yes	No
Marketing Purposes Bristlecone Wealth does not disclose and does not intend to disclose personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where Bristlecone Wealth or the client has a formal agreement with the financial institution. We will only share information for purposes of servicing your accounts, not for marketing purposes.	No	Not Shared
Authorized Users Your nonpublic personal information may be disclosed to you and persons that we believe to be your authorized agent[s] or representative[s].	Yes	Yes
Information About Former Clients Bristlecone Wealth does not disclose and does not intend to disclose nonpublic personal information to non-affiliated third parties with respect to persons who are no longer our Clients.	No	Not Shared

State-specific Regulations

California	In response to a California law, to be conservative, we assume that accounts with California addresses do not want us to disclose personal information about you to non-affiliated third parties, except as permitted by California law. We also limit the sharing of personal information about you with our affiliates to ensure compliance with California privacy laws.
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Changes to our Privacy Policy

We will send you a copy of this Policy annually for as long as you maintain an ongoing relationship with us.

Periodically we may revise this Policy and will provide you with a revised Policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of nonpublic personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

Any Questions?

You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (801) 830-9249.

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