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This Brochure provides information about the qualifications and business practices of Amicus Financial Advisors, LLP. If you have any questions about the contents of this Brochure, please contact us at (888) 826-4287. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Amicus Financial Advisors, LLP 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 an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Amicus Financial Advisors, LLP also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 15, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

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

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Amicus Financial Advisors, LLP was purchased by Amicus Capital Holdings, LLC effective December 31, 2010. This transaction will help expand the services that will be provided by related companies and thus further benefit current and future clients.

Currently, our Brochure may be requested by contacting our Managing Partner, Larry Peterson, MS, CFP®, at (888) 826-4287 Ext. 715 or peterston@amicusadvisors.com. Our Brochure is also available on our web site www.amicusadvisors.com.

Additional information about Amicus Financial Advisors, LLP is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Amicus Financial Advisors, LLP who are registered, or are required to be registered, as investment adviser representatives of Amicus Financial Advisors, LLP.

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Advisory Business

Amicus Financial Advisors, LLP (hereinafter “Amicus”, “we”, “us”, or “our”) is a fee-based financial planning firm providing comprehensive financial planning, insurance planning, tax planning, retirement planning, non-legal trust and estate planning, cash flow management, investment advice, and asset management services.

Amicus is an SEC-registered Investment Advisor. We have been providing financial planning services to clients since 2004. Amicus Financial Advisors, LLP is fully owned by Amicus Capital Holdings, LLC, a privately held company. No individual person controls 25% or more of Amicus Capital Holdings, LLC.

Financial Planning Services

Amicus provides financial planning services. Clients may choose to engage Amicus for a comprehensive financial plan, or limit the scope of our financial planning services to one or more financial topics. Comprehensive financial planning involves learning about the client and the various aspects of their personal and financial lives then making recommendations to help the client reach their goals, mitigate their risks, and better manage their assets. We evaluate the client’s current and future cash flows, assets, liabilities, goals. Clients who retain our financial planning services receive a written plan designed to help the client understand our analysis and our recommendations. Financial Planning Services are considered to be a stand-alone service and fees for these services are agreed to and binding by our Financial Planning Services Agreement.

In general, the financial plan will cover one or more of the following areas:

- Cash Management
- Asset Allocation/Investing
- Risk Management
- Retirement Planning
- Life Insurance Planning
- Long Term Care and Disability Planning
- Education Planning
- Tax Planning
- Non-legal aspects of Estate Planning.

Investment Advisory Services

When a client retains Amicus for investment advisory services, we will work with the client to determine their investment objectives, goals, and to develop an Investment Policy Statement (IPS). Each IPS is personalized to the client’s unique needs, cash flows, preferences, time horizons, and any constraints imposed by the client. The IPS will serve as a guiding document by which we manage discretionary accounts. We consider the IPS to be

a fluid document that may change as the client's personal situation changes or as adjustments occur in the capital markets, and the economic or tax environment.

We exercise full discretionary investment authority over the majority of the accounts under our management. This includes the selection of specific securities to use, the quantity of securities to purchase or sell, and the timing of the transactions. Amicus manages investment advisory accounts primarily by investing in no-load mutual funds, exchange traded funds (ETFs), individual stocks, bonds or other publicly traded investment instruments.

Clients may impose reasonable restrictions on how their investments are managed. For example, a client may have a very low basis in a specific holding, and request that we adjust our portfolio management to accommodate their specific tax sensitivities.

We define our investment advisory services as providing continuous investment advice or making recurring investment decisions based on the client's Investment Policy Statement. Investment advisory services can only be implemented and obtained with the execution of our Investment Advisory Service Agreement and Investment Policy Statement.

Assets under Management

As of March 15, 2011, Amicus managed approximately \$23,910,000 on a discretionary basis and \$1,850,000 on a non-discretionary basis. The total amount of assets under advisement was \$25,760,000

Fees and Compensation

A client may retain Amicus for comprehensive financial planning services, limited financial planning services, or investment advisory services. Fees are agreed upon in writing prior to an engagement. Fees may be comprised of fixed, hourly, and/or asset-based charges depending upon the needs and preferences of the client. Hourly charges are generally \$150/hour and annual asset-based fees are generally billed at the following schedule.

