

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page



Staton Financial Advisors, LLC

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March 31, 2011

If you seek conservative, clear-cut financial advice and portfolio management – from a caring investment counselor you can trust – let’s talk. Frequent and personalized communication is one principal hallmark of the client experience with Staton Financial Advisors, LLC (Staton Financial). We work with a limited number of investors who desire a sound, focused approach to building and maintaining wealth.

This brochure provides information about the qualifications and business practices of Staton Financial. If you have any questions about the contents of this brochure, please contact us at (704) 365-2122 or info@statonfinancial.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.

Staton Financial Advisors, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of Staton Financial provide you with information about which you determine to hire or retain them.

Additional information about Staton Financial Advisors, LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

The reason for this brochure: On July 28, 2010, the United State Securities and Exchange Commission (SEC) published “Amendments to Form ADV” which amends the disclosure document traditionally provided by our firm (and other investment advisers) to prospects and clients as required by SEC Rules.

This brochure, dated March 31, 2011, is prepared according to the SEC’s new requirements and rules. As such, it is materially different in structure and requires new information that our previous disclosure document (known as the “Form ADV”) did not require.

In the future, this section will discuss only specific material changes that are made to the brochure. In the past we offered or delivered our ADV on at least an annual basis to our clients, and notified them of the date of the last annual update of our brochure. We always offered our “Form ADV” to all prospects and new clients, and will offer the new brochure to all prospects and clients.

Pursuant to new SEC Rules, we will ensure that our clients receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business’ fiscal year which ends each December 31. We will further provide other ongoing disclosure information about material changes as necessary.

Since our last annual update on March 31, 2010, we have made two material changes to our business. The first material change is the dissolution of our sister company, The Staton Institute, Inc., in November of 2010. Begun in 1986, this personal finance publishing company offered printed and audio materials to customers throughout the United States and a number of foreign countries.

The second material change since our last update is the addition of non-discretionary account management to a limited number of investment clients.

Our current brochure will be provided as necessary based on changes and/or new information, at any time, without charge by contacting Chief Compliance Officer Mary Staton at (704) 365-2122 or mary.staton@statonfinancial.com, or from our website, www.statonfinancial.com. Additional information about Staton Financial Advisors, LLC is available on the SEC’s web site www.adviserinfo.sec.gov. The SEC’s site also provides information about persons affiliated with Staton Financial Advisors, LLC who are registered, or are required to be registered, as investment adviser representatives of Staton Financial Advisors, LLC.

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Item 4 Advisory Business

Established in 2000, Staton Financial Advisors, LLC (Staton Financial) manages investment accounts for individuals (including high net worth persons), pension and profit-sharing plans, and the trusts and small businesses of our clients. We also manage investments for foundations and charities.

The firm is owned by two principals, Bill and Mary Staton, who have a combined 50 years of financial advisory experience, and is located in Charlotte, NC. Please see our firm's Brochure Supplement for Managing Member and Portfolio Manager Bill Staton's business experience and education.

Staton Financial does not provide formal financial planning services per se. However, in-depth conversations are held with prospective and current clients concerning their financial position, investment objectives, restrictions they may desire such as certain securities or industries, and lifestyle needs. We review this information on at least an annual basis with clients to allow us to be most sensitive and responsive to their financial goals. We encourage clients to keep us abreast of any lifestyle or financial changes that may occur, and offer assurances that we are accessible at any time.

An individual's portfolio is managed by Staton Financial in accordance with his or her investment objectives, restrictions, and any other information provided verbally and/or in writing. Staton Financial may not always have a complete understanding of a client's overall financial situation, but our assessment of their financial goals helps us nurture and preserve our valued client relationships and their investable assets.

Investments are principally, but not exclusively, made into equity securities of companies that are included within Staton Financial's proprietary list of *America's Finest Companies*® (AFC). AFCs are U.S.-based companies with a minimum 10 consecutive years of higher annual dividends.

Staton Financial does not participate in wrap fee programs.

Our affiliate financial publishing company, The Staton Institute® Inc., dissolved in late 2010, no longer offers subscription products nor receives subscription fees.

Staton Financial Advisors, LLC manages client assets on both a discretionary and non-discretionary basis. As of December 31, 2010 our discretionary assets under management were \$58,300,000. Non-discretionary assets under advisement totaled approximately \$500,000. Total assets under management then amounted to \$58,800,000 as of December 31, 2010.

