

Uniform Application for Investment Adviser Registration

OMB APPROVAL	
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Name of Investment Adviser: <b>Brookmont Capital Management, LLC</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone number:
<b>2000 McKinney Avenue, Suite 810</b>	<b>Dallas</b>	<b>TX</b>	<b>75201</b>	<b>(214) 932-6712</b>

This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.

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(Schedules A, B, C, and D, are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instructions below.)

Applicant:

<input checked="" type="checkbox"/>	(1)	Provides investment supervisory services . . . . .	<u>80 %</u>
<input checked="" type="checkbox"/>	(2)	Manages investment advisory accounts not involving investment supervisory services . . . . .	<u>10 %</u>
<input checked="" type="checkbox"/>	(3)	Furnishes investment advice through consultations not included in either service described above . . . . .	<u>10 %</u>
<input type="checkbox"/>	(4)	Issues periodicals about securities by subscription . . . . .	<u>%</u>
<input type="checkbox"/>	(5)	Issues special reports about securities not included in any service described above . . . . .	<u>%</u>
<input type="checkbox"/>	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . .	<u>%</u>
<input type="checkbox"/>	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .	<u>%</u>
<input type="checkbox"/>	(8)	Provides a timing service . . . . .	<u>%</u>
<input type="checkbox"/>	(9)	Furnishes advice about securities in any manner not described above . . . . .	<u>%</u>

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term? . . . . .

Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
---------------------------------	---

C. Applicant offers investment advisory services for: (check all that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges                                     | <input type="checkbox"/> (5) Commissions       |
| <input type="checkbox"/> (3) Fixed Fees (not including subscription fees)       | <input checked="" type="checkbox"/> (6) Other  |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals                      | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input checked="" type="checkbox"/> B. Banks or thrift institutions     | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies             | <input type="checkbox"/> G. Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> A. | Equity securities                                       | <input checked="" type="checkbox"/> H. | United States government securities     |
| <input checked="" type="checkbox"/>    | (1) exchange-listed securities                          | I.                                     | Options contracts on:                   |
| <input checked="" type="checkbox"/>    | (2) securities traded over-the-counter                  | <input type="checkbox"/>               | (1) securities                          |
| <input checked="" type="checkbox"/>    | (3) foreign issuers                                     | <input type="checkbox"/>               | (2) commodities                         |
| <input type="checkbox"/> B.            | Warrants  | J.                                     | Futures contracts on:                   |
| <input checked="" type="checkbox"/> C. | Corporate debt securities (other than commercial paper) | <input type="checkbox"/>               | (1) tangibles                           |
| <input checked="" type="checkbox"/> D. | Commercial paper  | <input type="checkbox"/>               | (2) intangibles                         |
| <input checked="" type="checkbox"/> E. | Certificates of deposit                                 | K.                                     | Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. | Municipal securities                                    | <input type="checkbox"/>               | (1) real estate                         |
| G.                                     | Investment company securities:                          | <input type="checkbox"/>               | (2) oil and gas interests               |
| <input type="checkbox"/>               | (1) variable life insurance                             | <input type="checkbox"/>               | (3) other (explain on Schedule F)       |
| <input type="checkbox"/>               | (2) variable annuities                                  | <input checked="" type="checkbox"/> L. | Other (explain on Schedule F)           |
| <input checked="" type="checkbox"/>    | (3) mutual fund shares                                  |  |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- |   |             |   |                               |
|---|-------------|---|-------------------------------|
| (1) <input type="checkbox"/>            | Charting    | (4) <input type="checkbox"/>            | Cyclical                      |
| (2) <input checked="" type="checkbox"/> | Fundamental | (5) <input checked="" type="checkbox"/> | Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> | Technical   |   |                               |

