



444 EAST MAIN STREET SUITE 106, LEXINGTON, KY 40507

PHONE: 859-268-1117 FAX: 859-269-7315

ramsey@moneywatchadvisors.com

4524 SILVER FOX DRIVE, NAPLES, FL 34119

PHONE: 239-564-1202

bobbova@moneywatchadvisors.com

6 PROCTOR AVENUE, KENNEBUNKPORT, ME 04046

PHONE & FAX: 207-967-0738

mwcwjl@roadrunner.com

March 1, 2011

SEC File No. 801-26952

What You Must Be Told About Moneywatch

This brochure is equivalent to Form ADV Part II and accurately reflects our policies, procedures and business practices. What you are about to read provides prospective clients with information about Moneywatch Advisors, Inc. (hereafter MAI) that should be considered before becoming a client of the firm. If you have any questions about the contents of this brochure, please contact us at (859)268-1117 or email ramsey@moneywatchadvisors.com. The information we provide in this document has not been approved or verified by the United States Securities and Exchange Commission (hereafter, the SEC) or by any state securities authority. Additional information about Moneywatch Advisors, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

MONEYWATCH ADVISORS, INC. (MAI) is a registered investment advisor with the Securities and Exchange Commission. Registration as an investment advisor does not imply a certain level of skill or training.

WWW.MONEYWATCHADVISORS.COM

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MATERIAL CHANGES: The last update to this document was on February 1, 2011. The following material changes have occurred since our last update:

Format: The SEC is now requiring our firm to follow a uniform format which includes a cover page, summary of material changes and responses to specific topics in a narrative format.

Items appearing in **RED INK** are highlighted because they were not included in previous publications of this document.

BROKERAGE PRACTICES

. MAI participates in the TD Ameritrade Institutional Equity Management Program established by TD Ameritrade. TD Ameritrade and MAI are separate and unaffiliated. Conflicts of interest may arise from MAI's participation in the Equity Management Program. MAI's duty of 'best execution' is not relieved by its participation in the program. MAI and TD Ameritrade are independent of one another and have neither an agency nor employment relationship. Participation by MAI in the TD Ameritrade Institutional Equity Management Program is a valuable service in terms of economic benefit. MAI may receive discounts on compliance, marketing technology, and practice management products and services as a result of program participation. The benefits received by MAI, or its associated persons, do not depend on the amount of brokerage transactions directed to TD Ameritrade. MAI feels that these services are not only of benefit to the execution of its client services but also to its clients.

CLIENT REFERRALS AND OTHER COMPENSATION

Participation by MAI in the aforementioned TD Ameritrade Institutional Equity Management Program is a valuable service in terms of economic benefit. MAI may receive discounts on compliance, marketing technology, and practice management products and services as a result in the program participation. The benefits received by MAI, or its associated persons, do not depend on the amount of brokerage transactions directed to TD Ameritrade.

EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE

Mrs. Elizabeth C. Shropshire, 36, Operations Director, is responsible for company administration, technology & communication and database management. Elizabeth joined the firm in August of 2011. She and her husband, Rick, live in Lexington, KY. She holds a Bachelor of Science degree from the University of Kentucky.

Please contact us if you would like to receive the entire document.

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4. ADVISORY SERVICES

Moneywatch Advisors, Inc. began providing investment advisory and financial planning services through its predecessor Moneywatch Corporation in 1980. MAI provides continuous advice on investments consistent with a client's individual needs and financial objectives. Its clientele consists of over 150 individuals, retirement plans, trusts, estates, and charitable organizations with primary emphasis on individuals. Total investment capital managed for clients of MAI exceeds \$106-million. The average client investment portfolio is \$634,000.

Advice is provided on common stocks, investment trusts, exchange-traded funds, warrants, certificates of deposit, municipal and corporate bonds, mutual funds, variable annuities, U.S. government securities and stock options. Advice is also available on commercial and residential real estate, banking and credit, retirement and education funding, and virtually all aspects of financial planning.