Item 5 Fees and Compensation

All fees paid to Staton Financial for investment advisory services are separate from any fees and expenses charged by third-parties for brokerage and/or custodial services.

Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as 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.

Clients should review all relevant documentation when entering into custodial arrangements with such third parties. “Item 12 – Brokerage Practices” describes the factors that Staton Financial considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation including commissions.

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 Staton Financial’s fee, and Staton Financial does not receive any portion of these commissions, fees, and costs.

Clients pay Staton Financial an annual fee for its investment advisory services. Fees are calculated on the total value of all assets in a client’s account(s) as of the last day of each calendar quarter, as reported by the client’s custodian. Fees are payable quarterly, debited in advance and are subject to a minimum annual fee of \$4,000 or 1.25%, whichever is greater. In any partial calendar quarter, the fee is pro-rated based upon the number of days that the account was open during the quarter.

Prior to engaging our firm to provide investment advisory services, clients are required to enter into a written agreement with us. The agreement shall be in effect until either party gives written notice to the other party of its intention to terminate. The agreement may be terminated, without penalty, by either party. Transactions in progress are completed in the normal course of business. Upon termination, a client shall receive a pro-rata refund of that portion of any prepaid advisory fees that have yet to be earned by us. Such refund is calculated from the date of receipt of the written termination notice.

Our firm reserves the right to change our fee schedule, minimum fees, minimum account sizes and services, to negotiate fees, or to adjust our fees with respect to any client as we deem appropriate in the light of overall facts and circumstances (e.g., existing client relationship, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.) pursuant to the terms of our investment advisory agreement.

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

Staton Financial Advisors, LLC is ***not*** compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of our clients. As mentioned in “Item 5 – Fees and Compensation,” Staton Financial’s fees are calculated on the total value of all assets in a client’s account(s) as of the last day of each calendar quarter, as reported by the client’s custodian.

Item 7 Types of Clients

Staton Financial Advisors, LLC generally provides investment advice to the following types of clients: individuals, pension and profit sharing plans, trusts, estates or charitable organizations, and corporations or business entities other than those listed.

As indicated in “Item 5 – Fees and Compensation,” Staton Financial does not generally place a minimum on asset size for investment advisory services. However, we reserve the right to impose a minimum threshold depending upon the client’s and/or our circumstances at the time.

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

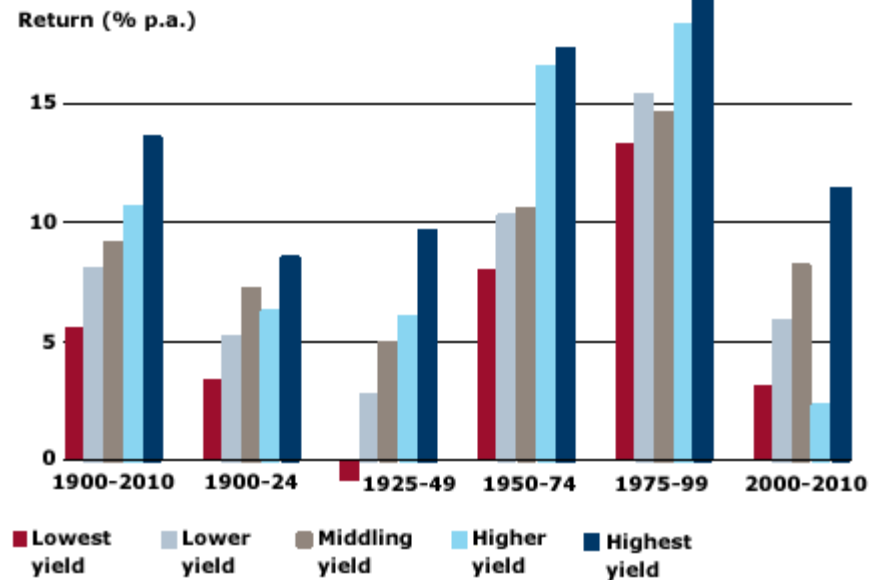
Staton Financial Advisors seeks to provide reasonable long-term growth subject, first, to preservation of capital; second, below-average volatility of returns; and third, above-average yield – all as compared to the S&P 500 composite index on a rolling five-year basis.