B. The main sources of information applicant uses include: (check those that apply)

- |   |                                       |   |   |
|---|---------------------------------------|---|---|
| (1) <input checked="" type="checkbox"/> | Financial newspapers and magazines    | (5) <input type="checkbox"/>            | Timing services   |
| (2) <input type="checkbox"/>            | Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> | Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> | Research materials prepared by others | (7) <input type="checkbox"/>            | Company press releases  |
| (4) <input type="checkbox"/>            | Corporate rating services             | (8) <input checked="" type="checkbox"/> | Other (explain on Schedule F)   |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |   |  |   |  |
|---|--|---|--|
| (1) <input checked="" type="checkbox"/> | Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/>            | Margin transactions  |
| (2) <input checked="" type="checkbox"/> | Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/>            | Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input type="checkbox"/>            | Trading (securities sold within 30 days)                 | (7) <input checked="" type="checkbox"/> | Other (explain on Schedule F)  |
| (4) <input type="checkbox"/>            | Short sales  |   |  |

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? . . . . .

Yes  No

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name • formal education after high school
- year of birth • business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
 

<input type="checkbox"/> (1) broker-dealer	<input type="checkbox"/> (7) accounting firm
<input type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input type="checkbox"/> (9) insurance company or agency
<input type="checkbox"/> (4) financial planning firm	<input type="checkbox"/> (10) pension consultant
<input type="checkbox"/> (5) commodity pool operator, commodity trading advisor or futures commission merchant	<input type="checkbox"/> (11) real estate broker or dealer
<input type="checkbox"/> (6) banking or thrift institution	<input type="checkbox"/> (12) entity that creates or packages limited partnerships

(For each checked in box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes  No

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account? .....

Yes No

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**Please See Schedule F, Item 11.A.**

B. Describe below the nature and frequency of regular reports to clients on their accounts.

**Please See Schedule F, Item 11.B.**

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**12. Investment or Brokerage Discretion.**

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- |  |                                     |                          |
|--|-------------------------------------|--------------------------|
| (1) securities to be bought or sold? .....               | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? .....                         | Yes                                 | No                       |
|  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients? .....  Yes  No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? .....  Yes  No
- B. directly or indirectly compensates any person for client referrals? .....  Yes  No

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange); or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? .....  Yes  No

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer	

<b>1C(6) &amp; 1D</b>	<p><b>INTRODUCTION</b></p> <p>This brochure provides information about the qualifications and business practices of Brookmont Capital Management, LLC ("Brookmont"). Please contact Robert C. Bugg, Managing Member, Chief Investment Officer and Chief Compliance Officer of Brookmont, if you have any questions about the contents of this brochure. 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.</p> <p>Additional information about Brookmont is available on the Internet at <a href="http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_OrgSearch.aspx">http://www.adviserinfo.sec.gov/IAPD/Content/Search/iapd_OrgSearch.aspx</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Brookmont is 145475.</p> <p><b>INVESTMENT SERVICES</b></p> <p>Brookmont offers a combination of the following advisory services, where appropriate, to individuals, banks or thrift institutions, trusts, estates or charitable organizations and corporations or other business entities.</p> <p><b>PORTFOLIO MANAGEMENT SERVICES:</b></p> <p>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).</p> <p>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.</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer

	<p>The mutual funds will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances. 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.</p> <p>Brookmont may also provide Portfolio Management Services as a sub-adviser. In this scenario, a client may engage an independent registered investment adviser (the "Independent RIA") which, in turn, will engage Brookmont (as well as other investment advisers) to provide portfolio management services to all or part of its clients' portfolios. In this situation, Brookmont will receive a portion of the fee charged by the Independent RIA to the client in accordance with the agreement between Brookmont and the Independent RIA. Clients should refer to the Independent RIA's disclosure document for additional information regarding its advisory services, total fees, conflicts of interest and other important information.</p> <p><b>Fee Schedule:</b> The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>Assets Under Management</u></th> <th style="text-align: left;"><u>Annual Fee (%)</u></th> </tr> </thead> <tbody> <tr> <td>\$0 to 1,000,000</td> <td>1.25%</td> </tr> <tr> <td>Over \$1,000,000</td> <td>1.00%</td> </tr> </tbody> </table> <p>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.</p> <p>Clients will be invoiced in arrears or have their account directly debited at the end of each month based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any</p>	<u>Assets Under Management</u>	<u>Annual Fee (%)</u>	\$0 to 1,000,000	1.25%	Over \$1,000,000	1.00%
<u>Assets Under Management</u>	<u>Annual Fee (%)</u>						
\$0 to 1,000,000	1.25%						
Over \$1,000,000	1.00%						

