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This brochure provides information about the qualifications and business practices of Covenant Wealth Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (757) 259-0111 or rtopping@mycwa.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 Covenant Wealth Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Covenant Wealth Advisors, LLC is a registered investment advisor. "Registered" does not imply a certain level of skill or training but that CWA is registered with the SEC and as such is obligated to comply with all of the applicable provisions of the Advisers Act and the rules that have been adopted by the SEC.

This section of the brochure is designed to inform investors of any material changes that were made to the brochure since its previous publication.

This is the first edition of Covenant Wealth Advisor's Form ADV Part 2 brochure. Consequently, there are not any material changes to report at this time.

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I. Advisory Business

Covenant Wealth Advisors, LLC (CWA) provides financial counsel and investment management for individuals throughout the United States. We help clients manage their wealth. Over the years, we have helped clients clarify and achieve their financial goals. CWA was started and is owned by Robert G. Topping, CFP, MBA in 2002.

CWA is a registered investment advisor.¹ We have expertise in financial planning and investment management.

CWA serves a limited number of clients whose needs and philosophy mesh with our experience and expertise. Our clients trust us to provide independent and objective financial advice and investment management. We work to understand our client's needs and financial goals through interviews, dialog, and questionnaires and to manage their investment portfolios accordingly. Clients have the ability to impose restrictions on investing in certain securities or types of securities as long as it does not impose an undue burden on CWA's ability to manage the requested restrictions.

CWA does not participate in wrap fee programs.²

As of 03/22/2011, CWA manages \$102,317,000 of client assets on a discretionary basis.³ CWA does not manage assets on a non-discretionary basis.

¹ Registered investment adviser (RIA) means that CWA is registered with the SEC and is in the business of providing advice on investing in securities.

² Wrap Fee Programs are defined by the SEC as any advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions.

³ Discretionary Authority is defined by the SEC as a firm's authority to decide which securities to purchase and sell for its clients. A firm also has discretionary authority if it has the authority to decide which investment advisers to retain on behalf of the client.

II. Fees and Compensation

CWA is a “fee only” advisory firm, meaning that we do not receive commissions or other compensation besides fees. While these fees may be negotiable, our annual investment management fees based on a client’s account value are as follows:

1% on the first \$750,000
.8% from \$750,000 to \$2 million
.6% from \$2 million to \$5 million
.35% over \$5 million

There is a one-time set up fee of \$600 on accounts under \$750,000.

Fees for financial planning start at \$2,500 for investment management clients; fees will be higher for non-investment management clients. Limited plans that focus on only a few financial planning components may be offered at a slight discount or offered at an hourly rate (\$200/hour). When applicable, fees for ongoing financial planning and/or updating of financial plans will be quoted in advance of any engagement.

CWA deducts fees from client assets at the beginning of every quarter. Fees for financial planning are billed separately.

Clients may incur brokerage fees and other transaction costs when trades occur. See section IX of this brochure – Brokerage Practices – for more information.

Investment management fees are payable in advance at the beginning of each quarter unless other arrangements are made in special circumstances. If an advisory contract is terminated prior to the end of a billing period, fees will be prorated to the date of termination and the unearned portion of the fee will be refunded to the client.

No employee of CWA receives compensation for the sale of securities or other investment products. None of CWA’s principal executive officers or management persons are actively engaged in businesses other than CWA.

III. Performance-Based Fees and Side-By-Side Management

CWA does not accept performance-based fees.⁴

⁴ Performance-based fees are defined by the SEC as fees that are based on a share of capital gains on or capital appreciation of a client’s assets.

IV. Types of Clients

CWA provides investment advice primarily to individuals. We have a few clients that are classified as pension and profit sharing plans, trusts, and estates. Our minimum portfolio size is generally \$750,000. There are exceptions to the minimum, particularly for clients who are adding to their portfolio on a regular basis.

V. Methods of Analysis, Investment Strategies and Risk of Loss

CWA develops and designs investment portfolios after reviewing our client's financial goals, time horizons, priorities, and overall needs.

We first develop an Investment Policy Statement (IPS) that describes how their assets are to be invested based on their goals, risk tolerance, tax status, and time horizon. CWA then implements the IPS by investing in an appropriate mix of securities.

In general, we adhere to the principles of Modern Portfolio Theory (MPT), a theory of investment which attempts to maximize a portfolio's expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.