Our approach to managing a client's investment assets is to first determine the client's needs in terms of income (cash flow), preservation of capital and capital appreciation. We recommend an appropriate investment strategy, that is, how the investment assets are to be divided between income and growth investments.

Income investments are defined as cash, money market funds, certificates of deposit, bonds, bond mutual funds & closed-end funds, unit investment trusts, fixed annuities and life insurance cash value, among others. These assets generally represent a loan by the investor to some entity where the investor has the security of being first in line to get money back in the event of the failure of the issuer. Income investments normally pay some form of regular cash flow commonly referred to as interest. The primary reason for owning income investments is preservation of capital, and, secondarily, the cash flow.

We define growth investments as any asset which is purchased for its potential rise in value and is owned for future capital gain. Normally, investors consider common stocks or equity mutual funds as the prime candidates for this category. Exchange-traded funds (ETFs), which invest in equity investments, also fall into this category.

We manage money on a long term basis and avoid short term trading.

Every client is treated on an individual basis. Some are retired (36% for our firm), some are rich (having far more money than they will need to satisfy their goals), and others are in the wealth accumulation mode. Young or mature, rich or an accumulator, clients are treated appropriately with respect to their personal financial situation. We evaluate what they own, what they earn, spend and save, what they may inherit and develop a financial plan and investment strategy to meet their needs and accomplish their personal goals.

Investment capital consists of monetary assets including cash, checking and savings accounts, bonds, annuities, CDs, insurance cash value, common & preferred stock, equity and bond funds, investments in 401k, 403b and other employer retirement plans, investment real estate, exchange-

traded funds, unit investment trusts, company stock options, etc. Personal or use assets, residences and vacation real estate equity are not part of investment capital. Please note though, this list is not exhaustive.

This document and a copy of our privacy policy are initially distributed to potential clients prior to their first meeting with us. Upon becoming a client, completion of a comprehensive questionnaire is requested and/or the provision of appropriate documents so we can complete said questionnaire. The next step is to have this information analyzed and evaluated, during which time we may request that Ms. Ramsey Bova, President and Director of Planning, create a personal financial plan. Incorporated in the plan are projections for the future and an initial investment strategy report presenting how we plan to manage the investment portfolio. A meeting is arranged for the initial presentation and discussion of the plan. Once everyone is satisfied that we are dealing with correct information and agree on a course of action, we begin to implement the plan.

5. ADVISORY FEES

We charge a quarterly fee of one quarter of one percent (0.25%) of the client's total investment capital, as previously defined above, and which must be paid in advance. It matters not whether we have discretion over the assets, whether the assets are liquid, or whether they are held in a 401k or 403b plan, or a bank or credit union. Fees are negotiable, so if a client believes an asset should be excluded from the calculation, we listen and negotiate. MAI does NOT receive any other form of compensation, such as performance based fees or transactions-based compensation/commission.

Once the fee is agreed upon and the first quarterly installment is paid, we begin our analysis. Ordinarily if the relationship starts early in the month and we can make significant progress in starting to manage the client's affairs, the client's start (anniversary) date will be the first of that month. When it is past the middle of the month or we are not going to make much progress during the remainder of the month, we set the start date at the first of the next month. Our advisory fee is adjusted quarterly, calculated during the middle of the month prior to the client's fee being due. This procedure allows us to mail the client an Invoice & Report of Managed Investments in advance to show how the fee is calculated for the upcoming quarter. Clients are responsible for double checking our calculations to assure themselves that no errors have been made. The invoice they receive reminds them that the custodian, TD Ameritrade, will not determine the accuracy of the fee. We reserve the right to make interim adjustments to advisory fees in the case where there might be a substantial change in the client's investment capital. Clients have the right to request adjustments also.