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer	

	<p>debit balance) of the client's account at the end of the previous month.</p> <p>Brookmont will not directly debit any client account without receiving written authorization from the client.</p> <p>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.</p> <p><b>STERNE AGEE'S WEALTHCORE WRAP FEE PROGRAM:</b></p> <p>Brookmont acts as a portfolio manager within Sterne Agee Investment Advisors ("SAIA") WealthCore wrap fee program. In the WealthCore wrap fee program, Brookmont will continuously manage client portfolios as part of its Dividend Equity Strategy. At the time of the clients' initial investments in the program, SAIA will assist the client in determining the client's current financial situation, financial goals and attitudes towards risk. Once completed, SAIA provides the client with an investment proposal containing recommendations as to the allocation of client assets among portfolio managers within the program.</p> <p>If selected by a client, Brookmont will manage the client's account on a discretionary basis. Brookmont will allocate the client's assets among various investments taking into consideration the objectives of the client. Portfolios will be rebalanced on a periodic basis as agreed upon, typically semi-annually.</p> <p>Clients are free to consult with Brookmont concerning their portfolios. Should the client's individual situation change, the client should notify SAIA, who will assist the client in revising the current portfolio and/or prepare a new questionnaire to determine if a different portfolio would be appropriate to the client's new situation.</p> <p>Clients will not be charged any individual transaction charges or custodial fees in the WealthCore Wrap Fee program. All fees, with the exception of certain administrative fees for wire transfers or certificate issues, are included within the fee negotiated between the client and SAIA.</p> <p>Clients and prospective clients of the WealthCore Program are requested to</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer

	<p>refer to the wrap fee disclosure document for complete information on the Program. Brookmont receives a portion of the wrap fee charged to Program clients by SAIA.</p> <p><b>PORTFOLIO MANAGEMENT STRATEGY SUB-ADVISER:</b></p> <p>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 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.</p> <p><b>Fee Schedule:</b> Brookmont will receive a percentage of the fee charged by the Independent RIAs in accounts in which Brookmont's investment strategies are employed, typically ranging from 20% to 75% of said fee.</p> <p><b>NEWSLETTER:</b></p> <p>Brookmont publishes an e-newsletter providing a general overview of the markets and the economy. No specific investment recommendations are provided in this newsletter and the information provided does not purport to meet the objectives or needs of any individual. This newsletter is distributed free of charge to clients of Brookmont.</p> <p><b>GENERAL INFORMATION:</b></p> <p><b>Negotiability of Fees:</b> In certain circumstances, all fees and account minimums may be negotiable.</p> <p><b>Fee Calculation:</b> 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</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>		IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer	

	<p>205(a)(1) of the Advisers Act).</p> <p><b>Termination and Amendment of Client Agreement:</b> 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.</p> <p><b>Other Fees and Expenses:</b> 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.</p> <p>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.</p> <p><b>Class Actions, Bankruptcies and other Legal Proceedings:</b> Brookmont will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Brookmont to transmit copies of class action notices to the client or a third party. Upon such direction, Brookmont will make commercially reasonable efforts to forward such notices in a timely manner.</p>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Brookmont Capital Management, LLC</b>	IRS Empl. Ident. No.: <b>26-0704921</b>
Item of Form (identify)	Answer

