

DISCLOSURE BROCHURE

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Vista Financial Advisors, Inc.

Registered Investment Advisor

This Disclosure Brochure provides information about the qualifications and business practices of Vista Financial Advisors, Inc., which should be considered before becoming a client. Please contact Mr. Robert S. Jackson or Mrs. Diana M. Folino if you have any questions about the contents of this brochure.

The information contained in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Administrator.

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

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Item 2 MATERIAL CHANGES

Mr. Robert Derr resigned from Vista Financial Advisors on 12/31/2010 as Vice President, but still maintains his ownership. Mr. Derr was replaced by Mrs. Diana M Folino who now serves as the company's Senior Vice President, Chief Operating Officer, and Chief Compliance Officer. Mrs. Folino has been working at Vista Financial Advisors since July 2005.

Vista Financial Advisors will now have the ability to aggregate orders and distribute them by Weight Average Price. This new practice will ease the order entry process. Please see Item 11: Aggregating Orders for more details.

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Item 4- Advisory Business

Business Focus

Vista Financial Advisors, Inc., hereinafter referred to as “the Company” and “Vista”, is a registered Investment Advisor¹ with The Securities Exchange Commission in Jacksonville, FL since December 1994. Vista is a multi-disciplined fee-based registered investment advisor¹ that is engaged in the business of providing investment management and counsel through the construction of personalized investment solutions. Such solutions are designed to address the needs of individuals and their families, 401(k) Plans, pension and profit sharing plans, fiduciaries, trusts, estates, charitable organizations, corporations and small businesses.

Mission Statement

The Company’s mission is to manage time horizons, volatility, and risk by implementing investment strategies designed to enhance the client’s overall financial performance relative to their predetermined benchmarks.

To accomplish this objective, the Company designs and manages traditional (conservative) and nontraditional (aggressive) investment portfolios using market measurements and analytical techniques combined with assessment of current global market trends and economic cycles in an effort to achieve the best return for the client based upon his or her time horizons. The Company will: (i) author financial plans; (ii) create a tailored investment strategies designed to offer enhanced equity growth and income performance relative to the client’s predetermined market benchmarks and investment parameters; (iii) implement the designed investment approach; and, (iv) monitor the investment performance of such management strategies.

Preparation & Development of Investment Parameters

The Company will often engage new clients in pre-advisory consultations to gain better insight into their individual needs and objectives. Through these consultations, the Company will begin its evaluation of the client’s investment personality by discussing issues, such as, the client’s risk tolerances, liquidity needs, return expectations, economic outlook, prior investment experience, goals and objectives, and a preferred approach for meeting such goals and objectives.

¹ The term “registered investment advisor” is not intended to imply that Vista Financial Advisors, Inc. has attained a certain level of skill or training. It is used strictly to reference the fact that we are “registered” as an “investment advisor” with the United States Securities and Exchange Commission – and with such other regulatory agencies that may have limited regulatory jurisdiction over our business practices

These pre-advisory consultations, along with profile questionnaires² that the Company will have the client complete, help define for the Company the client's investment parameters. Once defined, the investment parameters lend to the development of a tailored investment strategy.

However, if the client has difficulty expressing their investment parameters or does not truly have a grasp of his or her overall personal finances, a financial plan may be suggested to the client before proceeding with any investment management and asset allocation. With today's global markets, successful asset allocation can be extremely critical. Achieving effective asset allocation, thereby facilitating successful investment management, can be hindered if clients do not accurately and thoroughly communicate their investment objectives and parameters.

The pre-advisory consultations, profile questionnaires and, if necessary, a financial plan³ help the Company eliminate much of the presumption in achieving financial security and independence for the client by simplifying these financial alternatives. For the client, such quality time invested by the Company on the front-end solves problems, eliminates future concerns and cultivates peace of mind. In addition, front-end planning helps:

- Define and narrow the client's objectives and investment options;
- Stimulate creative thinking;
- Identify areas of greatest concern;
- Create a unique picture of the client's overall financial personality; and,
- Provide an effective and efficient way for the Company to address each client's unique financial needs and objectives.

The Company's tailored investment strategies focus on matching the client's defined investment parameters with an investment style designed to meet the client's goals and objectives, risk tolerances and time frames. Such investment strategies may or may not include a combination of the following programs depending on the client's qualifications. These strategies are categorized as the following: (i) Full-Spectrum Diversification Accounts; (ii) Conventional and Non-Conventional Trading Accounts. This section describes these investment programs in greater detail along with their fee schedule, management requirements, and refund and termination provisions. Vista does not participate in any wrap fee programs.

As of December 31, 2011, Vista Financial Advisors has a total of 534 accounts with \$135,984,968.69 under management, 487 Discretionary accounts (\$118,889,912.69) and 47 non-discretionary accounts (\$17,095,056.00).

