

Equinox Financial Advisors, Inc.

16 Lincoln Ave, Manchester Center VT. 05255

802-367-7750

www.equinoxfinancialadvisors.com

March 15, 2011

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 and "Equinox Financial Advisors, Inc."

This brochure provides information about the qualifications and business practices of Equinox Financial Advisors, Inc.. If you have any questions about the contents of this brochure, please contact us at 802-367-7750 and / or equinoxfinancialadvisors.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 Equinox Financial Advisors, Inc. also 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.

We are a registered investment adviser with the Securities and Exchange Commission. 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 hire us or to continue to maintain a mutually beneficial relationship.

1. Initial Filing on March 15, 2011:

- a. This is our “initial” filing of what we regard as “The New Part 2” of our Form ADV. As a result, this Document, dated March 15, 2011 is brand new. This document was developed in response to new requirements adopted and imposed by the Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940 (IA Act). As a result, this Disclosure Brochure is substantially different from previous versions and includes disclosures not specifically required by the Old Part II.
 - b. As a result, this “Brochure” should be considered “materially new” although you will recognize most of the disclosures as similar or identical to what you have read in the past. New Disclosures in this document include those items previously not requested, including:
 - i. The elimination of Part II, Pages 1-6 (or the old check the box pages).
2. In future filings, this section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.
3. 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).
4. If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact our Chief Compliance Officer, David L. Fielding Jr. at 802-367-7750 or efa@sover.net.

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Item 4 – Advisory Business

Equinox Financial Advisors, Inc, was established in 2004 and is a fee only investment advisory and financial planning firm providing high quality, customized investment management and financial planning services to individuals, families, trust, non-profits and small businesses. Located in Manchester Center Vermont, the firm is independently owned and managed by the principal of the firm, David L. Fielding Jr. CFP. Equinox Financial Advisors, Inc. retains as a primary objective providing professional, individually-tailored investment and financial planning services to individuals, families, small businesses, professional, and nonprofits. We seek to understand the client's personal goals and imposed restrictions designing every portfolio and financial plan to meet those specific needs and restrictions. Our decisions are guided by the highest ethical and professional standards, offering each client a relationship based on personal knowledge, the highest levels of trust and investment and financial planning expertise.

Equinox Financial Advisors, Inc. manages \$54,688,365 of client assets on a discretionary basis as of December 31, 2010.

Item 5 – Fees and Compensation

As fee-only financial advisors, we are compensated solely from fees paid by our clients and do not accept commissions or compensation from other sources. This fee-only method of compensation provides us with the independence to select the best solutions for our clients. We offer a 35% discount on all fees to nonprofit organizations. Fees are negotiable on an individual client basis. There is no charge for a preliminary, one hour informational meeting about our firm, its services and our investment philosophy.

Investment Advisory Fee

The fee for investment management is based on the assets we manage. Client(s) understand that the minimum account size is \$25,000 and client(s) agree to maintain each account with a minimum balance of twenty five thousand dollars unless Advisor, in its sole discretion, agrees to accept a client's managed assets with lesser value. The fee includes both ongoing investment management and financial planning if assets managed exceeds \$400,000. Services include the selection and ongoing management of investments, preparation of a financial plan (if minimum is met), annual meetings to review investments and financial plans, reporting on investments holdings and performance, year-end tax reporting for taxable investment accounts and ongoing education on a variety of investment and financial topics. As needed, we also provide coordination between tax preparers, estate planning attorneys and insurance providers.

The annual charge for investment management is 1% for the first \$1,000,000 under management, ½% for the next \$2,000,000 under management and ¼% under management above \$3,000,000.

As indicated in our advisory agreement you will pay for our investment advisory services by us notifying your custodian the amount of our fee due and payable to us through our fee schedule and contract to be deducted from your account at the end of each calendar quarter from inception of the relationship and for each calendar quarter or portion thereafter. The custodian does not validate or check our fee, its calculation on the assets on which the fee is based. They will “deduct” the fee from your Account(s) or, if you have more than one account from the account you have designated to pay our advisory fees.

