Item 1

Bluestone Capital Management, LLC

37 West Avenue,
Suite 301 Wayne,
PA 19087 610-337-6500
www.bluestonecm.com

March 28, 2021

Form ADV, Part 2, our “Disclosure Brochure” or “Brochure” as required by the Investment Advisers Act of 1940, is a very important document between Clients (herein “clients,” “you,” or “your”) and Bluestone Capital Management, LLC (herein “Bluestone,” “us,” “we,” or “our”).

This Brochure provides information about our qualifications and business practices. This brochure provides information about the qualifications and business practices of Bluestone Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at (610) 337-6500 or dmcclean@bluestonecm.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any State Securities Authority. Additional information about Bluestone is available at the SEC’s website www.adviserinfo.sec.gov (click on the link, select “investment adviser firm” and type in our firm name). Results will provide you both Part 1 and 2 of our Form ADV.

Bluestone is registered with the Securities and Exchange Commission as an investment adviser. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, is information you use to evaluate us (and other advisers) which are factors in your decision to engage us.

Item 2 – Material Changes

There have been certain personnel changes at Bluestone. Lee Calfo, formerly President of Bluestone, no longer has any day-to-day management responsibilities with Bluestone. All such responsibilities have been assumed by Brian Shevland (see Item 10 and page 19). David E. McClean has replaced Kenneth Smith as Chief Compliance Officer. Mr. McClean has over thirty years of compliance and operational risk management experience in the investment management and securities industries.

We may, at any time, update this Brochure and either send you a copy or offer to send you a copy (either by electronic means (email) or in hard copy form). If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact David McClean, at dmcclean@bluestonecm.com.

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info@blustonecm.com

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Item 4 – Advisory Business

Description of Advisory Services:

Bluestone Capital Management, LLC ("Bluestone", "we" or "us") is an SEC-registered investment adviser that provides advisory and investment management services to institutional investors and (primarily) high-net-worth individuals. Bluestone's total assets under management as of February 28, 2021 were approximately $2.25 billion, of which approximately $279 million were managed on a discretionary basis and approximately $2 billion were managed on a non-discretionary basis pursuant to a sub-advisory agreement in connection with certain collateralized debt obligation ("CDO") vehicles. Further, of the funds managed on a discretionary basis, $130,398,760 were assets of a registered investment company (i.e., a public fund registered under the Investment Company Act of 1940, as amended).

We provide a variety of asset management services, including the discretionary management of separate accounts, of private funds, sub-advisory services to public and private funds and separately managed accounts. Bluestone claims compliance with the Global Investment Performance Standards (GIPS®).

We generally manage individual client accounts on a discretionary basis, which allows us to change client portfolio allocations as we deem prudent without prior authorization. Some clients may choose to have their accounts managed on a non-discretionary basis. If a non-discretionary account is preferred, our ability to reposition assets may be affected, and it may delay our ability to reallocate assets in response to market conditions.

Item 5 – Fees and Compensation

Our fees for asset management services are generally based on the level of assets under management (asset-based fees). For certain accounts, we may charge fees on a share of the capital appreciation of the funds or securities in a client's account, in the manner indicated in the respective client investment management agreements (performance fees). Asset-based fees generally range from 1 percent to 2 percent of assets under management, and performance fees range up to 20 percent. For retirement plans, we charge asset-based fees ranging from 0.25% to 1.00% of plan assets, depending on the scope of services provided (higher fees may be warranted in certain cases). In most cases, fees are negotiable within the specified ranges.

For more details regarding fees, contact bshevland@bluestonecm.com.

We may change our fee schedules upon 30-days prior written notice. No fee adjustments will be made for additional deposits, partial withdrawals, account appreciation or depreciation. Fee adjustments will be made if accounts are added or closed. We aggregate all of a client's managed accounts together to determine the quarterly fee due. Depending on a client's account balance, fees may be higher than those charged by other investment advisers. Similar advisory services may be obtained elsewhere at a lower cost.