² The profile questionnaires used by the Company are important tools in gathering information about the client's investment methodology, risk tolerance, income/tax bracket, liquidity, time horizons, etc... If the client elects not to answer the questionnaires or chooses to respond with limited input, it is possible that the Company could operate in a handicapped capacity. Therefore, if the client desires the most effective and accurate recommendations regarding their managed accounts, they will make every effort to provide the Company with detailed personal needs and objectives, along with detailed financial and tax information.

³ Preparation and/or implementation of a comprehensive financial plan may require consultation or coordination with one or more outside professionals (e.g.: attorneys, CPAs, insurance and securities representatives).

Full-Spectrum Diversification Accounts

With broader diversification than the typical “diversified” models offered by many banks and brokers, this portfolio supplements the conventional asset categories of domestic equities, fixed income and international equities with additional positions in energy, commodities, and foreign currencies for greater diversification; additionally the Company will include precious metals and bear funds designed to perform well in down markets.

The Company’s objective is to position clients in a diversified, defensive portfolio that is designed to protect their net worth – a portfolio structured to perform well in “up market” periods. Equally, if not more importantly, should overall markets decline significantly for long periods in the next decade, these diversified portfolios should perform well compared to other conventionally-structured portfolios designed with the “linear” expectation of continued positive long-term market conditions.

The Company feels strongly that the consequences of not diversifying far outweigh the benefit of the possible increase in profit potential from a portfolio concentrated in one or a few specific indexes or equity positions. Diversification not only reduces volatility of a portfolio over time – it also provides much greater resistance to significant declines or even complete losses during turbulent periods. Not all investments react the same to the same stimulus. The Company feels that true diversification is achieved only at the catalyst level – a diversified portfolio should contain multiple investments that are driven by differing catalysts and serve to collectively hedge one another. Further, the Company feels that a wise diversified portfolio works together in harmony to achieve results with less relative risk and less long-term volatility.

The “Full-Spectrum Diversification” plan is designed to include diversified investments from the following key categories:

- Domestic Bonds
- Domestic Stocks
 - Large Cap
 - Small Cap
 - Managed Funds
 - Index Funds
- International Stocks
- International Bonds
- Real Estate
- Energy
- Commodities and Natural Resources
- Precious Metals
- Foreign Currencies
- Bear Market Funds

Conventional and Non-Conventional Trading Accounts

Conventional and Non-Conventional Trading are investment strategies incorporating a blend of different “systems” that the Company has developed. Typically, Conventional and Non-Conventional Trading activities are one single component of a broad, diversified investment approach such as Full-Spectrum Diversification with clients more specific guidelines and preferences incorporated. These systems are a combination of: (i) a diversified mix of stocks, equity funds, exchange traded funds (“ETFs”), index funds and/or option strategies; (ii) proprietary algorithms and trading methodologies for finding the greatest common denominators for these investments based on percentage of movement and relative movement; (iii) option and hedging strategies; and, (iv) equity trading and accumulation strategies.

- Diversified Mix: This is a core component of the Performance Trading strategy. The mix is made up of different investments that are chosen out of tens of thousands based on extensive analysis and several factors including, but not necessarily limited to: liquidity, shorting ability, and volatility.
- Proprietary Algorithms and Trading Methodology: This part of the Performance Trading strategy incorporates the information obtained and the formulas developed through computer-aided analysis, and the back testing of trading methodologies in various market conditions, which are then applied to the direction of each investment chosen (trading long or short) in comparison to the overall direction of the market.
- Option and Hedging Strategies: Research, analysis and possible implementation of various strategies such as spreads, straddles, collars, artificial positions, etc. for the purpose of achieving specific client growth and/or hedging objectives.
- Equity Trading and Accumulation Strategies: Equity trading accounts and activities associated with conventional short and long term growth strategies as well as strategies designed to address client-specific investment goals.

Financial Planning and Hourly Consultations

Should the initial one-on-one consultation reveal the need for a personal financial plan or hourly consultation, the Company can provide such services for respective clients depending on their needs and/or desires.

Financial planning is a process designed to produce an overall analysis of the client’s current financial condition with specific steps designed for the client to achieve the greatest success in future returns and to accomplish the overall stated objective.

Hourly consultation services involve the specialized analysis and evaluation in one or more core areas of financial need as presented by the client during a one-on-one meeting with the Company.

In general, a personal financial plan encompasses one or more of the following areas of

concern:

- *Personal:* Family records, budgeting, personal liability, estate information and financial goals.
- *Taxes & Cash Flow:* Income tax and spending analysis and planning for past, current and future years. The Company will illustrate the impact of various investments on client's current income tax and future tax liability.
- *Death & Disability:* Cash needs at death, income need of surviving dependents, estate planning and income analysis.
- *Retirement:* Analysis of current strategies and investment plans to help clients achieve their retirement goals.
- *Investments:* Analysis of investment alternatives and their effect on client's portfolio(s).