Assets Under Management	Annual Fee
\$1,000,000 or less	1.25%
\$1,000,000 through \$1,500,000	0.80%
Over \$1,500,000	0.60%

These fees are not negotiable except in very limited circumstances. Each advisor **retains the authority to adjust his/her fee billing schedule** so long as the fees are agreed to in writing prior to an engagement. All fees are payable after services are rendered and within a reasonable time after the bill is received. Asset management fees are calculated quarterly by applying the annual rate to the net account balance from the last trading day of the previous quarter. One-third (1/3) of the quarterly fee is withdrawn from the clients'

brokerage accounts at the end of each calendar month. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable. There are certain legacy client agreements that may differ from the fee schedule listed above.

Each client is expected to authorize Amicus to bill advisory fees to the custodian of the client's assets to be paid from the clients' accounts. The client can terminate the contract at any time by writing Faculty at our main office.

Amicus' fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Clients may incur certain charges imposed by custodians, brokers and third party investment providers. Other third party fees include, fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds (ETFs) 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 Amicus' fee, and Amicus does not receive any portion of these commissions, fees, and costs.

The Brokerage Practices section (page 6) further describes the factors that Amicus considers in selecting or recommending broker-dealers for client transactions and in determining the reasonableness of their compensation (*e.g.*, commissions).

While all investment products are offered on a fee-only basis, Amicus Advisors may offer insurance products to clients to implement our financial planning recommendations. Because commissions from the sale of an insurance product may create a conflict of interest, the commissions associated with the sale of insurance products are disclosed to the client.

Clients may purchase insurance products from other sources. The commissions paid for the sale of insurance products do not affect the calculation of a client's investment advisory fees.

Performance-Based Fees

Amicus Financial Advisors, LLP does not charge any performance-based fees (fees based on a share of capital gains or on capital appreciation of the assets of a client).

Non-Exclusivity of Advisory Relationship

Our business in such that we serve many different profiles of clients and over time conflicts of interests could arise with regard to our time devoted to managing any one account or relationship. As a standard of practice and within the scope of our advisory services we do seek to provide a consistent client experience. Because our firm's members, officers and employees "affiliated persons" may engage in business activities outside the scope of our core investment advisory business. There could be conflicts of interest with regard to the time devoted to each business activity. Additionally, because our affiliated persons may provide their time to serving charitable and/or other non-profit organizations, there could be a conflict of interest over such affiliated persons time serving charitable and non-profit organizations. We will attempt to resolve all conflicts in a manner that is fair and consistent to all clients.

Types of Clients

Our firm generally provides investment advice or financial planning services to individuals, families, trusts, estates, retirement plans, corporations, and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

We use multiple research methods to evaluate the securities, mutual funds, and exchange traded funds we recommend for client portfolios. These include fundamental analysis, Monte Carlo analysis, asset class allocation, and limited technical analysis.

Fundamental Analysis – This involves evaluating the security's intrinsic value while considering the related economic, financial, qualitative, and quantitative factors. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk that the price of the security will go up or down regardless of the factors used to evaluate the security.

Monte Carlo Analysis -Monte Carlo analysis is a statistical simulation tool that helps us measure and adjust for the negative effects of volatility in a portfolio. No computer model has yet been developed that realistically considers all of the factors needed to develop a portfolio. To create the recommended Asset-Class Allocations, Amicus uses statistical and mathematical tools through its application of Modern Portfolio Theory (specifically Mean-Variance Optimization or MVO) and Monte Carlo analysis techniques to construct an "optimal" portfolio, but this still involves as much art as science. Amicus applies as much science to the process as is practical, but in the end, there is a need to add an educated heuristic element.

Asset-Class Allocation - Amicus believes that the primary determinant of risk and return is the mix of asset classes into which investments are placed. Asset-class allocation is the selection of asset classes and the determination of their target weights in a portfolio. An

asset class is a “species” of investment that responds in a similar manner to economic influences. Once this basic allocation is made, Amicus believes that it should be kept fairly constant and only changed infrequently. This allocation forms an organized, long-term framework on which specific and consistent investment decisions can be made. By keeping a constant allocation, Amicus believes that rebalancing will enhance returns by causing a general pattern of buying into asset classes at lower than average prices and selling when asset class prices are higher.

