

Matthew Goff Investment Advisor, LLC

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Firm CRD# 114796

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January 1, 2011

This Brochure provides information about the qualifications and business practices of Matthew Goff Investment Advisor LLC. If you have any questions about the contents of this Brochure, please contact us at 713-850-8900. 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. Matthew Goff Investment Advisor LLC is a registered investment advisor. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Matthew Goff Investment Advisor LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated January 1, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

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

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

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting our office at 713-850-8900. Our Brochure is also available on our web site www.matthewgoff.com/adv2.pdf free of charge.

Additional information about Matthew Goff Investment Advisor LLC is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Matthew Goff Investment Advisor LLC who are registered, or are required to be registered, as investment adviser representatives of the company.

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Item 4 – Advisory Business

Matthew Goff Investment Advisor, LLC (the “Firm”) is an investment adviser providing investment management services (the “Services”) to individuals, small business and retirement plans. The company offers its Services on a fee-only basis which is charged based upon assets under management. Prior to engaging the company to provide any of the foregoing Services, the client will be required to enter into one or more written agreements setting forth the terms and conditions under which the company shall render its Services (collectively the “Agreement”).

The company was founded in 1995 by Matthew Goff, CIO (Chief Investment Officer). Since then, the company has seen an exponential growth in the number of clients and assets under management, each demanding no less than the highest standards of Service. To this day, Mr. Goff remains the Principal, owning 100% of the company and remaining committed to providing the highest standard of Services to clients. The company spends 100% of its time engaged in providing Investment Advisory Services to clients. The company manages approximately \$85.35 million, \$80.13 million of which is managed on a fully discretionary basis and the remaining \$5.22 million on a non-discretionary basis.

Because of the company’s fee-only model, the company has the autonomy to act in the best interest of the client. The company takes the time to analyze the situation of each client and develop solutions tailored to each client’s needs. The company bases its portfolio strategy on the objectives, income needs and other special circumstances of each client. The company seeks to create the optimal balance between reducing risk, asset growth, income, and preservation of capital.

The company allocates its clients assets on a discretionary basis, which means the company will determine which securities and the amount of each security to be purchased or sold. The specifics of each client’s portfolio is spelled out in the Advisory Agreement executed between the client and the company. In all cases the company utilizes its expertise to build customized portfolios using securities including, but not limited to, the following:

- Exchange Listed Stocks and Funds
- Securities Traded Over the Counter
- Mutual Fund Shares
- Corporate Bonds
- US Government Bonds
- Commercial Paper
- Certificate of Deposits
- Options on Securities

The company’s main strategy is providing optimal investment advisory service to clients, including rigorously addressing each individual’s specific needs. Because these needs evolve overtime, clients are advised to promptly notify the company if there are any changes in their financial situation that could materially impact the management of their portfolio.

Item 5 – Fees and Compensation

Clients execute an agreement granting Matthew Goff Investment Advisory, LLC a limited power of attorney with full discretion to select investments and dollar amounts to be allocated to each investment, and to direct these investments through a third party broker and/or custodian. Investments which are reasonably expected to achieve a client's investment objectives, as established during the initial interview with the client, are then selected by the advisor.

Fees vary according to the size of the portfolio under management. The fees are payable at the end of each quarter. Termination of the investment advisory contract is accomplished via 30 day written notice. The fee schedule is as follows:

	PORTFOLIO VALUE ANNUAL FEE	
	Equities	Fixed Income
First \$2 Million	1.25%	.95%
Next \$3 Million	1.00%	.09%
Next \$5 Million	.90%	.75%
Next \$15 Million	.75%	.60%
Next \$25 Million	.65%	.50%
All assets in excess of \$50 million	.50%	.40%

The company, in its sole discretion, may charge a lesser management fee based upon client circumstance. The specific manner in which fees are charged by the company is established in the company's Investment Management Agreement. The company generally bills management fees on a quarterly basis. Clients are billed in arrears – at the end of each quarter. Clients must authorize for such fees to be debited directly from the clients account at the end of the quarter. Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable.

The company is compensated solely by its clients and does not receive any third party fees or commissions. The company's management fees listed in this document are separate from fees and charges imposed by custodians, brokers, third party investments including but not limited to fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to the advisory fees.

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

The company does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Matthew Goff Investment Advisory, LLC provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments and trust. In addition the company provides services to entrepreneurs and professionals, including doctors, corporate executives, attorney and CPAs.

The company generally requires a minimum of \$500,000 in investable assets to engage Services. The company, in its sole discretion, may negotiate or waive this minimum depending on the client circumstances.

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

The company develops solutions tailored to each client's needs including risk tolerance, income requirements and other special circumstance. The company seeks to create the optimal balance between maximizing returns, reducing risk and preserving capital. The company utilizes a fundamental approach to selecting investments. Investment decisions are based on independent analysis by the company. In deciding to purchase or sell investments, the company weighs the potential gains against the potential risk of loss.