A 2011 study from the London Business School examined total returns of stocks in 19 countries over the 111 years from 1900 through 2010. The report from the Credit Suisse Global Investment Returns Yearbook noted, “While year-to-year performance is driven by capital gains, long-term returns are heavily influenced by reinvested dividends. The longer the investment horizon, the more important is dividend income.”

In general, higher-yielding stocks produce superior total returns over long periods of time. See graph below.

Returns from selecting markets by yield

Sources: Elroy Dimson, Paul Marsh and Mike Staunton



Source: Credit Suisse Global Investment Returns Yearbook. Triumph of the Optimists: 101 Years of Global Investment Returns, Princeton University Press, 2002. Copyright © 2011 Elroy Dimson, Paul Marsh and Mike Staunton. Used with permission.

As indicated earlier in “Item 4 – Advisory Business,” investments are principally, but not exclusively, made into the equity securities of companies in Staton Financial’s proprietary list of *America’s Finest Companies® (AFC)*. AFCs are U.S.-based companies with a minimum 10 consecutive years of higher annual dividends through 2010.

Staton Financial uses a proprietary Fair Value formula to estimate the intrinsic worth of each AFC company in client portfolios. The formula takes into account three variables – normal earnings per share, a conservative forecast of long-term earnings growth, and current interest rates.

Our firm assesses the financial strength of every company in a client’s portfolio. The majority of companies invested in are rated “A” by Standard and Poor’s and also carry a *Value Line Investment Survey* safety rating of 1 or 2 on a 1 to 5 scale, one being the highest.

Staton Financial is a disciple of Benjamin Graham, the father of modern-day security analysis who taught Warren Buffett at Columbia University. He co-authored the investment bible *Security Analysis* and also wrote *The Intelligent Investor* in 1949.

In *The Intelligent Investor*, Graham recommends three approaches for what he labels “enterprise investing.” Only one of those approaches fits Staton Financial’s *America’s Finest Companies®* investment concept: seeking out large, highest-quality companies that appear to be temporarily ignored by investors.

Graham wrote, “If we assume that it is the habit of the market to overvalue common stocks which have been showing excellent growth or are glamorous for some other reason, it is logical to expect that it will undervalue – relatively, at least – companies that are out of favor because of unsatisfactory developments of a temporary nature. This may be set down as a fundamental law of the stock market, and suggests an investment approach that should prove both conservative and promising.”

“The key requirement is [to] concentrate on the large companies that are going through a period of unpopularity. The large companies have a double advantage over the others [like small cap companies]. First, they have the resources in capital and brain power to carry them through adversity and back to a satisfactory earnings base. Second, the market is likely to respond with reasonable speed to any improvement shown.” (fourth revised edition, 1973, page 79)

In deciding what types of stocks to add to portfolios, we generally seek larger- sized U.S. companies we believe to be currently disfavored by investors. Typically they have above-average financial strength, many years of rising annual dividends and sell, in our judgment, at a substantial discount to their true worth. We believe this trio of factors significantly reduces the investment risk of owning recommended stocks even when the stock market overall is in a downtrend.

Investing in securities involves risk of loss that clients should be prepared to bear.

Item 9 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 Staton Financial Advisors, LLC or the integrity of Staton Financial’s management. Staton Financial Advisors, LLC has ***no*** information applicable to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Staton Financial Advisors, LLC is ***not*** a registered broker dealer, nor do we have any plans to become a registered broker dealer. We do not receive compensation from any other investment advisers for any referrals that we provide. Lastly, we do not have any related persons in any capacity material to our business that would create a conflict of interest with our clients.

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

Staton Financial Advisors, LLC as an SEC-registered adviser has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to our 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 significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Staton Financial must acknowledge the terms of the Code of Ethics annually, or as amended.

Guiding Principles & Standards of Conduct

All employees of Staton Financial will act with competence, diligence and integrity, in an ethical manner, when dealing with clients, the public, prospects, third-party service providers and fellow employees. The following set of principles frames the professional and ethical conduct that Staton Financial expects from its employees and consultants:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients and employees;
- Place the integrity of the investment profession, the interests of clients, and the interests of Staton Financial above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Avoid any actual or potential material conflict of interest without first consulting with senior management;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice and act in a professional and ethical manner that will reflect favorably on you and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;

- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals.
- Comply with applicable provisions of the federal securities laws.