Fees are calculated each quarter as of the 15th, or closest business day, so it is possible that a client will be paying more or less than the agreed upon percentage, due to asset price fluctuations and additions or withdrawals of capital. Remember, client fees are negotiable and can be re-calculated at the request of the client. Our minimum fee is \$100 per quarter. In the case of smaller accounts (less than \$40,000) being charged the flat fee, the client will be paying a fee greater than 0.25% per quarter.

Fees are billed quarterly in advance and it is our preference to have that fee paid by direct debit from one of the client's brokerage or investment accounts. The custodian does not verify the accuracy of the calculation of the fee.

Clients may discontinue our service at any time without penalty. Since fees are paid in advance, the client is entitled to reimbursement of the unused portion of the fee, upon resignation. Reimbursement is calculated by dividing the number of days in the quarter into the total fee amount; the total number of days remaining in the quarter is multiplied by the daily rate and the client is issued a check for this amount. The client is responsible for contacting our office and requesting the reimbursement.

To the extent that we recommend the use of open, closed-end and exchange-traded funds, which will likely represent a substantial portion of assets under management, the client should be aware these funds charge investment management fees. As a result, the cost of dealing with MAI is more

than the 0.25% quarterly fee. In the case of smaller accounts being charged a flat fee, the assets under management may be paying a fee much greater than 0.25%. Some brokerage firms which hold client assets also charge trading fees at times, though this is unavoidable. These fees can range from \$9.99 per equity trade to \$49 per bond trade. Generally, MAI tries to purchase mutual funds without any trading fees, but at times this may be unavoidable when a specific fund has a trading fee.

Employees of MAI are not compensated by anyone for the sale of securities or other investment products. It is possible for clients to purchase investment products that MAI recommends through other brokers or agents that are not affiliated with us, but we believe TD Ameritrade provides cost effective trading and superior service and is easier for our office to follow.

Hourly consultations are available at a rate of three hundred dollars (\$300.00) per hour.

6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

MAI and its employees do not participate in performance-based fees or side by side management.

7. TYPES OF CLIENTS

MAI's clientele consists of over 150 individuals, retirement plans, trusts, estates, and charitable organizations with a primary emphasis on individuals.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES & RISK OF LOSS

Our investment research and analysis is fundamental in nature, with limited technical analysis, as it affects our overall view of the stock and bond markets. We do review technical analyses about the overall stock market on a regular basis, but not with respect to individual asset purchases as a short term trader would. When we choose mutual funds, performance being equal, we favor ones with lower expenses and some which qualify for trading without a brokerage commission; however, some of the investments in which we invest may involve paying a brokerage commission. We utilize publications like the Wall Street Journal, Business Week, Barron's and Internet sites like marketwatch.com, forbes.com, prudentbear.com, yahoo.com, pimco.com, closed-endfunds.com, IShares.com and bloomberg.com.

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

As previously stated, each client's portfolio is reviewed on a quarterly basis or more frequently if need be. We initiate appropriate rebalancing at that time if necessary.

9. DISCIPLINARY INFORMATION

Not Applicable

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Employees at MAI do not participate in other financial industry activities or have affiliations with such that would create or have the potential to create conflicts of interest.

11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRNSACTIONS AND PERSONAL TRADING

A complete copy of the MAI code of ethics is available upon the request of any client or prospective client.

The purpose of the code is to identify where EMPLOYEES of Moneywatch Advisors invest their money to prevent conflicts of interest. MAI requires that employees hold their investment accounts at TD Ameritrade. This enables the Chief Compliance Officer to review employee account holdings and trade confirmations.

All employees of MAI are required to abide by the Moneywatch Advisors, Inc. Code of Ethics. A copy of our ethics code is available to clients upon request. Each employee has acknowledged by signature that he is aware of and abides by our Code of Ethics.

Client accounts are not affected in any way by trade errors made by employees of MAI. Any gain or loss sustained by a trade error will be absorbed by MAI. The complete MAI Trading Error Policy is available to clients upon request.