<p><b>3.L., 4.A.(5), 4.B.(8) &amp; 4.C.(7)</b></p>	<p><b>Proxy Disclosure:</b> 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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p><b>TYPES OF INVESTMENTS, METHODS OF ANALYSIS, SOURCES OF INFORMATION AND INVESTMENT STRATEGIES INVESTMENT PHILOSOPHY:</b></p> <p>Brookmont invests in the stocks of small to large sized companies that offer attractive valuations and above-average dividend yields. Many of these holdings may be classified as "value" stocks.</p> <p>Brookmont specifically looks for companies that provide:</p> <ul style="list-style-type: none"> <li>• 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;</li> </ul>
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Continuation Sheet for Form ADV Part II

Applicant: <b>Brookmont Capital Management, LLC</b>	SEC File Number: 801- 68533	Date: <b>05/20/2010</b>
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	<ul style="list-style-type: none"> <li>• an established management team, stable product demand, and financial strength; and</li> <li>• higher net income that is generated by revenue growth and cost containment, versus share repurchasing activity and other one-time events.</li> </ul> <p>As most of Brookmont's clients pay taxes, its emphasis includes:</p> <ul style="list-style-type: none"> <li>• investment horizons that are longer than one year (to minimize short-term capital gains); managing a 30% or lower turnover rate;</li> <li>• tax-free bonds where applicable; and</li> <li>• building custom portfolios that allow tax management during the year.</li> </ul> <p>Brookmont are "Top Down" investors. Its analysis starts with the overall direction of the economy. Brookmont then decides which areas of the economy offer the highest earnings growth potential. The final step is to decide which industries are the most attractive, and which specific stock provides the best value.</p> <p>Although Brookmont's stock selections are driven primarily by fundamental analysis, it does monitor various technical market statistics like volume trends and mutual fund activity.</p> <p><b>ASSET ALLOCATION:</b></p> <p>Brookmont offers investments in four separate asset classes: equities, fixed income, cash and short-term investments, and real estate ("REITs").</p> <p>Brookmont offers an equity strategy that emphasizes common stocks that distribute above-average dividend income and provide potential capital gains. The Brookmont Dividend Equity Portfolio consists of individual stocks that provide an average dividend yield that is significantly higher than the S&amp;P 500.</p> <p>Stocks are screened by current dividend yield, free cash flow, credit quality, and history of dividend increases. The holdings are small through large-capitalization stocks and may be domestic or foreign domiciled. The Brookmont Dividend Equity Portfolio includes value, core, and growth style securities.</p>
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	<p>Brookmont's strategy with regard to fixed income includes the purchase of investment grade taxable and tax-free bonds with laddered maturities. 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.</p> <p>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 for 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.</p>
<b>5</b>	<p><b>EDUCATION AND BUSINESS STANDARDS</b></p> <p>Advisory persons associated with Brookmont must possess, minimally, a college degree and/or appropriate business experience and all required licenses.</p>
<b>6</b>	<p><b>EDUCATION AND BUSINESS BACKGROUND</b></p> <p><b>ROBERT CLARENCE BUGG</b> <b>Born:</b> 1967</p> <p><b>Education:</b> University of Alabama (Tuscaloosa), Master of Business Administration, 1991 Huntingdon College, Bachelor of Arts in Marketing and History, 1989</p> <p><b>Recent Employment History &amp; Other Business Background:</b> Brookmont Capital Management, LLC, Managing Member, Chief Investment Officer and Chief Compliance Officer, 08/2007 to Present Comerica Bank-Asset Management Department in Texas, Senior Investment</p>