Investing in marketable securities such as stocks, bonds and exchange traded funds involves risk of loss that clients should be prepared to bear. The company seeks to reduce risk through diversification and by constantly monitoring the client's portfolio valuations, income potential as well as the general business outlook and industry and corporate conditions.

Item 9 – Disciplinary Information

The company has no disciplinary information to report.

Item 10 – Other Financial Industry Activities and Affiliations

Matthew Goff Investment Advisor, LLC participates in various Internet marketing services in which a one-time fee may be incurred for each client referred to the company. The company reserves the right to decline such referrals at the company's discretion.

Item 11 – Code of Ethics

The company has adopted a *Code of Ethics* for all supervised persons of the company which describes its high standard of business conduct, and fiduciary duty to its clients. The *Code of Ethics* includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of or giving of significant gifts and the reporting of certain gifts and business entertainment items, personal securities' trading procedures, among other things. All supervised persons at the company must acknowledge the terms of the *Code of Ethics* annually, or as amended by the company.

All employees associated with the company are required to follow its *Code of Ethics*. Subject to satisfying this policy and applicable laws, officers, directors and employees of the company and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for the company's' clients. The *Code of Ethics* is designed to ensure that the personal securities transactions, activities and interests of the employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the *Code of Ethics* certain classes of securities have been designated as exempt transactions, i.e. mutual funds, Government and or Treasury securities, based upon a determination that these would not materially interfere with the best interest of the company's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the *Code of Ethics* in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the *Code of Ethics*, and to reasonably prevent conflicts of interest between the company and its clients.

The company's clients or prospective clients may request a copy of the company's *Code of Ethics* by contacting Matthew Goff, CIO at 713-850-8900.

Item 12 – Brokerage Practices

The company may use its discretion in choosing the broker for a particular trade on the basis of commission rate, financial responsibility, quality of execution, and other factors. Brokers utilized by the company charge varying discounted commission rates to clients which the advisor considers reasonable relative to market rates. Brokers utilized by the company charge commission rates which are generally lower than most full-service brokerage firms. Clients can designate a broker, designate an affiliated broker or leave selection of broker to the advisor. If the Client designates the affiliated broker, custodial services are provided by the affiliated broker.

The company often recommends discount brokers which may provide certain services to the advisor including receipt of duplicate client confirmations; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then to allocate the appropriate shares to client accounts); the ability to have advisory fees deducted from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, technology, and practice management products or services provided to the company by third party vendors. These services received by the advisor do not depend on the amount of brokerage transactions directed to the broker.

If the Client designates a non-affiliated broker or does not designate a broker, the Client may be responsible for custodial fees. From time to time brokerage transactions may be placed with brokers who provide services which could be defined as non research, e.g. stock bond quotation services. The client is under no obligation to select a specific broker-dealer in order to retain the services of the advisor.

Other than the above services outlined, the company receives no additional benefits directly or indirectly.

Item 13 – Review of Accounts

Accounts are monitored continually – the company reviews the overall asset allocation and individual holdings for each client's portfolio on a continuing basis. Specific client request for funds and market conditions will also trigger additional reviews. Clients will receive copies of confirmations and activity reports which are sent out at least quarterly.

The company urges clients to carefully review their quarterly statements for changes and new holdings in their account. In addition, all clients should maintain their statements in a safe place and contact the company if there are any changes or updates in client's financial situation which would materially affect the overall asset allocation.

Item 14 – Client Referrals and Other Compensation

The company may recommend discount brokers which provide special services designed to help and enhance the operations of investment advisory firms. Such services range from providing duplicate trade confirmations to block trading capability to research.

The company may at times enter into an Agreement (Solicitors Agreement) whereby the company will pay a referral fee or other compensation for the referral of new clients to the company. The company reserves the right to cancel such agreements at its sole discretion.

Item 15 – Custody

The company does NOT maintain custody of client assets. All assets are held at qualified custodians, other broker dealers, or mutual fund companies directly.

The company may recommend discount brokers for client accounts and custody which may provide certain services to the company including receipt of duplicate client confirmations; access to a trading desk serving other advisor firms; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, technology, and practice management products or services provided to the company by third party vendors. These services received by the advisor do not depend on the amount of brokerage transactions directed to the broker.

Clients should receive at least quarterly statements from the broker-dealer, or other qualified custodian that holds and maintains client's investment assets. The company urges clients to carefully review such statements and compare such official custodial records to the account statements which the company may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

The company accepts discretionary authority to manage accounts on behalf of clients with execution of a limited power of attorney for this authority. Clients may revoke this authority at their discretion. Discretionary authority from the client at the outset of an advisory relationship gives the company the ability to select the identity and amount of securities to be bought or sold as well as the broker to be used for such transactions. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for each client account and executed Agreement.

Item 17 – Voting Client Securities

Proxy votes are relatively common, especially when a shareholder cannot personally attend the annual meeting of a publicly traded corporation. It is the company's policy NOT to vote proxies relating to client securities. Generally, a client will receive proxy material directly from their custodian.

Item 18 – Financial Information

The company has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.