

Item 1 – Cover Page

Utica Capital Advisers, Inc.
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Tulsa, OK 74114
(918) 744-9215

www.uticap.com

December 2011

Form ADV, Part 2; our “Disclosure Brochure” or “Brochure” as required by the United States Securities and Exchange Commission is a very important document between Clients (you, your) and Utica Capital Advisers, Inc. (Utica, Applicant, Company, us, we, our). Utica’s IARD firm number is 114841.

This Brochure provides information about our qualifications and business practices of Utica Capital Advisers, Inc. (“Utica”, “Applicant”, “Company”, “us”, “we”, “our”). If you (“clients”, “your”) have any questions about the contents of this brochure, please contact us at (918) 744-9215. 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.

We are a registered investment adviser with the United States Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training. Additional information about Utica also is available on the SEC’s website at www.adviserinfo.sec.gov (click on the link, select “investment adviser firm” and type in our firm name). Results will provide you with both Parts 1 and 2 of our Form ADV.

Item 2 – Material Changes

This is Utica's "initial" filing of our Form ADV Part 2 or "Disclosure Brochure" dated December 2011, pursuant to amendments made to rules promulgated under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and the form formerly known as Form ADV Part II. This Disclosure Brochure was developed in response to new requirements adopted and imposed by the United States Securities and Exchange Commission. The only material change made since our last update filed on April 7, 2011 is to change our broker dealer affiliation. Please refer to Items 10 and 12 for additional information.

1. The revised Disclosure Brochure will be available, since our last delivery or posting of this document, on the SEC's public disclosure website at (IAPD) www.adviserinfo.sec.gov or you may contact our Chief Compliance Officer, Christi T. Rowland at (918) 744-9215.
2. When an update is made to this Disclosure Brochure we will send you an updated copy including a summary of material changes, or a summary of material changes that includes an offer to send you a copy (either by electronic means (email) or in hard copy form).

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Item 4 – Advisory Business

Utica Capital Advisers, Inc. is a corporation formed under the laws of the State of Oklahoma on September 15, 2000. We are registered with the United States Securities and Exchange Commission and notice filed with the States of Arkansas, Oklahoma, and Texas since April 15, 2004. Robert G. Taylor, President and Chief Executive Officer of Utica and Christi T. Rowland, Chief Compliance Officer, are its principal owners. As of December 31, 2010, we had approximately \$34,791,914 million of non-discretionary assets under management.

This Disclosure Brochure provides clients with information regarding the Company and the qualifications, business practices, and nature of advisory services that should be considered before becoming an advisory client of Utica.

Please contact Christi T. Rowland, Chief Compliance Officer, if you have any questions about this Brochure.

Individuals associated with us will provide our investment advisory services. These individuals are appropriately licensed and qualified to provide advisory services on our behalf. Such individuals are known as Investment Advisor Representatives (IARs). IARs are required to have a college degree, a minimum of 3 years investment experience, Series 7 and either Series 65 or 66 exam.

Below is a description of the investment advisory services we offer. For more detail on any product or service, please reference the advisory agreement, wrap brochure (if applicable) or speak with Christi T. Rowland or your IAR.

DESCRIPTION OF SERVICES PROVIDED

Utica intends to offer the following investment advisory services to clients:

I. ASSETS UNDER MANAGEMENT

The Company will provide asset management services to clients. The program includes the following:

Investor Profile - The Company consults with the client to obtain detailed financial information and other pertinent data using an investor profile worksheet to enable the Company to determine the appropriate investment guidelines, risk tolerance and other factors that will assist in ascertaining the suitability of the account.

Portfolio Management Selection - The Company provides non-discretionary advisory services including portfolio reviews and recommendations with respect to various investments. The Company will direct, with client's prior written or oral approval, the investment and reinvestment of the assets in the client's account. Investments are determined based upon the client's needs, investment objectives, risk tolerance, net worth, net income and other various suitability factors. You have the opportunity to place reasonable restrictions or constraints on the way your account is managed; however, such restrictions and guidelines imposed by clients affect the composition and performance of portfolios. For these reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios will be identical with the average client of the Company.

Performance Evaluation and Monitoring Services - The Company will furnish quarterly reports to clients or more frequently at the client's request. The internal reports are intended to inform clients as to the performance of their investments for the selected period.