Advisory fees will be charged in advance of each calendar quarter, or on a daily basis if supported by the custodian; our private limited partnership funds charge advisory fees on a monthly basis in arrears. The quarterly advisory fee will be based on the value of the managed portfolio on the last business day of the just completed calendar quarter. Fees for partial periods will be pro-rated. The initial advisory fees will be calculated based on the value of the account when it is opened. Fees may be billed to the client, or, pursuant to a pre-arrangement and as indicated in the advisory agreement, may be deducted from the client's account. Clients will be able to see all fees deducted from their accounts by reviewing their account statements, and should there be any questions should contact us without delay.

Advisory fees payable to us do not include all the fees you will pay when we purchase or sell securities for your account(s). For example, clients will pay brokerage commissions, custody fees, exchange fees, and fees charged by other advisers managing their accounts. See also, "Third Party Asset Management Services" below.

Clients may terminate their advisory agreements with us, without penalty, upon written notice as indicated in their respective advisory agreements.

Bluestone or affiliates of Bluestone may receive fees or other remuneration for services provided to certain clients. For example, Bluestone or affiliates may, inter alia, charge institutional clients fees in connection with advice on certain structured products or service fees for account administrative costs. Bluestone does not pay the costs of custodians, commissions, or other fees charged to clients by third-party service providers unless agreed in the relevant investment management agreement with clients.

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

As indicated, for certain accounts, we may charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our performance-based fee calculations include (or may include) a high-water mark feature where fees are only charged on amounts that represent new highs for the affected client's account each month. This may create a conflict of interest which could provide an incentive for us to recommend investments in the strategies with performance-based fees. We manage this conflict of interest by carefully screening the qualifications of the investors in these accounts as well as their risk and return objectives to determine suitability.

Currently, Bluestone serves as investment manager or sub-adviser to private funds, and currently serves as investment manager to Polaris Point, LLC, which is a private investment company from which Bluestone receives an asset-based fee as well as the potential for performance-based compensation. Bluestone may in the future have compensation arrangements similar to its arrangement with Polaris Point, LLC and other private funds it currently manages. 6

Item 7 – Types of Clients

Bluestone focuses on the management of institutional client accounts, e.g. private funds, public funds, and other types of institutional investor. However, we also provide advisory services for high-net-worth individuals, other financial advisors, and investment advisers.

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

We use a wide variety of sources to gather, analyze, and interpret information relating to the securities we recommend. These sources include communicating directly with issuers to gather information on a particular investment opportunity, reviewing public filings and financial information provided by data services, third party research, and analysis of quantitative or qualitative information. In addition to standard reference sources for information regarding economic conditions and corporate data, we also rely on pricing data analysis and portfolio research services as well as internally generated research.

Investment Strategies:

We employ various strategies for our asset management services:

Portfolio Management Services

- Bluestone Elite

  Our Bluestone Elite strategy utilizes tactical asset management to improve the risk adjusted return versus a traditional all equity portfolio over the course of a full market cycle. The strategy primarily utilizes ETFs and equities but may access fixed income and preferred securities for the purposes of portfolio construction. The Manager uses a top-down approach to identify sectors that we believe will produce strong or weak relative performance to the overall market and makes investments to capitalize on these market opinions. When we deem it appropriate to position the portfolio defensively, this strategy considers cash to be an asset class and will allocate a significant percentage to cash and cash equivalents. The risk profile ofthe Bluestone Elite portfolios will range significantly over time from very conservative to very aggressive. We will occasionally make significant allocations to cash or cash equivalents based upon our view of the market. We may trade securities over a shorter-term when our research uncovers opportunities. The Elite strategy holds publicly traded securities such as equities and ETFs and is subject to fluctuations similar to the equity markets. The Elite strategy is appropriate for investors seeking growth that are comfortable with the full risk of the equity market.