Staton Financial's personal trading policy and procedures also requires employees, officers and members to, among other things: 1) pre-clear certain personal securities transactions; 2) report personal securities transactions on at least a quarterly basis; 3) provide Staton Financial with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees and members have a direct or indirect beneficial interest; and 4) report any violations of the Code of Ethics to Staton Financial.

To obtain more information about Staton Financial's Code of Ethics, please contact Mary Staton directly at (704) 365-2122.

Item 12 Brokerage Practices

If a client does not have a broker, Staton Financial will suggest a broker where commissions and executions are competitive. These brokers may provide research services which benefit all of our clients in addition to offering competitive commissions and execution capabilities.

In the absence of contrary instructions from the client, engagement of Staton Financial to manage assets in the custody of a broker will be treated by Staton Financial as a direction from the client to execute all transactions through that broker. In such a directed brokerage arrangement, Staton Financial is not free to seek best price and execution by placing transactions with other brokers or dealers. Accordingly, the client should consider whether the arrangement may result in disadvantages to the client that are not outweighed by the value of custodial, client reporting and other services provided by the broker.

Brokerage commission rates in the U.S. are not fixed by any authority, but are instead subject to negotiation. Clients that direct Staton Financial to use a particular broker-dealer are responsible for negotiating commission rates and other terms and arrangements for their account. In a directed brokerage arrangement, Staton Financial will not seek better execution services or prices from other broker-dealers. As a result, Staton Financial may not obtain best execution on behalf of the client, who may pay higher commissions, incur greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case if trades were executed with other broker-dealers who may or may not perform similar quality custodial, client reporting and/or other related services.

Staton Financial may be subject to a similar conflict in connection with its interest in receiving research from the broker-dealer and, where the broker-dealer also acts as custodian for the

client's account, in realizing certain operational efficiencies by having multiple clients' assets held in custody by the same broker-dealer.

Staton Financial participates in various investment advisory service programs with various brokers, such as Raymond James, Wells Fargo Advisors and Schwab Institutional. While there is no direct linkage between the investment advice given by and Staton Financial's participation in the programs, economic benefits are received which would not be received if Staton Financial did not participate in the program.

These benefits may include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving program participants exclusively; ability to have investment advisory fees deducted directly from client account(s); access to an electronic communication network for client order entry and account information; receipt of compliance publications; portfolio accounting software; and participation in broker-sponsored conferences. Specifically, Schwab Institutional may discount or waive fees it would otherwise charge for some of these services.

Staton Financial understands that the benefits received through its participation in these programs generally does not depend upon the amount of transactions directed to, or amount of assets custodied by, the noted brokers.

Item 13 Review of Accounts

All client portfolios are reviewed on a continuing and on-going basis by Bill Staton, Managing Member and Portfolio Manager. Factors that may trigger a review include, but are not limited to, a lifestyle change of the client, significant changes in market conditions, a change in fundamental valuation of a particular stock, and significant world events.

Reports are provided to clients on a monthly basis from the custodian and upon client request. Such reports include portfolio positions and valuations, year-to-date gains and losses, and fee information. For non-discretionary accounts, the reporting reflects the nature of the information available to us.

Item 14 Client Referral and Other Compensation

Staton Financial Advisors, LLC does *not* engage in contractual agreements to solicit clients for our firm.

Item 15 Custody

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

Item 16 Investment Discretion

Staton Financial Advisors, LLC usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Staton Financial observes the investment policies, limitations and restrictions of the clients for which it advises. Staton Financial's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Any investment guidelines and restrictions must be provided by clients to Staton Financial in writing.

Item 17 Voting Client Securities

Staton Financial Advisors, LLC does **not** exercise proxy voting authority over client securities. Each client shall be instructed to inform its custodian that Staton Financial should **not** be designated as the party to receive information on voting client proxies.

The obligation to vote client proxies shall at all time rest with the client. Should Staton Financial inadvertently receive proxy information for a security held in a client's account, Staton Financial will immediately forward such information on to the client, but will **not** take any further action with respect to the voting of such proxy. Staton Financial may provide advice to clients regarding the clients' voting of proxies.

Additionally, Staton Financial will **not** take any action or render any advice with respect to any securities held in a client account which are named in or subject to class action lawsuits. Staton Financial will, however, forward to the client any information received by Staton Financial regarding class action legal matters involving any security in the client's account.

Clients may contact Staton Financial directly at (704) 365-2122 regarding proxy voting.

Item 18 Financial Information

Staton Financial 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.