Moneywatch Advisors, Inc., its principal officers and employees and their immediate relatives may invest in all or most of the same assets which the company recommends to and purchases for its clients. Employees must receive prior documented approval from Robert Bova in order to acquire securities outside those recommended to our clients. Client trades always take precedence over company or employee trades and this procedure is monitored by Robert Bova in his capacity as chief investment officer and by Ramsey Bova in her capacity as chief compliance officer. In a situation where an employee order would be disadvantageous to a client, the client order would go first.

12. **BROKERAGE PRACTICES**

We recommend where clients should trade their investable assets, and we also recommend other financial and legal professionals. We accept no compensation from any firm or person for referrals. Client fees are our sole source of compensation. MAI does not participate in formal soft-dollar arrangements.

Our clients currently have the majority of their investable assets at one large, well known discount brokerage firm (TD Ameritrade), which caters to independent financial advisory firms. Often, lower commission rates can be had at other firms, but we believe the value of the services provided to our firm is important because this relationship allow us to operate at the fee level we currently charge. The relationship between our firm and the brokerage firm is important to both our long term profitability and to the client. Dealing with discount brokerage firms leaves little room for negotiation of commission rates, so we do not negotiate rates. We encourage clients to provide MAI with trading authority over their investment accounts so we can ensure timely execution of portfolio changes. We continually evaluate alternative brokerage firms to ensure our clients are receiving acceptable and fairly priced services. TD Ameritrade does supply MAI with products and services to assist us in managing and administering client accounts. These include software and other technology that provide access to the client account data (such as trade confirmations and account statements), facilitate trade execution, provide research, pricing information and other market data and facilitate payment of MAI's fees from client accounts. **MAI participates in the TD Ameritrade Institutional Equity Management Program established by TD Ameritrade. TD Ameritrade and MAI are separate and unaffiliated. Conflicts of interest may arise from MAI's participation in the Equity Management Program. MAI's duty of 'best execution' is not relieved by its participation in the program. MAI and TD Ameritrade are independent of one another and have neither an agency nor employment relationship. Participation by MAI in the TD Ameritrade Institutional Equity Management Program is a valuable service in terms of economic benefit. MAI may receive discounts on compliance, marketing technology, and practice management products and services as a result in the program participation. The benefits received by MAI, or its associated persons, do no depend on the amount of brokerage transactions directed to TD Ameritrade. MAI feels that these services are not only of benefit to the execution of its client services but also to its clients.**

13. REVIEW OF ACCOUNTS

On a continuing basis, we perform periodic reviews, usually quarterly corresponding with when the quarterly fee is due. We mail an invoice with a reminder to clients to provide updates to their financial statement and to schedule a quarterly meeting. We estimate that we spend 90% of our time managing investments and 10% furnishing clients with advice on financial planning matters. We assist clients in making primary and vacation residential decisions, financing decisions, estate planning decisions, relocation decisions, educational planning, etc.

Interim reviews can be triggered by a variety of factors but are most often attributable to withdrawals, deposits of cash or large dividends.

Each month we prepare and mail a consolidated net worth statement and a newsletter to all clients. Clients are encouraged to use the net worth statement as a reminder to contact us to update their information if need be. Additionally, clients receive purchase and sale confirmations and monthly statements from the brokerage firm holding their assets. Clients are also encouraged to compare their consolidated net worth statements issued by MAI with their individual brokerage firm statements to ensure accuracy of reporting.

14. CLIENT REFERRALS AND OTHER COMPENSATION

MAI does not pay any form of compensation to any person or company for new client referrals. Nor does the firm accept compensation from any person or company for the referral of clients for professional assistance, such as accountants, attorneys, insurance providers, etc. Participation by MAI in the aforementioned TD Ameritrade Institutional Equity Management Program is a valuable service in terms of economic benefit. MAI may receive discounts on compliance, marketing technology, and practice management products and services as a result in the program participation. The benefits received by MAI, or its associated persons, do not depend on the amount of brokerage transactions directed to TD Ameritrade.