www.blustonecm.com
info@blustonecm.com

- ## Bluestone Income Portfolio

Our Bluestone Income Portfolio model is a separately managed account with a primary objective of income generation and a secondary objective of capital appreciation. The strategy is managed to have less volatility than a pure equity 7 allocation. We use in-depth, fundamental research to select securities to achieve these objectives. The Bluestone Income managed accounts invest in exchange-traded common, preferred and debt securities. The percentage allocation of each asset class may vary significantly, depending on market conditions. The investment strategy employed in this portfolio seeks to generate current income by selecting securities that pay dividends or interest. We manage accounts utilizing this portfolio strategy to produce income while attempting to reduce volatility with a more conservative profile than an all equity portfolio. The Income strategy holds publicly traded securities such as equities and ETFs and is subject to fluctuations similar to, but generally less than, the equity markets. The Bluestone Income strategy is appropriate for a balanced investor who seeks current income.

- ## Bluestone Income Plus

Our Bluestone Income Plus model portfolio follows our Bluestone Income model, but also utilizes a buy-write options strategy, which seeks to provide additional income to the investor. This strategy is primarily focused on writing calls on long positions of underlying equities in the income strategy. While the Bluestone Income Plus strategy will hold similar securities and have significant overlap to the Bluestone Income strategy it will have different allocations and securities in many cases. The Income Plus strategy holds publicly traded securities such as equities and ETFs and is subject to fluctuations similar to, but generally less than, the equity markets. The Bluestone Income strategy is appropriate for a balanced investor who seeks current income.

- ## Bluestone Asset Allocation Portfolio (“AAP”)

We have several Asset Allocation Portfolios based on unique risk/return profiles – Conservative, Moderate, Balanced, Growth and Aggressive. Based on your investment objectives and financial needs, we offer separately managed accounts that invest in various securities designed to meet the risk/return profile ofthe chosen model. These AAP portfolios primarily utilize ETFs and mutual funds. The AAP Portfolios hold publicly traded securities such as equities and ETFs and are subject to fluctuations that vary based on the risk they take. The Conservative strategy is managed to have the least amount of fluctuation and lowest return while the Aggressive strategy has the highest return potential and most fluctuation

- ## Customized Portfolio Management

We also offer customized asset allocation and portfolio management strategies to individual clients. A wide variety of securities, including mutual funds, ETFs, stock, bonds, preferred securities, limited partnerships and third-party managed accounts, may be used to customize client portfolios depending on the risk/return criteria of each client. 8

- ### Bluestone Structured Portfolios

We have several Structured Portfolios based on targeted risk/return profiles and investment objectives – Structured Yield, Structured Growth, Structured Total Return and Structured GRAT. These Structured Portfolios primarily use Structured Investments (also known as Structured Products or Structured Notes) that are designed to achieve a return objective but may also use ETF's, bonds, cash, and cash equivalents. The Structured Yield Portfolios are managed to provide a targeted range of yield for a given risk/return investor profile. The Structured Growth portfolios will be managed to provide uncapped growth potential and downside risk reduction for a given risk/return profile. The Structured Total Return portfolio will be managed to provide limited growth potential with a targeted total return objective and varied downside risk reduction for a given risk/return profile. Structured Investments are debt obligations that are subject to the credit risk of the issuer and credit diversification is an important consideration when managing the portfolios. Structured Investments are generally considered illiquid securities and security prices will fluctuate subject to secondary market liquidity. The payoffs of Structured Investments are linked to underlying indices and/or ETFs and their prices will fluctuate depending on the performance of the underliers.

Third-Party Asset Management Services

We also offer the services of various third-party investment advisers to allow our clients access to additional asset management services and strategies. We will assist clients in reviewing and analyzing the services of these third-party advisers as they relate to investment objectives and risk profiles. We will also assist with ongoing performance monitoring and communication with the third-party advisers. If needed, we will recommend changes to other third-party managers.