A risk of asset-class allocation is that a client’s portfolio may not participate in the sharp fluctuations resulting from a concentrated portfolio. At times, different asset classes may underperform other asset classes. Specific asset classes may be excluded from or under/over-weighted in client portfolios. This presents the risk of reduced performance had the excluded or under/over weighted asset class been allocated differently. Another risk is that the allocation of the portfolio will change over time and may no longer be appropriate for the client’s goals.

Technical Analysis – Involves analyzing past market movements in an attempt to recognize recurring patterns of investor behavior in an attempt to predict future price movements of securities.

Rebalancing - To help control the risk of a client’s portfolio drifting from the recommended asset-class allocation, Amicus believes it is important to rebalance the portfolio from time to time. Since each rebalancing triggers transaction costs and perhaps taxes, portfolios should be rebalanced infrequently and with an eye on the tax consequences. Therefore, Amicus establishes fairly wide intra-year bands (the percentages of the portfolio made up of each asset class that triggers a reallocation) and normally rebalances at quarterly intervals or according to the client’s investment policy statement.

This combination of time and value rebalancing triggers prevents too-frequent transactions and dampens the effect of an extended downturn in value of an asset-class. Near the end of each tax year, Amicus will carefully examine how to rebalance the portfolio in light of the tax consequences to the client. Note that when funds are rebalanced, funds are taken from the asset classes that have performed well and put into asset classes in which performance has lagged. This will require discipline because it may seem difficult and counter-intuitive to the client.

Risk of Loss - While we believe our investment strategies are sound, and customize each client’s portfolio to their risk tolerance and goals, we cannot guarantee any investment objective will be reached. **Investing in securities involves risk of loss that clients should be prepared to bear.**

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material your evaluation of Amicus or the integrity of Amicus' management. Neither Amicus nor any of its associates have any negative legal or disciplinary events to disclose.

Other Financial Industry Activities and Affiliations

In addition to providing investment advice and asset management services, Amicus Financial Advisors, LLP provides comprehensive financial planning services. Amicus receives some compensation in the form of commissions for the sale of insurance and fixed annuity products. Because this may create a conflict of interest, the commissions are disclosed to every client.

Although the principal business of Joseph W. Tombs and Gregory B. Maxwell is providing investment advice, they also practice law on a part-time basis.

Code of Ethics

We maintain our own Code of Ethics. It outlines the principles and actions we will use to ensure we act in the client's best interest. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

We generally apply the investment advice we give to clients to our own investments. Thus Amicus' partners and advisors are likely to purchase for their own accounts some of the investment products recommended to Amicus clients from time to time. It is foreseeable that the partners and advisors will own shares in investment intermediaries that own individual securities that are recommended for Amicus client accounts.

However, due to the broad diversification strategies employed for ourselves and for our clients and due to the relatively small value of any individual holding in the personal accounts of any partner or advisor, it is highly unlikely that these transactions can have a significant effect on the value of the security. No Amicus advisor ever knowingly buys from or sells to a client's account. Amicus advisors are expected to purchase or sell a security for their personal accounts only after trading of that same security has been completed in client accounts.

Brokerage Practices

The Custodians and Brokers We Use

Amicus 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 the section titled *Custody*, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We generally recommend that our clients use one of the following custodians:

- Charles Schwab & Co., Inc. (Schwab)
- Fidelity Investments (Fidelity)
- National Advisors Trust Company (NATCO)
- TIAA-Cref (TIAA-Cref)

We are independently owned and operated and are not affiliated with Schwab, Fidelity, or TIAA Cref. Amicus Capital Holdings, LLC, has a minority ownership in a savings and loan holding company, National Advisors Holding, Inc. (NAH) that has formed a federally chartered trust company, “National Advisors Trust Company” (NATC). NAH and NATC are regulated by the Office of Thrift Supervision. The trust company provides a low cost alternative to traditional trust service providers, and Amicus Financial Advisors, LLP refers clients to NATC for trust and custodial services.