- Each month, you will receive a statement directly from your custodian showing all transactions, positions and credits / debits into or from your account; the statements after the quarter end will reflect these transactions, including the advisory fee paid by you to us.

Additional Investment Advisory Fees and Expenses:

Advisory fees payable to us do not include all the fees you will pay when we purchase or sell securities for your Account(s). The following list of fees or expenses are what you pay directly to third parties, whether a security is being purchased, sold or held in your Account(s) under our management. Fees charged are by the broker dealer / custodian

We do not receive, directly or indirectly any of these fees charged to you. They are paid to your broker, custodian or the mutual fund or other investment you hold. The fees include:

- Brokerage commissions;
- Transaction fees;
- Exchange fees;
- SEC fees;
- Advisory fees and administrative fees charged by Mutual Funds (MF), Exchange Traded Funds (ETFs)
- Advisory fees charged by sub-advisers (if any are used for your account);
- Custodial Fees;
- Deferred sales charges (on MF or annuities);
- Odd-Lot differentials;
- Deferred sales charges (charged by MFs);
- Transfer taxes;
- Wire transfer and electronic fund processing fees;
- Commissions or mark-ups / mark-downs on security transactions ;
- Among others that may be incurred.

In addition, we do not have or employ any “Employee” at all that receives (directly or indirectly) any compensation from the sale of securities or investments that are purchased or sold for your account or to which we provide consulting expertise / services. As a result, we are a “fee only” investment adviser. We do not have any potential conflicts of interest present that relate to any additional (and un-disclosed) compensation from you or your assets that we manage.

Financial Planning Fee

We are no longer accepting new hourly financial planning engagements. We feel that we can best help clients achieve their goals by working with them on both the creation and the implementation of their financial plans – a process that takes time and more frequent interactions. Clients under \$400,000 in managed assets are charged an hourly fee for financial planning up to \$150.

At our discretion we may work with associates and family members of existing clients on an hourly basis. This work is billed at a current rate of \$150 per hour.

Termination

Either party may terminate this agreement at any time with thirty days written notice to the other party.

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

We do not 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 advisory fee compensation is charged only as disclosed above Item 5.

Item 7 – Types of Clients

We provide our services to a number of clients:

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations
- Corporations or other business entities
- Not for profit entities
- Among others.

The minimum account size is \$25,000 and client(s) agree to maintain each account with a minimum balance of twenty five thousand dollars unless advisor, in its sole discretion, agrees to accept a client's managed assets with lesser value.

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

Analysis:

We examine and make an assessment of economic and market trends, earnings prospects, earnings ratios, and various other indicators and factors to determine suitable investments for our clients.

Investment Strategies:

Investments are selected to meet the goals and objectives of the client as well as to offer diversification, adequate cash flow, capital appreciation potential, and appropriate tax shelter. We are experienced in managing portfolios of individual stocks, exchange traded funds, bonds as well as mutual funds.

Our philosophy in managing stock portfolios is to look for stable, well capitalized stocks with a record of steady growth in both sales and earnings that look attractively priced by various valuation measures. We keep in mind the client's need for safety, capital appreciation, and yield, and use these criteria in building an industry-balanced portfolio. We purchase securities with the intention of holding them long term. We continually monitor the stock holdings of all clients in order to keep informed about changes in sales, earnings, and events at each company.

When clients do not have sufficient assets to purchase individual stocks or exchange traded funds or when clients prefer to use the additional diversification available with mutual funds, we use primarily no-load mutual funds to construct a portfolio. We select funds which have a consistent, long term record, stable management, low fees, and conservative investment policies. In order to build a diversified portfolio, we select funds with different investment philosophies such as value, growth, large cap, small/medium cap, global and international.

Our primary concern in managing fixed income investments is safety of principal. We typically build portfolios of quality bonds and government obligations with staggered maturities over a 1 to 7 year period. Our intent is to hold these investments until maturity. This strategy reduces the interest rate sensitivity of the portfolio and helps to insure safety of principal.

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.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report to you. 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 our Firm, and every employee.