While diversification (including MPT strategies) can reduce risk, there are times when almost all asset classes can decline simultaneously, especially in the short-term (three years or less). CWA cautions all clients and potential clients that investing in securities involves risk of loss; although we do our best to avoid it, clients should be prepared to bear losses when they occur.

Types of Investments in CWA Portfolios

Mutual Funds & Exchange-Traded Funds (ETFs)

A mutual fund is a professionally managed pool of money from many investors that typically invests in securities (stocks, bonds, short-term money market instruments, real estate investment trusts (REITs), commodities such as precious metals, et al). An exchange-traded fund (ETF) is similar to a mutual fund from a pooled money standpoint; however, it is an investment fund traded on stock exchanges, much like stocks. An ETF can hold assets such as stocks, commodities, or bonds, and trades close to its net asset value over the course of the trading day. Most ETFs track an index, such as the S&P 500 or MSCI EAFE. ETFs may be attractive as investments because of their low costs, tax efficiency, and stock-like features.

CWA uses both active and passive mutual funds, including index funds and/or exchange-traded funds (ETFs), as a cost-effective way to achieve portions of our diversification strategy. We monitor and review performance of these funds on at least a quarterly basis. Mutual funds effectively provide broad diversified exposure to targeted asset classes.

Equities

We believe that equities, or stocks, should also be a part of most long-term investor's portfolios. We believe that even the most conservative long-term investor needs to have some equities to provide a hedge against inflation. Additionally, we include equities in a portfolio to help achieve the portfolio's long-term growth and appreciation. We invest in equities using mutual funds and ETFs as described above.

Fixed Income Securities

We believe that fixed income securities (bonds, muni bonds, TIPs, etc.) are an important component for most portfolios. Fixed income securities can help reduce overall portfolio risk and provide for a client's short and intermediate financial needs. We typically use short and intermediate term fixed income funds rather than long-term fixed income funds because they historically have less risk without a commensurate decrease in return.

Taxes

We recognize that taxes can have a detrimental impact on an investor's net return over time and strive to make investment decisions that lessen that impact. Some of the strategies we consider include:

- The tax efficiency of the securities and mutual funds we buy and/or sell in a client's portfolio.
- Opportunities to minimize taxes through techniques such as tax loss harvesting.
- Often, we will use index and other tax efficient funds in taxable accounts. Less tax efficient securities will often be used in tax-deferred accounts such as retirement accounts and IRAs.

Material Risks of Investment Strategies

As described above, CWA employs a strategy of diversified investing by following the principles of asset allocation and Modern Portfolio Theory. Funds are invested primarily in mutual funds and exchange traded funds across asset classes (stocks, bonds, etc.) to provide the potential for long term gains with acceptable risk. The primary risks associated with this strategy are:

Nonsystematic (Individual Securities) Risk

Individual stocks or bonds may underperform the market. Nonsystematic Risk is minimized by using mutual funds and exchange traded funds that are internally diversified across a large number of individual securities.

Systematic (Market) Risk

The tendency of broad securities markets to fluctuate and potentially lose value. Systematic Risk is minimized by investing across different asset classes (domestic vs. international, stock vs. bond, etc.) and including sub-classes such as real estate, commodities and natural resources with conventional equities.

- Note: During severe economic or financial crises, broad asset classes may decline simultaneously and asset allocation strategies may be limited in preventing losses,

particularly in the short-term. CWA uses investments that are designed to mitigate (but not eliminate) severe broad market declines. We also consider time horizon as a significant part of our risk strategy. Knowing that declines cannot be completely prevented, we consider our clients' time horizons to assess their ability to withstand declines over various time frames.

Interest-Rate Risk

The value of bonds tends to move inversely with movements in interest rates. For example, bonds may decline in value when interest rates rise. Interest-Rate Risk is minimized by primarily using short and intermediate term bonds of investment grade quality, which are typically less volatile than longer-term bonds.

Inflation Risk

An investor's cost of living may exceed the growth of savings. Inflation Risk is addressed by investing in asset classes that tend to outperform the cost of living over time (e.g. stocks and REITs).

Currency Risk

Exchange rates may cause the value of an investment portfolio to decline if the value of the dollar declines. Currency Risk is moderated by investing in international investments that may benefit from a falling dollar.

Alternative Strategies Risk

CWA uses several funds that with different investment strategies to reduce market volatility. These funds may use a variety of strategies including hedging (with objective of limiting risk). One reason to consider these funds is that they may be uncorrelated or less correlated to the stock market (they don't move in sync). Some depend on anticipating market movements and employ strategies to counteract those movements. If the strategies fail to anticipate or offset actual market performance the investment may underperform the market.