II. SOLICITATION OF OUTSIDE MONEY MANAGERS

The Company will enter into agreements with various non-affiliated investment advisers to provide asset allocation and portfolio management for clients who have majority of assets in individual issues. The duties of the Company will include assisting the client in choosing investment objectives and appropriate investment managers, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions and answering client questions. Also, the Company reviews the performance of third party advisers on a quarterly basis prior to introducing clients to the non-affiliated investment advisers. As a result of the agreement, compensation will be provided to the Company in exchange for introducing clients to the non-affiliated investment advisers.

Item 5 – Fees and Compensation

I. ASSETS UNDER MANAGEMENT

Fee Schedule:

Compensation will be derived from an annual fee collected quarterly in arrears from clients' accounts at a maximum rate of 2.19% for new clients and a maximum rate of 2% for existing clients. Fees may be negotiable.

Clients may incur administrative charges paid to the custodian.

Also, the Company or its associated persons occasionally place clients' assets in products that pay a commission or trail to the associated person.

There are no refunds and clients may terminate their contract(s) at any time. A full refund will be provided without penalty if the client terminates the agreement, in writing, within five business days of the contract being executed.

All customer assets will be held by the custodian of the account. The Company will not hold customer funds or securities.

The client may grant the Company the authority to receive quarterly payments directly from the client's account held by an independent custodian. Accordingly, the client will provide, in writing, limited authorization to withdraw the contractually agreed upon fees from the account. The Company will send to the client and the custodian a bill showing the amount of the fee, the value of client's assets on which the fee was based, and the specific manner in which the fee was calculated. The custodian of the account is advised in writing of the limitation on the Company's access to the account. The custodian will also send to the client a statement, at least quarterly, indicating all the amounts disbursed from the account including the amount of advisory fees paid directly to the Company.

II. SOLICITATION OF OUTSIDE MONEY MANAGERS

Compensation to the Company may be in the form of a percentage of the fee charged to the client by the non-affiliated investment adviser for its services. The maximum fee received by the Company will be 50% of the non-affiliated investment adviser's fee. These fees will usually be calculated as a percentage of assets under management. The relationship of the Company with the non-affiliated investment advisers will be clearly communicated to all clients in a disclosure statement provided by the non-

affiliated investment adviser and/or the Company. The client will not be charged a higher fee by the non-affiliated investment adviser due to this solicitation arrangement.

Compensation is usually received by the Company after services are rendered. Fees paid in advance will be refunded to the client prorated to the number of days in the quarter in which the client received the services. Generally, an agreement may be terminated upon 30 days written notice. However, compensation arrangements and termination provisions will also be disclosed in the non-affiliated adviser's disclosure brochure and/or the Company's disclosure brochure. Fees, payments and refund policies will vary depending upon the non-affiliated investment adviser's fee schedule and terms. The Company will determine that any non-affiliated investment adviser, with which the Company contracts, is properly registered in those states where investment advice or securities are provided to residents of that state.

ADDITIONAL INFORMATION CONCERNING FEES

A client could invest in a mutual fund directly, without the services of the Advisor. In that case, the client would not receive the services provided by the Advisor which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to the client's financial condition, goals, and objectives. Accordingly, the clients should review both the fees charged by the funds and the fees charged by the Advisor to fully understand the total amount of fees to be paid by the clients and to thereby evaluate the advisory services being provided.

Management fees charged are separate and distinct from the fees and expenses charged by mutual funds which may be recommended to clients. Clients may incur certain charges imposed by third parties other than the Company. A description of these and other expenses are available in each fund's prospectus.

The Company utilizes Multi-Financial Securities Corporation, a broker dealer registered with FINRA, for clients that elect to invest in mutual funds. "Load" shares are waived for all mutual fund purchases.

The Company will not be compensated on the basis of a share of capital gains or on capital appreciation of the funds or any portion of the funds of the client.

All information and advice furnished by either party to the other, including their agents and employees, shall be treated as confidential and not disclosed to third parties except as agreed upon in writing or required by law.

Clients will incur transaction charges imposed by unaffiliated third parties. The client may pay custodial fees, charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund

management fees and other fund expenses), wire transfer fees and other fees and taxes on brokerage accounts and securities transactions.

Advisory recommendations are based on the client's financial situation at the time the services are provided and are based on financial information disclosed by the client to the Company. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. Client must notify the Company or your IAR promptly when the client's financial situation, goals, objectives, or needs change.

Advisor shall never have custody of any client funds or securities, as the services of a qualified and independent custodian will be used for these asset management services.