Third party managers may share a portion of their management fees with us, or otherwise compensate us, for referring clients to them. This may create a conflict of interest. We manage this conflict by advising our clients of such fee arrangements and by performing due diligence on the third-party managers to ensure that they put the needs of our clients first.

Our maximum fee for accounts utilizing third party separate account asset management services is one percent (1%), which is subject to change, although our fees are negotiable under certain circumstances. In addition to our fee, you will pay a fee to the third-party manager as well as transaction, account maintenance, and other account fees and expenses unrelated to Bluestone's investment advisory or management services. The third-party manager's Disclosure Brochure will provide additional details of the fees and expenses that apply to their services. We will cap the total management fees that you pay to us and the third-party separate account manager at three percent (3%). However, if the third-party manager charges performance-based fees, these will be in addition to the 3% advisory fee cap.

Fees paid by our clients for third party management services arranged through us may be higher or lower that if the clients were to contract directly with the third-party manager. We will provide additional disclosures specific to each managed program should a client decide to utilize third party management services.

Risk of Loss:

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized (the securities were not sold to "lock in" the profit). As you know, stock markets, bond markets fluctuate substantially over time. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We will do our very best in the management of your assets; **however, we cannot guarantee any level of performance or that you will not experience a loss of your account assets. Your participation in any of the management programs offered by us will require you to be prepared to bear the risk of loss and fluctuating performance.**

We do not represent, warrant, or imply that the services or analytical methods we employ can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. **Past performance is not an indication of future performance. We cannot guarantee that your goals or objectives will be achieved, or that advisory services offered by us will provide a better return than other investment strategies.**

In situations when we employ a shorter-term trading approach which results in more frequent trading, investment performance may be negatively impacted as a result of increased transaction fees and capital gains taxes.

We detailed above, we primarily invest in stocks, bonds, ETFs, and mutual funds and employ a long-term strategy. We also offer investments in options and limited partnerships and the use ofthird-party managers. There are specific risks associated with each type of investment (Note: The risks indicated below do not indicate all the risks attendant to the management of your account or to the assets in your account, but what follows is intended to be representative of the most common portfolio and investment risks):

- ### Stocks:

  Investing in stocks involves risks relating to: Financial risk: risk that the companies we recommend to you may perform poorly, which will affect the price of your investment. Market risk: risk that the stock market will decline, decreasing the value of the securities we recommend. Inflation risk: risk that the rate of price increases in the economy will lessen the relative returns associated with the stock. 10 Political and governmental risk: risk that the value of your investmentmay change with the introduction of new laws or regulations

- ### Bonds:

Investing in bonds involves risks relating to: Interest rate risk: risk that the value of the bonds we recommend to you will fall if interest rates rise. Call risk: risk that your bond will be called or purchase back from you when conditions are favorable to the bond issuer and unfavorable to you. Default risk: risk that the bond issuer may be unable to pay you the contractual interest or principal on the bond in a timely manner or at all. Inflation risk: risk that the price increases in the economy will negatively impact the relative returns associated with the bond. •

- ## Mutual Funds:

Investing in mutual funds involves risks relating to: Manager risk: risk that the investment manager of an actively managed mutual fund will fail to execute the fund's stated investment strategy. Market risk: risk that the stock market will decline, decreasing the value of the securities contained in the mutual funds we recommend to you. Industry risk: risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry. Inflation risk: risk that the rate of price increases in the economy lessensthe relative rate of return associated with the mutual fund.

