

Valley Brook Capital Group, Inc.
d/b/a: Valley Brook Capital Group
d/b/a: MST Wealth Advisors, LLC
FORM CRS - March 22, 2024

Valley Brook Capital Group, Inc. is registered with the Securities and Exchange Commission as an investment adviser offering services under the DBAs Valley Brook Capital Group and MST Wealth Advisors, LLC. We provide advisory services rather than brokerage services. Brokerage and investment advisory services and fees differ and it is important for you, our client, to understand the differences. Additionally, free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing. This document is a summary of the services and fees we offer to "retail" investors, which are natural persons who seek or receive services primarily for personal, family, or household purposes.

What investment services and advice can you provide me?

We offer the following investment advisory services to retail investors: **Financial Planning Services; Wealth Management Services; Automated Asset Management Services.**

Account Monitoring: If you open an investment account with our firm, as part of our standard Wealth Management or Automated Asset Management services we monitor your investments on a quarterly basis, at a minimum. If you engage us for Financial Planning Services only, we will not monitor your investments unless specified in the advisory agreement you sign with our firm.

Investment Authority: We manage investment accounts on a **discretionary** basis whereby **we will decide** which investments to buy or sell for your account. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing. We may also offer **non-discretionary** investment management services whereby we will provide advice, but **you will ultimately decide** which investments to buy and sell for your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Investment Offerings: We offer advice on the following types of investments or products: equity securities, corporate debt securities (other than commercial paper), certificates of deposit, municipal securities, variable annuities, mutual fund shares, United States government securities, money market funds, REITs and ETFs. We may also offer advice on other types of investments as appropriate for our individualized investment advice.

Account Minimums and Requirements: In general, we require that Wealth Management and Automated Asset Management clients maintain a minimum account balance of \$5,000. This minimum may be waived in our sole discretion. In addition, we may charge a minimum fee of \$1,000.00 annually, which may be waived or reduced in our sole discretion.

Detailed information regarding our services, fees and other disclosures can be found in our Form ADV Part 2A Brochure, Items 4, 7, and 8 by clicking this link <https://adviserinfo.sec.gov/firm/brochure/122460>.

Key Questions to Ask Your Financial Professional

- **Given my financial situation, should I choose an investment advisory service? Why or Why Not?**
- **How will you choose investments to recommend to me?**
- **What is your relevant experience, including your licenses, education and other qualifications?**
- **What do these qualifications mean?**

What fees will I pay?

The following summarizes the principal fees and costs associated with engaging our firm for investment advisory services.

- **Asset Based Fees** - Payable quarterly in advance. Since the fees we receive are asset-based (i.e. based on the value of your account), we have an incentive to increase your account value which creates a conflict especially for those accounts holding illiquid or hard-to-value assets;
- **Hourly Fees** - Payable as specified in the advisory agreement you sign with our firm. A portion of fees may be required up-front, as a retainer for services.

Examples of the most common additional fees and costs applicable to our clients are:

- Custodian and account maintenance fees;
- Fees related to mutual funds and exchange-traded funds;
- Fees related to variable annuities, including surrender charges;

- Transaction charges when purchasing or selling securities; and
- Other product-level fees associated with your investments.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

For detailed information, refer to our Form ADV Part 2A Brochure, Items 5 and 6 by clicking this link <https://adviserinfo.sec.gov/firm/brochure/122460>.

Key Questions to Ask Your Financial Professional

- **Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?**

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

- **Third-Party Payments:** Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products. Insurance commissions are separate and in addition to our advisory fees. This practice presents a conflict of interest because they have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs.
- Because our revenue is derived from asset-based fees, we have an incentive to grow your account as much as possible. This could cause us to take overly aggressive positions in conflict with your interests in an attempt to grow your account, or could incentivize us to inflate the valuations of illiquid investments held in your account.

Key Questions to Ask Your Financial Professional

- **How might your conflicts of interest affect me, and how will you address them?**

Refer to our Form ADV Part 2A Brochure by clicking this link <https://adviserinfo.sec.gov/firm/brochure/122460> to help you understand what conflicts exist.

How do your financial professionals make money?

The financial professionals servicing your account(s) are compensated in the following ways: salary. Our financial professionals' compensation is based on the amount of client assets they service and the revenue the firm earns from the person's services or recommendations. This represents a conflict of interest in that our financial professionals are incentivized to refer business to our firm. In addition, our financial professionals may earn commissions as insurance agents, from the sale of insurance products. This represents a conflict of interest in that our financial professionals have a financial incentive to recommend insurance products to you.

Do you or your financial professionals have legal or disciplinary history?

No, our firm and our financial professionals currently do not have any legal or disciplinary history to disclose. Visit Investor.gov/CRS for a free and simple research tool.

Key Questions to Ask Your Financial Professional

- **As a financial professional, do you have any disciplinary history? For what type of conduct?**

You can find additional information about your investment advisory services and request a copy of the relationship summary at 724-941-8625 or click the link provided <https://adviserinfo.sec.gov/firm/brochure/122460>.

Key Questions to Ask Your Financial Professional

- **Who is my primary contact person?**
- **Is he or she a representative of an investment adviser or a broker-dealer?**
- **Who can I talk to if I have concerns about how this person is treating me?**