Item 10 – Other Financial Industry Activities and Affiliations

David Fielding, President (“Principal”) is engaged in professions other than giving investment advice. He is a certified financial planner and consults on and prepares formal financial plans, has a Bachelor of Science Degree in Accounting and provides tax and accounting advice and tax preparation. He is currently holding an elected position that he has held for the past 30 years as Treasurer of the Town of Manchester, Vermont. In addition, Mr. Fielding carries a Accident and Health, Life, Variable Life and a Variable Annuities insurance License. These activities utilize approximately twenty percent (20%) of his time.

Equinox Financial Advisors, Inc. or related persons do not have any arrangements, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients or directly or indirectly compensates any person for client referrals.

Item 11 – Code of Ethics

On occasion, the Principal of the firm may buy or sell securities he recommends to clients. There is no conflict of interest as the securities are widely-held and publicly traded.

No security may be bought or sold by a Principal or employee of Equinox Financial before the firm's clients' accounts have had the opportunity to make such transactions as appropriate. All Equinox Financial Principal and employee trades will be reviewed by the compliance officer. Principals and employees will not receive a more favorable execution price on a particular day than those received by Equinox Financial's investment advisory clients.

To prevent conflicts of interest, all employees of Equinox Financial must comply with the firm's Written Supervisory Procedures, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain affiliated persons.

As required by regulation (and because it's good business), we have adopted 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 you, our Client (or Prospective Client) and to drive home 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 comprehensive, 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 includes the following:

- Requirements related to the confidentiality of your information;
- 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;
- Clearance of employee and firm transactions;
- Reporting (on an on-going and quarterly basis) all personal securities transactions (what we call "reportable securities" as mandated by regulation); and,
- On an annual basis, 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), securities held in certificate form and all securities they own at that time).

Our Code does not prohibit personal trading by employees or our firm. As you may imagine, as a professional investment adviser, we follow our own advice. As a result, 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.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Part 2; attn.: Chief Compliance Officer.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

Equinox Financial Advisors, Inc. does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab) a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Cost”).

How We Select Custodians/Brokers

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- . Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- . Capability to execute, clear, and settle trades (buy and sell securities for your account)
- . Capability to facilitate transfers and payments to and from accounts (wire transfers, check request, bill payment, etc.).
- . Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.).
- . Availability of investment research and tools that assist us in making investment decisions
- . Quality of Services
- . Reputation, financial strength, and stability
- . Prior service to us and our other clients
- . Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab”)

Your Brokerage and Custody Costs

For our Clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How We Select Custodians/Brokers").

Products and Services Available to Us From Schwab

Schwab Advisor Services is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage trading, custody, reporting, and related services many of which are not available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage and grow our business. Schwab support services generally are available on an unsolicited basis and at no charge to us as long as our clients collectively maintain a total of at least \$10 million in assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

Services That Benefit You

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- . Provide access to client account data (such as duplicate trade confirmations and account statements)
- . Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- . Providing pricing and other market data
- . Facilitate payment of our fees from our clients' accounts

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- . Educational conferences and events
- . Consulting on technology, compliance, legal, and business needs
- . Publications and conferences on practice management and business succession
- . Access to employee benefits providers, human capital consultants, and insurance providers

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to purchase them. We do not have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab services (see "How We Select Custodians/Brokers") and not Schwab's services that benefit only us. We have \$54,688,365 in client assets under management as of December 31, 2010 and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Item 13 – Review of Accounts

Managed accounts are reviewed on a daily basis while financial planning accounts are reviewed annually. The calendar is the triggering factor. Accounts at other money managers are reviewed when Equinox Financial Advisors receives their statements usually on a quarterly basis. The President of Equinox Financial reviews all client accounts on a portfolio analysis basis.

Clients receive confirmations on trades as they occur and monthly portfolio statements on assets custodial at Schwab. They also receive confirms and statements from their other broker/dealers, mutual funds and money managers as appropriate. Clients receive at the end of each calendar quarter a report from Equinox Financial.

Item 14 – Client Referrals and Other Compensation

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab on a monthly and or quarterly basis. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the quarterly statement you will receive from us. If your account at Schwab holds a fixed income position Schwab does not reflect accrued interest. Since our statements reflect accrued interest our statements will reflect a higher value by the amount of such accrued interest.