- ## Structured Investments (also: Structured Products or Structured Notes):

Investing in Structured Investments involves risks relating to: Interest rate risk: risk that the value of the Structured Investments we recommend to you will fall if interest rates rise. Call risk: risk that your Structured Investments Notes will be called or purchased back from you when conditions are favorable to the issuer and unfavorable to you. Default Risk: risk that the Structured Investments issuer may be unable to pay 11 you the contractual interest or principal on the Structured Investments/Products/Notes in a timely manner or at all. Inflation Risk: risk that the rate of price increases in the economy will lessen the relative returns associated with the Structured Investments. Market Risk: risk that the underlying assets/indices the Structured Investments is linked to will decline, potentially decreasing the value of the Structured Investments we recommended to you. Tax Risk: risk that tax treatment of Structured Investments may change in a way that is not favorable to you. Liquidity Risk: risk that the price at which you may be able to trade a Structured Investments could be adversely affected if there is little or no secondary market provided. Conflicts of Interest Risk: risk that our affiliations with issuers, distribution platforms and broker-dealers as described in this brochure are potentially averse to your interests as an investor in Structured Investments.

- ## ETFs:

ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depositary Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate. Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – advisory fees charged by Bluestone plus any management fees charged by the issuer of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if a Client purchased the ETF directly. An ETF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's 12 portfolio performance or an index benchmark comparison. Expenses of the fund may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. Bluestone discloses each ETF's current information, including expenses, on the Site. ETF tracking error and expenses may vary.

- Options:

The use of put and call options may result in account losses, force the sale or purchase of underlying securities at inopportune times or at unfavorable prices, limit the amount of appreciation an account may realize, or cause an account to hold a security it otherwise might sell. The use of options as a hedging instrument may involve losses that are greater than the value of the assets in the account. Options may not be able to be readily sold, resulting in substantial losses. Although option hedging strategies are used to minimize the risk of loss, they also tend to limit potential gains.

- Limited Partnerships:

Investments in limited partnership interests are often not registered under the securities laws and may not be able to be readily sold. Redemption options may be limited or may not exist at all. Because of the limited market for these investments, it is difficult to accurately value the investment over time. Generally, you must meet certain criteria in order to be able to invest in limited partnership interests. You may also incur tax liabilities for which you will not receive an associated cash distribution, and you may also be subject to alternative minimum tax (AMT).

- Third Party Managers:

In instances when we recommend that you use a third-party manager to manage your account, we will provide you with a disclosure brochure for the third-party manager that will detail its investment strategies, methods of analysis, and associated risks.

- Long-Term Strategy:

A long-term strategy generally assumes that the financial markets will rise over time, which may not occur within your time horizon. Holding investments long-term may involve a lost opportunity cost by tying up assets that may be used for more beneficial short-term investments.

Item 9 – Disciplinary Information

We do not have any legal, financial or other "disciplinary" matters to disclose. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client/Adviser relationship, or to continue a Client/Adviser relationship with us. This statement applies to Bluestone and its employees.

Item 10 – Other Financial Industry Activities and Affiliation

Bluestone is affiliated with MCG Securities, LLC ("MCG"), a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA"), through our common ownership by R5 Partners, Inc. (MCG also does business under the name "Merion Capital Group.")

R5 Partners, Inc. is Bluestone's sole owner, the majority owner of MCG, the sole and managing member of Polaris Point, LLC, and a managing member. R5 Partners, Inc. is currently owned by Brian C. Shevland and Lee Calfo. Brian is registered with MCG and serves as a General Securities Principal of MCG (see below).

Other Bluestone personnel may be registered with MCG from time to time. Lee Calfo is also the CEO of Alden Capital (an investment management firm consisting of J. Alden Associates and Alden Capital Management (registered investment advisers), and Alden Securities (a registered broker-dealer). Lee Calfo no longer has any day-to-day management responsibilities with Bluestone.

Item 11 – Code of Ethics

Bluestone has a Code of Ethics that governs a number of potential conflicts of interest we have when providing our advisory services to you. This Code of Ethics is designed to ensure we meet our fiduciary obligation to clients and to create a culture of compliance within our firm.

An additional benefit of our Code is to detect and prevent violations of securities laws, including our obligations we owe to you.

Our Code is distributed to each employee at the time of hire, and annually thereafter (if there are changes). We also supplement the Code with annual training and on-going monitoring of employee activity.