Advice offered by the Company may involve investments in stocks, fixed income, ETF's, hedge funds, private equities, managed futures, partnerships, options, and mutual funds. All fees paid to the Advisor for investment advisory services are separate and distinct from the fees and expenses charged by stocks, ETF's, hedge funds, private equities, managed futures, and some mutual funds (described in each fund's prospectus) to their shareholders. These fees may include, but are not limited to, a management fee, upfront sales charges, and other fund expenses. The client should review all fees charged by money market funds, the Company, and others to fully understand the total amount of fees to be paid by the client.

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

We do not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in a client account (so-called performance based fees). Our compensation structure is disclosed in detail in Item 5 above.

Item 7 – Types of Clients

We provide investment advisory services to individuals, pension and profit sharing plans, trusts, and corporations. The Company requires a minimum balance of \$100,000 to open and maintain an account, although some accounts of lesser size may be accepted.

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

Our investment strategies may include long term buy and hold, and short-term trading, as well as margin transactions and option strategies. The use of margin may result in interest charges as well as all other fees and expenses associated with the security or account involved.

Each portfolio will be initially designed to meet particular investment goals. The Company determines that a portfolio is suitable to the client's goals, objectives, circumstances, and risk tolerance. Each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. The Company's strategy, generally, will be to seek to meet client investment objectives while providing clients with access to personal advisory services on at least a quarterly basis, or more often, depending upon prior agreement.

In determining the investment advice to give to you, we may utilize charting to determine trends and project future values. In a fundamental analysis, we analyze the financial statements and health of a business, its management and competitive advantages, and its competitors and markets but usually focusing on growth or value (or sometimes a combination of both) to determine if such security meets the clients' needs and objectives. We will take into consideration when making investment decisions the stages of the business during a given point in time. We may also perform a security analysis discipline, known as a technical analysis, in forecasting the direction of prices through the study of past market data, primarily price and volume.

In addition to the securities discussed in Item 5, the Company offers advice on other types of investments such as tax credits and equipment leasing.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report. 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.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Company nor any of our management persons (except as disclosed below) are registered, or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities, except the relationships disclosed below.

In addition, neither the Company nor any of our management persons have any relationship or arrangement that is material to our advisory business or to our clients that Company or any of our management persons have with an affiliated person that is, under common control and ownership, a:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker,
- Investment company or other pooled investment vehicle,
- Other investment adviser or financial planner,
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Insurance company or agency,
- Pension consultant,
- Real estate broker or dealer, or
- Sponsor or syndicator of limited partnerships.

However, associated persons of the Company are licensed to sell securities through Multi-Financial Securities Corporation (“Multi-Financial”), a broker dealer registered with FINRA and various regulatory agencies, or such other securities broker dealers with which they may in the future become associated. Activities listed and commissions earned are independent from and in addition to those of the Company. This could

present a conflict of interest for the associated person to make recommendations related to the purchase or sale of securities products and present an incentive to receive additional compensation as a registered representative. Associated persons of the Company providing investment advice spend approximately 10% of their time selling securities and 90% of their time providing investment advice.

The Company utilizes Multi-Financial, a broker dealer registered with FINRA, for clients that elect to invest in mutual funds. "Load" shares are waived for all mutual fund purchases.

The above associations may be considered material; however, the Company and Multi-Financial are not affiliated companies.

Robert G. Taylor will be dually registered as investment adviser representative of Multi-Financial, a registered investment adviser.

Associated persons of the Company are licensed to sell life and annuity insurance products through various companies. Associated persons of the Company may receive compensation for the sale of such products. The client is under no obligation to purchase insurance products through them and is free to choose the sources through which to implement investment advisory recommendations. This association may be considered material; however, the Company is not affiliated with insurance companies.

The Company either has or expects to have arrangements or professional alliances with other investment advisers and professionals which are material to the Company's advisory business. The Company may enter into arrangements with investment advisers under which the Company may be a co-adviser or sub-adviser with respect to assets under management by another adviser, or under which shared roles and compensation arrangements are established.

The Company has entered into informal networking arrangements with other investment advisers for sharing opinions and collective research data, and also with accounting firms, insurance firms, law firms or individual law, insurance or accounting practitioners or pension consulting firms for the purpose of identifying potential advisory clients and for other marketing and client development activities, including multi-disciplinary services to common clients. To the extent of that such networking activities or associations involve solicitation or referral of advisory clients, the Company will enter into specific written agreements ("Solicitor's Agreement") defining the scope of solicitation or referral activities and compensation paid by the Company in connection therewith. Advisory clients solicited for or referred to the Company by such persons make written disclosure to potential clients concerning the nature of the relationship with the Company and associated compensation. The Company has prescribed forms of

Solicitor's Agreement and "Solicitor's Disclosure Statement" for this purpose. These associations may be considered material; however, the Company is not affiliated with the other investment advisers and professionals.