At the end of each quarter we will direct debit your account at Schwab our management fee and include with your quarterly statement from us an invoice reflecting how the fee was calculated and that it has been paid from your account that we manage.

Item 16 – Investment Discretion

Equinox Financial will supervise and direct the investments of the client accounts subject to such limitations as the client may impose in writing. Equinox Financial, without prior consultation with the client, may, (a) direct the purchase, sell, exchange, conversion, and otherwise trade in stocks, bonds and other securities including money market instruments, and (b) direct the amount of securities purchased, sold, exchanged, and otherwise traded, and (c) place orders for the execution of such securities transactions with a broker dealer. Equinox Financial will allocate brokerage transactions in a manner it believes to be fair and responsible to its clients, and consistent with client objectives. Adhering to a strict formula will not be practicable given the variation in client objectives and guidelines.

The Principal manages client accounts on a discretionary basis. He limits the discretionary authority by prohibiting himself from withdrawing funds and/or securities from client accounts. In addition trading is limited to general securities, mutual funds and government securities.

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

Equinox Financial shall not take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, the issuers of any securities held in the accounts.

Item 18 – Financial Information

Equinox Financial Advisors does not charge or solicit pre-payment of management fees in advance. All investment advisory fees are charged in arrears.

Item 19 – Requirements for State-Registered Advisers

NOT APPLICABLE

Part 2B of Form ADV:

Brochure Supplement

Item 1 Cover Page

David L. Fielding Jr. CFP

Equinox Financial Advisors, Inc.

16 Lincoln Ave. Manchester Center VT. 05255

(802) 367-7750

March 15, 2011

This Brochure Supplement provides information about David Fielding's employment and disclosures with regard to Equinox Financial Advisors, Inc.'s Form ADV Part 2A Brochure. Please contact us if you did not receive the firms Brochure or if you have any questions about the contents of this supplement.

Additional information about David Fielding Jr. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

Name: David L. Fielding Jr.

Age: 64

Education: B.S. Accounting

Professional Designations: **Certified Financial Planner** - CFP

Requirements: Have a bachelor's degree or higher, master a list of nearly 100 topics on integrated financial planning, pass a 10 hour comprehensive examination, have experience of three full years in the financial planning field and approval by the CFP Board after a background check including ethics, character and criminal check.

Enrolled Agent – EA (designation not used Pending background check)

Requirements: Pass three comprehensive 3 ½ hour exams and a background check including ethics, government records and criminal. Exams have been completed as of January 18, 2011 and awaiting background check to be completed by the Federal Government.

Licenses Held:

Series 7 General Securities Representative

Requirements: Pass a 6 hour comprehensive securities exam that is administered by the Financial Industry Regulatory Authority (FINRA), which covers a broad range of investments including stocks, bonds, options, limited partnerships, and investment company products (e.g. open and closed –end funds).

Series 63 Uniform Securities Agent State Law

Requirements: Pass a 1 ¼ hour exam that is administered by the Financial Industry Regulatory Authority (FINRA). The examination is designed to qualify candidates as securities agents within a state.

Series 65 Uniform Investment Adviser Law Exam

Requirements: Pass a 3 hour exam that is administered by the Financial Industry Regulatory Authority (FINRA). The examination is designed to qualify candidates as investment adviser representatives.

Accident and Health, Life, Variable Life and Variable Annuities Insurance

Requirements: Pass a 3 hour exam that is administered by the Department Of Banking, Insurance, Securities and Health Care Administration.

Business Background : 1981 to present Town and School Treasurer for the Town of Manchester, VT.

1975 to 1981 controller of a publicly held company

1981 to 2004 owner of a public accounting firm

2004 to present; President/Owner of Equinox Financial Advisors, Inc.

Item 3 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

NONE

Item 4 Other Business Activities

NONE

Item 5 Additional Compensation

NONE

Item 6 Supervision

David Fielding is sole owner of Equinox Financial Advisors, Inc and the only advisor who provides investment and financial advice. He adheres to the policies and procedures he has put in place for the firm.

Item 7 Requirements for State-Registered Advisers

NOT APPLICABLE