Our Code (as well as related written compliance policies) addresses the following:

- Prohibitions on:
  - Insider trading (if we are in possession of material, non-public information);
  - Rumor mongering;
  - The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of gifts and business entertainment;
- Employee transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call "reportable securities" as mandated by regulation); and,
- From time to time, we require all employees to re-certify to our Code, identify members of their household and any account to which they have a beneficial ownership (they "own" the account or have "authority" over the account), 14 securities held in certificate form and all securities they own at that time).

Our Code does not prohibit personal trading by employees (or proprietary trading by Bluestone). We may purchase or sell the same or similar securities (or securities that are suitable for an employee or related account but not suitable for any client, including you) at the same time that we place transactions for your account and the accounts of our other Clients. That said, employees, for their own accounts and in accord with their own investment and trading plans and strategies, may buy or sell securities that may differ from those being recommended to clients.

As a client or prospective client of Bluestone, you may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Brochure.

The Code may be amended from time to time, as deem warranted by management.

Item 12 – Brokerage Practices

General Considerations:

Several brokerage firms provide execution, clearance and settlement, and custodial services for our clients. To date, we have entered into an agreement withNational FinancialServices, LLC and Fidelity Brokerage Services, LLC (together referred to as "Fidelity") to participate in the Fidelity Institutional Wealth Services platform ("FIWS"). We have also entered into relationships with Charles Schwab & Co. ("Schwab"), Interactive Brokers, TD Ameritrade, and Stifel Nicolaus. We are not affiliated in anyway with these brokerage firms.

You may choose to hold your account assets at other brokerage firms with which we do not maintain relationships. In the event you choose to do so, our advisory services will include advice only. We will not implement our recommendations by instructing these firms to execute securities transactions for you.

The general considerations that we use in selecting the brokerage firms include:

- Ability to provide quality service
- Financial stability and viability
- Industry reputation
- Ability to provide quality reports
- Availability of an efficient trading platform
- Products and services available
- Technology resources
- Educational resources
- Execution capability
- Confidentiality and security of your information
- Responsiveness
- Other factors that may bear on the overall evaluation of best price and execution

Research and Other Soft Dollar Benefits:

As further described in detail below, we receive “soft dollar” benefits from the brokerage firms with which we have relationships. These benefits include access to research and other products and services that we receive in exchange for directing our clients to use the execution services of the brokerage firms and pay commissions for these services. We use these “soft dollar” benefits to pay for research and other services that enhance our investment decision process and trade execution. The receipt of“soft dollar” benefits creates a conflict of interest because we may have an incentive to select or recommend brokerdealers based on our receipt of these benefits, rather than on our clients’ receiving best execution for their transactions. We do not allocate “soft dollar” benefits to client accounts proportionately to the “soft dollar” benefits the accounts generate.

We have policies and procedures that address and monitor the use of client commissions to pay for eligible “soft dollar” services. We regularly review the amount of costs allocated to brokers that provide soft dollar services. If certain items obtained with soft dollars are not used exclusively for research or execution services, we will fairly allocate the cost of these products or services to Bluestone for payment.

Item 13 – Review of Accounts

Client accounts are reviewed at least quarterly. The level of review will depend upon the type and composition of client portfolios. Reviews are conducted by the portfolio managers and operations personnel.

On an ongoing basis, we also monitor all accounts for performance in relation to general market and economic conditions in light of each client’s specific objectives and current asset mix. We request that you notify your Investment Advisory Representative promptly of any changes to your financial goals, investment objectives, or financial situation so that we may adjust our reviews accordingly.