The Custodian will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. While we recommend that you use Schwab, Fidelity, NATCO, or TIAA-Cref as custodian/broker, you will decide whether to do so and will open your account with the custodian by entering into an account agreement directly with them. Even though your account is maintained at a given custodian, we can still use other brokers to execute trades for your account as described below (see “*Your Brokerage and Custody Costs*”).

How We Select Brokers/Custodians

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. Amicus considers a number of factors when selecting brokers and custodians to recommend to clients.

- 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 requests, 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
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- 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.

Your Brokerage and Custody Costs

For our clients' accounts that the custodian maintains, the custodian 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 account. In addition to commissions, the custodian 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 account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have the account's custodian execute most trades for your account. We have determined that having the custodian 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 Brokers/Custodians*").

Products and Services Available to Us From The Custodians of Your Accounts

The custodians we recommend provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to retail customers. The custodians also make available various support services. Some of those services help us manage or administer our clients' accounts; while others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us. Schwab is the only custodian requires us to maintain a minimum level of client assets. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees. Following is a more detailed description of the custodian's support services:

Services That Benefit You

Each custodian'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 the custodians we recommend include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit you and your account.

Services That Help Us Serve You

The custodians also make 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 the custodian's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts. In addition to investment research, the custodians also make 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
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting Services That Generally Benefit Only Us. The custodians also offer 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

The custodians may provide some of these services themselves. In other cases, it will arrange for third-party vendors to provide the services to us. The custodians may also discount or waive their fees for some of these services or pay all or a part of a third party's fees. The custodians may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in each Custodians Services

The availability of these services from the custodians benefits us because we do not have to produce or purchase them. Schwab is the only custodian which requires us to maintain a minimum level of client assets. We don't 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. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. 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 interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us.

We have over \$25 million in client assets under management, 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.

Review of Accounts

The lapse of a calendar quarter triggers a review for each account to ensure that asset-class values remain within the constraints prescribed in the client's Investment Policy Statement. If the allocation within one or more asset classes (expressed as a percentage of the portfolio) lies outside of the range prescribed in the client's Investment Policy Statement, a recommendation is prepared by a member of the Planning Department. The client's advisor has an opportunity to review and give feedback on the quarterly reviews before the Planning Department implements the recommendations.

All reviews are prepared by a member of the Planning Department, and the advisor of the client is given the opportunity to evaluate it. The Investment Advisory Service Agreement signed by the client instructs Amicus to use discretionary authority to rebalance within the parameters agreed upon in the Investment Policy Statement.

In addition to the monthly statements provided by the custodians, Amicus provides a report each quarter to the client outlining the performance of the client's account(s). The report summarizes the effect of the investment performance on the client's asset allocation and account balances. Emphasis is placed on helping the client achieve long-term financial objectives by consistently following the client's Investment Policy Statement. In some cases a client may have investment holdings that are deemed by Amicus to be unsupervised by our firm and may be included in the client's quarterly reporting package.

Client Referrals and Other Compensation

As described above, Amicus receives commissions for the sale of fixed life insurance and fixed annuity products. The commissions are disclosed to every client.

Amicus does not pay solicitors fees or referral bonuses to external parties.

Custody

Amicus Financial Advisors does not hold or take possession of client assets or accounts. Client accounts are always held at a qualified custodian, broker-dealer or bank. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Amicus urges you to

carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Custodians are not responsible for verifying the calculation of asset management fees. As always, clients should verify the accuracy of the asset management fee.

Investment Discretion

Amicus 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 Investment Policy Statement for the particular client account.

When selecting securities and determining amounts, Amicus observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Amicus in writing.

Voting Client Securities

As a matter of firm policy and practice, Amicus generally does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Amicus may provide advice to clients regarding the clients' voting of proxies.

Shareholder Related Legal Proceedings

It is our policy to not advise or act for clients in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the client.

Financial Information

Our firm has never been declared bankrupt, is not currently in bankruptcy proceedings, has never reorganized debts, has no unsatisfied adverse claims or liens, has never had bonding denied or revoked, has never had a bonding claim paid, has never had professional liability insurance denied or revoked, and has never had a professional liability insurance claim paid.

Our firm carries professional liability insurance on our advisors.