14. CUSTODY

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Our firm is not a custodian of client assets. Money and securities to be deposited to a client's brokerage account should be sent directly to the brokerage firm. If an employee were to inadvertently receive a client asset he is required to immediately return it to the owner and document the occurrence to the Chief Compliance Officer. Requests for deduction of quarterly advisory fees from clients' accounts are not considered custody.

MAI mails a monthly net worth statement to every client. We encourage clients to verify the accuracy of this report by comparing it to the monthly statements mailed by the qualified custodian. Clients are urged to inform MAI immediately if there is any discrepancy between the report they have received from the custodian and the report we have produced.

13. INVESTMENT DISCRETION

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MAI accepts discretionary authority to manage the securities accounts on behalf of clients. MAI assumes this authority when the client completes the Investment Advisory Agreement and TD Ameritrade applications. If a client wishes to place a limitation on this authority it must be done in writing prior to the initial signing of the Investment Advisory Agreement.

14. VOTING CLIENT SECURITIES

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Our firm does not accept authority, nor provide any advice, as how to vote client proxies. Clients will receive their proxies or other solicitations directly from their custodian or a transfer agent.

15. FINANCIAL INFORMATION

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MAI does not solicit prepayment of fees for six months or more in advance. Although our fees are collected in advance, they are done so on a quarterly basis. Clients who terminate the relationship prior to the end of the quarter are entitled to a proportionate refund of the fee.

19. EDUCATIONAL BACKGROUND & BUSINESS EXPERIENCE (BROCHURE SUPPLEMENT)

THE MONEYWATCH ADVISORY STAFF...

MAI employees involved in giving investment advice to clients must have a college education.

Mrs. Ramsey Bova, 36, President, Director of Planning, Chief Compliance Officer and Certified Financial Planner, is responsible for managing MAI's daily business environment, daily operations and for preparing financial plans and retirement plans for clients. Ramsey joined the firm in August 1998, after receiving her Bachelor of Science degree with a major in finance from Clemson University. As Chief Compliance Officer, she is responsible for administering those policies and procedures. She annually reviews these policies for adequacy and effectiveness and stays current on any Proposed Rules from the SEC. She and her husband, Robert Hammond, and their son, Pierse, reside in Lexington, Kentucky.

Robert J. Bova, 69, Chairman and Chief Investment Officer, holds a B.A. (Binghamton University, 1967) and a M.B.A. (University of Kentucky, 1981). Employed by Thomson McKinnon Securities, Inc. (1968-1978), he held the position, among others, of Vice President & Director of Financial Planning. Mr. Bova founded Moneywatch Corporation in 1980 to provide fee based financial planning. He reviews all accounts and determines the investment strategy and selection of investments for clients. He is responsible for banking, accounting and payroll. He and his wife, Pat, reside in Naples, Florida (September-May) and in Lexington, Kentucky (June-August).

William J. Leffler, 82, Vice President & Certified Financial Planner, has been associated with the firm since August 1986. He is a graduate of Dartmouth College, Hebrew Union College and College for Financial Planning. Mr. Leffler serves a variety of individuals as a financial advisor. He and his wife, Ki, reside in Kennebunkport, Maine. He travels to the Lexington office every three months.

Mrs. Elizabeth C. Shropshire, 36, Operations Director, is responsible for company administration, technology & communication and database management. Elizabeth joined the firm in August of 2011. She and her husband, Rob, live in Lexington, KY. She holds a Bachelor of Science degree from the University of Kentucky.

16. DISCIPLINARY EVENTS

NONE OF THE EMPLOYEES OF MAI HAVE EVER BEEN INVOLVED IN OR CONVICTED OF THEFT, FRAUD, BRIBERY, PERJURY, FORGERY, COUNTERFEITING, EXTORTION OR VIOLATIONS OF SECURITIES LAWS.

All existing clients will continue to receive an updated copy of our ADV and Privacy Policy on an annual basis.

Please direct questions about this document to Mrs. Ramsey Bova or Mr. Robert J. Bova.