You will or should receive statements at least quarterly directly from the broker-dealer carrying your account, as well as transaction confirmations. As may be required by you investment management agreement, we will provide you with a quarterly report reflecting, among other information, the performance of your managed portfolio. **You should compare our report with the statements you receive from the custodian broker-dealer and notify us promptly of any discrepancies.**

Item 14 – Client Referrals and Other Compensation

In addition to the “soft dollar” benefits described above in Item 12 regarding Brokerage Practices, we may also receive benefits from product vendors. These vendors may provide us with monetary and non-monetary assistance with client events and provide educational tools and resources. We do not select products based on this assistance.

We may enter into arrangements with individuals who refer clients to us (“Solicitors” or third-party marketers). In return for these referrals, we agree to compensate each Solicitor if the referred client enters into an advisory agreement with us. This compensation is based on a percentage of the advisory fee paid to us by the client. The amount of the advisory fee paid by clients referred to us by a Solicitor will not increase as a result of this compensation. All of our Solicitor arrangements comply with SEC rules.

Item 15 – Custody

We do not maintain physical custody of client funds or securities. However, we do directly debit advisory fees from client accounts as discussed in Item 5 of this brochure.

You should receive account statements directly from the broker-dealer carrying your account. You should carefully review these statements and if you have any questions or concerns you should contact us immediately. If you are receiving separate statements from us, **WE URGE YOU TO COMPARE OUR STATEMENTS WITH THE STATEMENTS THAT YOU RECEIVE FROM YOUR BROKER- DEALER.**

Notwithstanding the preceding, for private investment company (fund) accounts that we manage, where Bluestone is or controls the general partner or managing member, Bluestone may have “constructive custody” of the assets in those accounts because of the nature of this control.

Item 16 – Investment Discretion

Certain advisory agreements with clients grant us authorization to manage accounts on a discretionary basis. This allows us to buy, sell, exchange and convert securities in client accounts without prior notification to the client. The terms of these services are contained in the written advisory or investment management agreement with the client. (Please see Form ADV Part 1, which you can find.

Item 17 – Voting Client Securities

(i.e., Proxy Voting)

We generally DO NOT have authority to vote client securities. You will receive proxy voting material directly from the brokerage firm carrying your account. **You are responsible for voting all proxies.** We may prove information or advice regarding proxy issues. If you have any questions regarding a particular proxy solicitation, please call us

You may request that we vote proxies on your behalf, which request will be honored solely 17 at our discretion. If we agree to vote proxies on your behalf, we will follow our Proxy Voting Policies. We will maintain specific records as to how we voted your proxies, which are available upon request. You may also request to receive a copy of our Proxy Voting Policies by sending us a written request. If you designate us to vote proxies, you are advised of the following

1. As a general policy, votes will be cast in the best interest of the client.
2. On certain occasions, we may determine not to vote a proxy in the best interests of the client.
3. Proxies will be voted consistently.
4. Generally, issues related to executive compensation, incentive stock options, executive recruiting or any matter giving the company latitude in compensation matters or similar matters that could potentially be used to act in the company's best interest rather than clients' best interest will typically be voted no.
5. Neutral issues such as the retention or appointment of accounting oraudit services are typically voted yes.

Item 18 – Financial Information

We do not require or solicit prepayment of more than $1,200 in fees per client six months or more in advance. There is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to you. We have not been the subject of a bankruptcy petition and neither have any of our Investment Advisor Representatives.

(The following pages contain information about our portfolio managers and investment personnel.)

Brian C. Shevland, CEO

Bluestone Capital Management,
LLC 37 West Ave, Suite 301
Wayne PA 19087
610-337-6500
www.bluestonecm.com

Educational Background and Business Experience:

Brian has over 20 years of experience in investment management and financial services and is a founding member of Bluestone Capital Management, LLC. Brian is the lead Portfolio Manager and serves as head of the investment committee. Prior to Bluestone, Brian served as a portfolio manager for The Shevland Group, an investment management business where he focused his efforts on tactical asset allocation strategies based on his theory that diversification alone does not provide significant enough protection against major market downturns.