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	<p>Manager, 05/1996 to 06/2007</p> <p><b>Examinations and Professional Designations:</b> Chartered Financial Analyst (CFA), granted by the Association for Investment Management and Research, 1994</p> <p><b>NEAL RAY SCOTT</b> <b>Born:</b> 1967</p> <p><b>Education:</b> University of Alabama (Tuscaloosa), Bachelor of Science in Finance, 1990</p> <p><b>Recent Employment History &amp; Other Business Background:</b> Brookmont Capital Management, LLC, Member and Fixed Income Manager, 08/2007 to Present Morgan Keegan &amp; Company, Inc., First Vice President-Institutional Fixed Income, 05/1998 to 08/2007</p> <p><b>Examinations and Professional Designations:</b> NASAA Series 63, Uniform Securities Agent State Law Examination, 1994 NASD Series 7, General Securities Representative Examination, 1993</p> <p><b>LINDSAY RIGGAN LOWERY</b> <b>Born:</b> 1980</p> <p><b>Education:</b> Southern Methodist University, Bachelors of Business Administration, 2002 University of Memphis, Masters of Business Administration, 2004</p> <p><b>Recent Employment History &amp; Other Business Background:</b> Brookmont Capital Management, LLC, Corporate Development, 05/2009 to Present Greystone Communities, Finance and Planning Associate, 7/2008 – 2/2009 LaSalle Bank, Assistant Vice President, 8/2007 – 6/2008 Regions Financial Corporation, Capital Markets Derivatives Associate, 6/2005 – 8/2007</p>
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<b>9E</b>	<p><b>SUSAN BEGANDO</b> <b>Born:</b> 1965</p> <p><b>Education:</b> Amberton University, Bachelor of Science in General Business, 2001 University of Dallas, Master of Business Administration, 2007</p> <p><b>Recent Employment History &amp; Other Business Background:</b> Brookmont Capital Management, LLC, Portfolio Manager, 10/2007 to Present Comerica Bank, Portfolio Manager-Asset Management Department, 07/1990 to 08/2007</p> <p><b>CODE OF ETHICS</b></p> <p>Brookmont has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Brookmont's Code of Ethics requires high standards of business conduct and compliance with applicable federal and state securities laws. Brookmont's Code of Ethics stresses that no person employed by Brookmont shall prefer his/her own interests to those of advisory clients, and prohibits the use of material non-public information.</p> <p>To supervise compliance with its Code of Ethics, Brookmont requires that anyone associated with this advisory practice with access to advisory recommendations, client holdings or other specified information, to provide annual securities holdings reports and quarterly transaction reports of all reportable transactions to the firm's Chief Compliance Officer.</p> <p>Among other things, Brookmont's Code of Ethics requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Brookmont's Code also provides oversight, enforcement and recordkeeping provisions. A copy of Brookmont's Code of Ethics is available to advisory clients and prospective advisory clients upon request to the Chief Compliance Officer at Brookmont's principal office address.</p>
<b>10</b>	<p><b>CONDITIONS FOR MANAGING AN ACCOUNT</b></p> <p>Brookmont requires a minimum account of \$500,000 or a minimum fee of</p>

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<p><b>11A &amp; 11B</b></p>	<p>\$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.</p> <p>Sterne Agee Investment Advisors may impose minimum account size requirements on clients for participation in the WealthCore wrap fee program. Clients are requested to refer to the WealthCore wrap fee program disclosure document for complete information.</p> <p><b>ACCOUNT REVIEWS AND REPORTS</b></p> <p><b>Reviews:</b> While the underlying securities within Portfolio Management Services and WealthCore wrap fee program accounts are continuously monitored, these accounts are reviewed at least quarterly by Robert C. Bugg, Managing Member, Chief Investment Officer and Chief Compliance Officer of Brookmont or his designee. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.</p> <p><b>Reports:</b> Portfolio Management Services clients will receive monthly statements and confirmations of transactions from their broker dealer/custodian. Clients participating in the WealthCore wrap fee program are requested to refer to the WealthCore wrap fee program disclosure document for complete information on the reports they are to receive, and the frequency of such reports.</p>
<p><b>12.A.(1) &amp; 12.A.(2)</b></p>	<p><b>INVESTMENT DISCRETION</b></p> <p>Brookmont shall supervise and direct the investments of and for an investment account assets on a discretionary basis, without prior consultation with 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</p>