CWA does not recommend investing in any one specific type security.

VI. Disciplinary Information

No individual at CWA has been involved in any legal or disciplinary events pertaining to the advisory business.

VII. Other Financial Industry Activities and Affiliations

No individual at CWA is a registered broker-dealer or is a representative of a registered broker-dealer.⁵

No individual at CWA is registered or has an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or is an associated person of the forgoing entities.

CWA does not have relationships or arrangements with any of the following that are material to its advisory business:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Other investment adviser or financial planner
- Futures commission merchant, 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
- Sponsor or syndicator of limited partnerships

CWA does have a relationship with Fidelity Brokerage Services LLC (Fidelity) that is material to its advisory business; for more information, see Section IX – Brokerage Practices – of this brochure.

CWA does not recommend or select other investment advisors for its clients nor does it have any type of relationship with other advisors that could create a material conflict of interest for its clients.

⁵ A broker-dealer is a company or organization engaged in the business of trading securities for its own account or the accounts of clients.

VIII. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

CWA's Code of Ethics is based on the principle that CWA owes a fiduciary duty to its clients; in other words, we have a legal and ethical responsibility to manage our client's investments in a responsible and trustworthy manner. Accordingly, CWA's employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients. At all times, CWA must place our client's interests ahead of CWA's interests, engage in personal investing that is in full compliance with CWA's Code of Ethics, avoid taking advantage of our position, and maintain full compliance with the federal securities laws. All employees, directors, officers and partners of CWA, and consultants closely associated with the firm, act with competence, dignity and integrity, in an ethical manner, when dealing with clients, the public, prospects, third-party service providers and fellow employees. CWA will provide a copy of its Code of Ethics to any client or prospective client upon request.

CWA does not buy or sell securities for clients in which we have a material financial interest.

Situations may occur where CWA and its employees buy and sell the same securities that have been recommended to clients. If the possibility of a conflict of interest occurs, the client's interest will prevail. It is the policy of CWA that priority will always be given to the client's orders over the orders of an employee of CWA.

To avoid any potential conflicts of interest involving personal trades CWA has adopted a Securities Compliance Policy which includes a formal code of ethics and insider trading policies and procedures. This policy also requires all CWA employees to:

- Pre-clear certain personal securities transactions
- Report personal securities transactions on at least a quarterly basis
- Provide CWA with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest

A copy of CWA's Securities Compliance Policy will be provided to any client or prospective client upon request.

If a CWA employee or related person were to recommend securities to clients or buy/sell securities for client accounts at or about the same time that the CWA employee or related person buys/sells the same securities for his or her own account, that situation would be handled in the manner described above.

IX. Brokerage Practices

If the client does not have an existing brokerage relationship that he/she wishes to retain, CWA will assist the client with developing a relationship with brokers that CWA has a relationship with, which include Fidelity and The Vanguard Group (for variable annuities). CWA established relationships with these firms after careful research, considering factors such as their ability to execute trades in a timely and cost-efficient fashion, the company's financial stability, and their platform of investment choices.

CWA is responsible for the placement of the portfolio transactions of clients and the negotiation of any commission paid on such transactions. Portfolio securities normally are purchased through brokers; such purchases involve a standard commission to the broker. Since we deal primarily with one broker dealer at present (Fidelity) CWA's ability to negotiate commissions is limited. CWA will not commit to provide any level of brokerage business to any broker including Fidelity.

CWA has entered into a relationship with Fidelity through which Fidelity provides CWA with certain services; some of these services are provided on an on-going basis and others are only provided occasionally. The benefits provided by Fidelity are used to service all client accounts.

The benefits received by CWA which would not be received if CWA did not have an established relationship with Fidelity include:

- A dedicated trading desk that services CWA's participants exclusively
- A dedicated service group and an account services manager dedicated to CWA's accounts
- Access to a real time order matching system
- Ability to block client trades
- Electronic download of trades
- Portfolio management software
- Access to an electronic interface
- Duplicate and batched client statements
- Confirmations and year-end summaries
- The ability to have advisory fees directly debited from client accounts (in accordance with federal and state requirements)
- A quarterly newsletter
- Access to mutual funds
- Ability to have loads waived for CWA's clients who invest in certain loaded funds when certain conditions are met and maintained
- The ability to have custody fees waived
- Access to the Fidelity Adviser Access Program in which CWA's name and business profile are made available to potential customers who have requested such information in connection with exploring the possibility of working with an advisor (CWA is required to maintain a certain level of assets in order to receive this benefit)
- Fidelity may co-sponsor an event with CWA, such as an educational seminar or dinners for clients and/or prospective clients of CWA