Brian graduated with a BS in Business from the Honors Scholars Program at the University of North Carolina at Wilmington, and he studied International Finance at University of Roehampton in London, England. He studied Spanish at Alhambra (from which he obtained a certificate) and he is fluent in that language, and he studied alternative investments at Wharton (from which he received a certificate). He also holds FINRA's Series 7 and 24 licenses, as well as the Series 66 license (the Series 66, or The Uniform Combined State Law Examination, was developed by the North American Securities Administrators Association to qualify persons as both securities agents and investment adviser representatives).

Disciplinary History:

None

Other Business:

Brian is a Principal with and owner of MCG Securities, LLC and with The Alpha Laboratory, and serves as a member of the board of directors of Benessere Capital Acquisition Corp., a special purpose acquisition company in which he has a personal investment. He may have interests in similar companies in the future, as well as serve on the boards of other public companies.

Supervision:

Brian is the CEO of the firm. All personnel report to him.

Born 1978.

Edward R. Condon

Senior Quantitative Strategist
Bluestone Capital Management, LLC
37 West Ave, Suite 301
Wayne, PA 19087
Phone (610) 337-6500
www.bluestonecm.com

Educational Background and Business Experience:

Edward Condon has over 31 years of experience in quantitative research and financial services. Prior to joining Bluestone, Mr. Condon was co-founder and Executive Vice President of Financial Products LLC, a Structured Note boutique broker-dealer where he was responsible for executive management, marketing, product development and compliance.

Prior to that, Edward was Vice President at Investment Bank Credit Suisse in the Equity Derivatives group for two years. Prior to that, Mr. Condon was Vice President at Investment Bank Morgan Stanley in their Equity Derivatives group, a position he held for two years. Prior to these roles, Mr. Condon was Director of Institutional Services at Value Line where he had executive responsibility for all of Value Line's institutional equity research, software, database, and advisory products. Before Value Line, Edward was co-founder and Managing Director of Sherpa Corp., a technology startup company focused on ground-breaking XML software implementations, and he spent ten years with Avatar Associates, a New York based institutional Tactical Asset Allocation (TAA) money manager with over $4 billion in assets under management. At Avatar, Mr. Condon held several key roles including First Vice President of Quantitative Research.

Edward is a graduate of the NYU Stern School of Business, and has an MBA in Finance and Statistics. He earned his BA (in physics) from Lehigh University. Mr. Condon holds FINRA's Series 7 and 24 licenses, and the North American Securities Administrators Association Series 63 and 65.

Disciplinary History:

None

Other Business:

Edward is owner of Regatta Advisors LLC d.b.a. Trust Estate Labs, and is a registered representative of MCG Securities, LLC, a registered broker-dealer and a Bluestone Affiliate.

Supervision:

Edward is under the supervision of Mr. Brian Shevland, CEO, 610-337-6500.

Born 1966

Andrew Giannone, CFA®

Associate Portfolio Manager
Bluestone Capital Management
37 West Ave, Suite 301
Wayne PA 19087
610-337-6500
www.bluestonecm.com

Educational Background and Business Experience:

Andrew Giannone has over 10 years experience in investment management and financial services. Most recently, he spent 2 years as a Portfolio Analyst at Bluestone specializing in investment research and trading before being promoted to Associate Portfolio Manager in 2016. Prior to that Andrew worked for 2 years at CITCO Fund Services. Andrew Giannone received a B.S. in Finance from Penn State University's Smeal College of Business.

Disciplinary History:

None

Other Business:

Andrew serves as a portfolio adviser to Alden Investment Group (Alden Capital), a registered investment adviser. He is a registered representative of MCG Securities, LLC, a broker-dealer and Bluestone affiliate.

Supervision:

Andrew is under the supervision of Brian Shevland, CEO. Mr. Shevland’s telephone number is 610-337- 6500. Generally, no person at the firm makes unilateral investment decisions or gives unilateral recommendations, but Andrew may make unilateral decisions regarding certain accounts under certain circumstances.

Born 1990.