As part of its duties to its clients, the Company and its associated persons endeavor at all times to put the interest of the clients first.

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

The Company has adopted a Code of Ethics in compliance with SEC Rule 204A-1 under the Investment Advisers Act of 1940 (as amended—the Advisers Act) and in compliance with state regulations imposing on each associated person a duty to place the interests of clients first, to report to the Company any actual or potential conflict of interest. All employees of Utica are deemed by the Advisers Act to be supervised persons¹ and are therefore subject to this Code of Ethics. In carrying on its daily affairs, Utica and all of our associated persons shall act in a fair, lawful and ethical manner, in accordance with the rules and regulations imposed by our governing regulatory authority. The Code of Ethics sets forth standards of conduct and requires compliance with state securities laws. Our Code of Ethics also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to our Chief Compliance Officer. We will provide a copy of our Code of Ethics to you or any prospective client upon request within a reasonable period of time at the current address of record.

We have created a Code of Ethics which establishes standards and procedures for the detection and prevention of certain conflicts of interest including activities by which persons having knowledge of the investments and investment intentions of Utica might take advantage of that knowledge for their own benefit. The Company has in place Ethics Rules (the “Rules”), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that the Company’s personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of the Company’s clients first; (iii) disclose all actual or potential conflicts; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

¹ Supervised person means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.

The Code of Ethics requires each officer and employee of the Company with access to the investments or portfolio information of the Company's clients (each an "Access Person²") to report quarterly and annually theirs and their immediate family member's securities holdings and transaction to the Company's Chief Compliance Officer. In addition, each Access Person must pre-clear any trades in initial public offerings or private placements with the Company's Chief Compliance Officer. The Code of Ethics also imposes restrictions and safeguards on the use of material nonpublic information. A copy of the Company's Code of Ethics may be obtained by writing to the Company or by calling us during regular business hours. We will furnish a copy within a reasonable period of time to you at your current address of record.

We do not nor does a related person recommend to you, or buy or sell for your accounts, securities in which we (or a related person) have a material financial interest.

The Company or its associated persons may buy or sell for themselves investment products recommended to clients. Records will be maintained of all securities or insurance products bought or sold by the Company, associated persons or related entities. Such records will be available for inspection upon request.

Files of securities transactions effected for associated persons of the Company will be maintained for review should there be a conflict of interest. The principal of the Company will review all securities transactions of related persons of the Company to ensure no conflicts exist with client executions.

Neither we, nor does a related person, recommend securities to you, or buy or sell securities for your accounts, at or about the same time that we (or a related person) buy or sell the same securities for our own (or the related person's own) account.

We do not execute transactions on a principal or agency cross basis.

² Access person means any of your supervised persons who has access to nonpublic information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. If providing investment advice is your primary business, all of your directors, officers and partners are presumed to be access persons.

Item 12 – Brokerage Practices

Pursuant to Section 28(e) of the Securities Exchange Act of 1934, the Company will have soft dollar arrangements whereby the Company has the limited discretionary authority to select certain broker dealers who may charge commissions in excess of the lowest available commissions in recognition of the value of research products or services provided by the broker dealer to the Company. The products or services arranged or provided by the broker dealer in return for directing brokerage commissions to the broker dealer may be used in making investment decisions for the clients' account but may or may not be used in connection with accounts that have paid commissions to the broker providing the service. With the Company's fiduciary duty to obtain best execution of securities transactions, the Company will make a good faith determination that the amount of commissions allocated to the broker is reasonable in relation to the value of the brokerage and research services provided by the broker.

Research products and services may include access to a proprietary research system, access to third party providers of pricing and performance information, and software applications.

Adviser may provide assistance or suggest brokers or dealers as custodian of the client's account or assets, through which Adviser will effect transactions. In such client-directed brokerage agreements, Client's account may be charged transaction commissions at a rate agreed upon between client and the broker or dealer.