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<p><b>12.A.(3) &amp; 12.A.(4)</b></p>	<p>Brookmont may select. Brookmont requires that it be provided this discretionary authority from the client in writing.</p> <p>Brookmont shall not effect transactions in securities on behalf of the client, receive any compensation for the execution of purchases, sales, exchanges, or trades in securities on client's behalf or receive any compensation for directing trades in securities on behalf of client.</p> <p>Should a client wish 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.</p> <p><b>BROKERAGE DISCRETION</b></p> <p>For Portfolio Management services, either offered directly to Brookmont's clients or via a sub-advisory relationship with independent investment advisers, Brookmont shall have full power and discretion to select the broker or 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 benefits received. Brookmont may consider a number of factors when selecting a broker or dealer to effect a transaction, including its financial strength and stability, the efficiency with which the transaction will be effected, and the value of research products and services that a broker lawfully may provide to assist the firm in the exercise of its investment discretion. Brookmont may pay a broker who provides research services commissions that are competitive but that are higher than the lowest available rate that another broker might have charged, if Brookmont determines in good faith that the commissions are reasonable in relation to the value of the brokerage and research services provided.</p> <p>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, may, but shall not be obligated to, 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</p>
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	<p>allocate securities so purchased or sold, as well as the expense incurred in the transaction, in the manner that it considers to be equitable and consistent with its fiduciary obligations to client and its other clients. Brookmont will not include any personal or proprietary trades with client trades in an aggregated trade order.</p> <p>Should a client wish 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.</p> <p>The client shall also have the right to direct Brookmont in writing to use a particular broker or dealer to execute some or all transactions for the client's account. In that case, the client will negotiate terms and arrangements with that broker or dealer, and Brookmont will not seek better execution services or prices from other brokers or dealers or be able to aggregate client transactions for execution through other brokers or 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 than would otherwise be the case, and best execution may not be achieved.</p> <p>Brokers or dealers may from time to time refer clients to Brookmont. Brookmont will not make commitments to any broker or dealer to compensate that broker or 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.</p> <p>In the event that a client directs Brookmont to use a particular broker or dealer, it should be understood that Brookmont will not have the authority to negotiate commissions, obtain volume discounts, and best execution may not be achieved. In addition, there may be a disparity in commission charges among Brookmont's clients.</p> <p>The following are the independent FINRA member broker dealers with whom Brookmont typically places its trades: Royal Bank of Canada, Capital Institutional Services, Inc., Cantor Fitzgerald, Morgan Keegan, Vining</p>
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	<p>Sparks and Sunguard. Other broker dealers may also be used. Brookmont recognizes its duty of best execution however, and, as noted above, will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates and costs possible.</p> <p><b>STERNE AGEE WEALTHCORE WRAP FEE PROGRAM</b></p> <p>As part of the sub-advisory agreement with Sterne Agee Investment Advisors, Brookmont will direct all trades with respect to a Program client's account through Sterne, Agee &amp; Leach, Inc., a broker dealer with which SAIA is affiliated, unless Brookmont, in its sole discretion, determines that any such transactions do not achieve best execution.</p>
<b>13A</b>	<p><b>ADDITIONAL COMPENSATION</b></p> <p>While there is no direct linkage between the investment advice given and the use of any broker dealer or custodian, economic benefits are received which would not be received if Brookmont did not give investment advice to clients. These benefits include: the ability to have advisory fees directly-debited from client accounts (in accordance with federal and state requirements), the ability to 'block' client trades, receipt of duplicate and batched client statements and analyses of the performance of accounts, and internet access to statements and trade confirmations.</p>
<b>13B</b>	<p>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.</p>

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