Many of these services are an important part of CWA's daily operations in managing our client's investment accounts. Although there is no direct affiliation or fee sharing arrangement between Fidelity and CWA, as a result of receiving such services, CWA may have an incentive to continue to utilize Fidelity's services. CWA examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and determined that the relationship is in the best interests of CWA's clients. This does not diminish CWA's duty to select brokers on the basis of "best execution," meaning that we regularly evaluate the costs Fidelity imposes on our clients to ensure we are partnering with a company that fairly serves both our clients and our own needs.

Transactions for each client account generally will be effected independently; on occasion, however, it may be advantageous to buy or sell a large quantity of securities. Therefore, CWA may combine or batch such orders to obtain best execution, which means to negotiate more favorable commission rates or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure transactions will be averaged as to price and transaction costs and will be allocated among clients daily in proportion to the purchase and sale orders placed for each client account.

X. Review of Accounts

All client investment accounts are fully reviewed at least quarterly to ensure appropriate asset allocation based on CWA's assessments of market conditions and the circumstances of the client.

Additional factors triggering reviews, and perhaps triggering buy or sell recommendations, may include:

- Changed circumstances of the clients
- Changed general conditions in the stock and bond markets
- Changes in mutual funds or individual securities owned by clients

All accounts are reviewed by the president, Mr. Robert G. Topping and/or Mr. Robert C. Smith, Associate. There are no set minimum or maximum in place with regard to the number of accounts that they will review.

Clients are kept fully informed about their portfolio's activity by receiving copies of all transaction confirmations and monthly/quarterly statements from brokerage firms and/or custodians. They also receive quarterly written reports from CWA showing how funds are allocated by asset class. Performance is reported semi annually.

Financial plans are not reviewed on a regular basis but will be reviewed upon a client's request based on a new financial planning agreement.

XI. Client Referrals and Other Compensation

See Section IX – Brokerage Practices – for a review of the economic benefits provided to CWA through its relationship with Fidelity. There are no other non-client relationships or arrangements that provide an economic benefit to CWA to disclose at this time.

CWA has not and presently does not compensate any individual for client referrals. If this practice changes in the future, it will be fully disclosed at that time.

XII. Custody⁶

Clients are kept fully informed about their portfolio activity by receiving copies of all transaction confirmations and monthly/quarterly statements directly from brokerage firms and/or custodians, namely Fidelity and/or Vanguard. They also receive reports on their portfolios from CWA at the conclusion of each quarter. Clients are urged to review all statements on a regular basis and ensure that the information on statements received from the brokerage firm and/or custodian matches the information on statements received from CWA, which is believed to be accurate but not guaranteed, as noted on each report.

XIII. Investment Discretion

CWA maintains discretionary authority to manage securities accounts on behalf of its clients. Any occasion in which clients desire to place a limitation on this authority is handled on a case-by-case basis by Robert G. Topping.

Prior to assuming discretionary authority, CWA obtains and documents information from the client for the purpose of determining investment suitability and investment objectives, including any client-imposed investment restrictions. Prior to signing our agreement, clients are provided with Part II of Form ADV and CWA's Privacy Notice. Clients then sign an investment advisory agreement and an investment policy statement, agreeing to CWA's investment strategy for their assets. New account forms the client must complete also include forms that provide CWA with the authorization to trade on behalf of the client (limited power of attorney) and, preferably, will provide the ability to CWA to directly debit advisory fees from the client's custodial account.

⁶ Custody is defined by the SEC as when a firm directly or indirectly holds client funds or securities, has any authority to obtain possession of them, or has the ability to appropriate them.

XIV. Voting Client Securities

CWA does not have the authority to vote client securities. Clients receive all proxies directly from the custodian. Clients are free to contact CWA by email or phone with questions about a particular solicitation.

XV. Financial Information

CWA does not require prepayment of fees of more than \$1,200 per client, six months or more in advance.

CWA is not presently under any financial condition that would render it unable to meet contractual commitments to clients. If such a situation were to arise in the future, it would be fully disclosed at that time.

CWA has not been the subject of a bankruptcy petition at any time in the past.