Associated persons of the Company, in their capacity as registered representatives of the Multi-Financial Securities Corporation, or such other securities broker dealers with which they may in the future become associated, may recommend Multi-Financial Securities Corporation's broker dealer services to clients who have or are utilizing the Company's advisory services. The Company's clients are free to implement advisory recommendations through any firm. There is no obligation to effect transactions through Multi-Financial Securities Corporation or the associated persons of the Company. The Company does not warrant or represent that commissions for transactions implemented through Multi-Financial Securities Corporation will be lower than commissions available if clients use another brokerage firm. The Company believes, however, that the overall level of services and support provided to clients by Multi-Financial Securities Corporation outweighs the potentially lower transaction cost available under other brokerage arrangements. All accounts of the Company have been researched to the extent needed to produce financial advice or make investment suggestions for the client based on client goals, objectives, risk tolerances, and needs.

If an advisory client implements recommendations made by the Company by purchasing securities or other products through Multi-Financial Securities Corporation, the Company may receive additional compensation in the form of commissions, including 12b-1 fees for the sale of investment company products. The Company may make conflicting or differing recommendations with respect to the same securities or insurance products to different advisory clients. Notwithstanding such additional compensation, however, the Company strives to serve the best interest of the clients.

As part of its duties to its clients, the Company and its associated persons endeavor at all times to put the interest of the clients first.

We do not consider whether we or a related person receive client referrals from a broker-dealer or third party in selecting or recommending broker-dealers to you. Furthermore, we do not routinely recommend, request, or require that a client direct us to execute transactions through a specified broker-dealer; nor do we aggregate the purchase or sale of securities for various client accounts.

Item 13 – Review of Accounts

Accounts are reviewed quarterly, at a minimum, by the President/CEO of the Company, Robert G. Taylor or the Vice President/Secretary of the Company, Christi T. Rowland. There is no minimum number of accounts assigned for the reviewer. The review process contains each of the following elements:

- a. assess client's goals and objectives;
- b. evaluate the strategy which has been employed;
- c. monitor the portfolio; and
- d. address the need to rebalance.

Account reviews may be triggered by any one or more of the following events:

- a. specific client request;
- b. change in client's goals and objectives;
- c. quarterly; and
- d. imbalance of portfolio asset allocation.

All clients will receive a written quarterly report which outlines the clients' current position, security cost basis, and current market value. Clients also receive written performance analysis reports, which display the time weighted rates of return realized in the clients' account. You are encouraged to review these reports and compare them against reports received from the independent custodian that services your advisory account. You should immediately inform us of any discrepancy noted between the custodian records and the reports you receive from us.

All such reports will be in addition to custodial statements received by the client from the clients' broker/dealer custodian. All clients in need of a more frequent report may request that additional service.

Item 14 – Client Referrals and Other Compensation

Refer to Items 5, 10, and 12 above for details of our arrangements under which we provide and/or receive compensation for client referrals including the compensation structure.

Non-employee (outside) consultants who are directly responsible for bringing a client to the Company; such as accountants, attorneys and other professionals, may receive compensation from the Company. Such agreements will comply with the requirements set out in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationship between the solicitor and the investment adviser be disclosed to the client at the time of the solicitation or referral. Ongoing referral fees are a maximum of 18% of the annual management fees earned by the Company on referred accounts and represent no additional expenses to such accounts or a one-time referral fee of a maximum of 88.5% for the first year's initial annual fee.

In any case, applicable state laws may require these persons to become either licensed as representatives of the Company or as an independent investment adviser. The client will be requested to acknowledge this arrangement prior to acceptance of the clients' funds.

As mentioned above, associated persons of the Company are associated with Multi-Financial Securities Corporation, a registered broker dealer. The client will be advised that the Company may be receiving a fee for investment advice and the related persons a commission for any securities transactions effected. Activities listed and commissions earned are independent from and in addition to those of the Company.

Item 15 – Custody

We do not have custody of client funds or securities; however, we may be granted authority, upon written consent from you, to deduct the advisory fees directly from your account. The custodian will send to you, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to us. You should compare the account statements you receive from the qualified custodian with those you receive from us.

Item 16 – Investment Discretion

Adviser agrees to supervise and direct the investments of the clients' account on a non-discretionary basis with prior consultation with client, and subject to the limitations and restrictions as client may impose by notice in writing to the Company.

The client has the full power and authority in connection with the advisory account (a) to buy, sell, exchange, convert and otherwise trade in any and all stocks, bonds and other securities as client may select; and (b) to establish and deal through accounts with one or more securities brokerage firms, dealers or banks as the client may select. Client may impose by notice in writing to the Company, such limitations and restrictions concerning the account as the client may, in his/her/its discretion, see fit. The discretionary authority of the client shall remain in full force and effect until the Company receives written notice from the client of termination or until the Company receives written notice of client's death or incompetence as adjudicated by a court or other tribunal of competent jurisdiction. Client shall be fully responsible for the decisions relating to the alternatives presented to and selected by the client.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

We do not have, nor will we accept authorization to vote client securities. You will receive proxies or other solicitations directly from your custodian or a transfer agent. You should contact your custodian or a transfer agent with questions about a particular solicitation.

Item 18 – Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have custody of client funds or securities, or require or solicit prepayment more than \$1,200 in fees per client and six months or more in advance. In addition, we are not currently, nor at any time in the past ten years been, subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

Utica is an SEC registered investment adviser so this section is not applicable.

Part 2B: Brochure Supplement (Advisory Personnel)

Item 1 – Cover Page

This Brochure Supplement lists information about all employees who formulate investment advice, have discretionary authority over client's assets, and have direct client contact. These employees, also called Supervised Persons by the United States Securities and Exchange Commission, are Robert G. Taylor and Christi T. Rowland.

Additional information about us is available on the Securities and Exchange Commission's website at www.adviserinfo.sec.gov.

Name of Registered Investment Adviser	Utica Capital Advisers, Inc.
Address	2100 South Utica, Suite 300 Tulsa, OK 74114
Telephone Number	(918) 744-9215
Date of Supplement	March 2011

Item 2 – Educational Background and Business Experience

Name: **Robert G. Taylor**
Year of Birth: 1946

Education: Oklahoma City University, Oklahoma City, OK – 1969
BA in Philosophy/Speech

Phillips Grad Seminary, Enid, OK – Theology

Oklahoma City University, Oklahoma City, OK – MAT

Business: Utica Capital Advisers, Inc. – 04/02 to present
President and Chief Executive Officer

Multi-Financial Securities Corporation – 12/11 to present
Registered Representative/Investment Adviser Representative

Cambridge Investment Research, Inc. – 07/09 to 12/11
Registered Representative/IAR

Multi-Financial Securities Corporation – 01/04 to 07/09
Registered Representative

Utica Capital Advisers, Inc. - 02/00 - 04/02
CEO

IFG Advisory Services, Inc. - 11/99 - 12/03
Investment Adviser Representative

IFG Insurance Agency of Oklahoma, Inc. - 03/97 - 12/03
President/Treasurer/Sec./Director

One Orchard Equities - 01/97 - 04/97
Representative

IFG Network Securities, Inc. - 10/96 - 12/03
Registered Representative

The Great-West Life Assurance Company - 07/92 - 01/97
Registered Representative

MML Investor Services, Inc. - 07/87 - 10/96
Registered Representative

Massachusetts Mutual Life - 03/87 - 10/96
Agent

Taylor & Associates - 01/82 - Present

Name: **Christi T. Rowland**
Year of Birth: 1970

Education: Oklahoma City University, Oklahoma City, OK – Education
University of Tulsa, Tulsa, OK – Education
Tulsa Community College, Tulsa, OK – Education
Northeastern State University, Tahlequah, OK – 1995
BA in English

Business: Utica Capital Advisers, Inc. – 04/02 to present
Vice President/Secretary/Chief Compliance Officer

Cambridge Investment Research, Inc. – 07/09 to 12/11
Registered Representative

Multi-Financial Securities Corporation – 01/04 to 07/09
Registered Representative

Item 3 - Disciplinary Information

An investment adviser and its supervised persons must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its supervised persons. None of our supervised persons have any such disclosure items.

Item 4 - Other Business Activities

See Items 10 and 14 in the Company's Disclosure Brochure for disclosure regarding the business activities of the Company's supervised persons in Item 2 above.

Item 5 - Additional Compensation

See Items 5, 10 and 14 in the Company's Disclosure Brochure for disclosure regarding additional compensation received by the Company's supervised person in Item 2 above.

Item 6 - Supervision

The direct supervisors of the Company's supervised persons are the President/Chief Executive Officer of the Company, Robert G. Taylor, or the Vice President/Secretary of the Company, Christi T. Rowland. Their telephone number is (918) 744-9215. Mr. Taylor and Ms. Rowland review accounts quarterly, at a minimum.

Item 7 - Requirements for State-Registered Advisers

The Company is an SEC registered investment adviser so this section is not applicable.