The Company gathers the necessary information to complete the particular area of analysis through a financial profile and personal interviews. Information gathered could include the clients current financial status, a list of assets, insurances, wills and/or trusts documents, monthly expenses and other information based on the client's financial status, future goals and attitudes towards work. Related documents supplied by the client are carefully reviewed and a written report is prepared.

NOTE: All information provided by and to the client will be kept entirely confidential. Such information will be disclosed to third parties only with mutual written consent or as may be permitted by law.

Item 5 Fees and Compensation

Investment Management Fees & Policies

The following protocols establish how the Company handles management accounts and what clients should expect when it comes to: (i) fees charged for investment services; (ii) their bill for investment services; (iii) withdrawing funds from their account(s); (iv) other fees charged to their account(s); and, (v) termination

Fee Schedule

The standardized fee structure below presents the annual percentage charged for asset management strategies described in Item 4: Advisory Business: Full-Spectrum Diversification account⁴. The fee for a calendar quarter is one fourth of the annual applicable percentages multiplied by the aggregate market value of the assets in the account on the last business day of each calendar quarter. The fee schedule is as follows:

Accounts with AUM of a total of \$ 750,000 or less:

Managed Account Balance[*] Clients will be billed:	Annual Fees[‡] Not to Exceed
On the first \$250,000	1.85%
On the next \$750,000 (Up to \$1,000,000).....	1.25%
On amounts over \$1,000,000	0.75%

Accounts with AUM of a total of \$ 750,001 or more:

Managed Account Balance[*] Clients will be billed:	Annual Fees[‡] Not to Exceed
On the first \$250,000	1.25%
On the next \$750,000 (Up to \$1,000,000).....	1.00%
On amounts over \$1,000,000	0.75%

* The Company requires a minimum initial investment of \$1,000,000 to open a Full-Spectrum Diversification account. However, this minimum may be waived under certain circumstances.

‡ The Company retains discretion to modify the above fee structure depending on the size, complexity, and nature of the portfolio managed. The fees may be negotiable on a client-to-client basis.

Billing

Each client account is billed quarterly in arrears based upon the account value on the last day of the previous calendar quarter.

Advisory fees will be deducted from fee credit balances or from any money market funds or balances when the customer gives management fee authorization. Customers are issued their invoices prior to their fee deduction. If such assets are insufficient to satisfy payment of such fees, a portion of the account assets will be liquidated to cover the fees.

Such liquidation may affect the relative balances of the account. It is the standard policy of

the Company that any invoices submitted to the client for services performed by the Company are subject to approval and/or adjustment based entirely on the judgment of the client.

Withdrawals from Managed Accounts

For any assets withdrawn during the quarter by a client, the Company has the option to bill a pro-rated management fee based on the amount withdrawn.

Fee Exclusions

The above fees for all our management services are exclusive of any charges imposed by the custodial firm, such as: (i) any Exchange/SEC fees; (ii) service or account charges, including, debit balances or postage/handling fees; and/or, (iii) commissions earned by the custodial firm for securities transactions

In addition, all fees paid to us for management services are separate from any fees and expenses charged to shareholders of mutual fund shares by the investment company or by the investment advisor managing the mutual fund portfolios. These expenses generally include management fees and various fund expense, such as: 12b-1 fees and contingent deferred sales charges. A complete explanation of these expenses charged by the mutual funds is contained in each mutual fund's prospectus. Clients are encouraged to carefully read the fund prospectus.

Termination Provisions for Investment Services

Clients have five (5) full business days after entering into an Investment Advisory Agreement in which to cancel our investment services and not incur any costs. Thereafter, should the client wish to terminate investment services on a day other than the last day of a calendar quarter, any fee or fees paid to the Company for that quarter end is totally at the discretion of the client.

To terminate our investment services a written notice should be submitted at least 30 days prior to the actual termination date, which provides clear instruction on what the client wants done with their account (i.e., liquidate the account, finalize all transactions and/or cease all investment activity). Once the termination notice has been received and we have implemented the final instructions from the client, we are no longer responsible for the management of client assets. From the date that the termination goes into effect, the client becomes responsible to make their own investment decisions.

Financial Planning Fees

The Company's fees for a financial plan are determined by the amount of time it takes to complete the process. The size, complexity, and nature of each client's personal and financial situation and the amount of time it will take to analyze and summarize their finances will have a profound impact on the cost to complete such plan.

Financial Planning fees will be billed at a rate not to exceed \$250.00 per hour, and any

clerical fees will not exceed \$50.00 per hour. All fees will be completely itemized in a monthly billing statement to the client, or as otherwise predetermined in a proposal and/or engagement letter. The standard Company policy on invoices submitted to clients for these and other services provided, is that, actual payment amount is at the sole discretion of the client relative to the amount they deem to be fair and appropriate.

Hourly Consultation Fees

The Company's hourly consultation fees for review and analysis of a particular core area of financial need for a client follow the same format as that of the financial planning. The size, complexity, and nature of each client's personal and financial situation and the amount of time it will take to analyze and summarize his or her finances will have a profound impact on the cost to complete the consultation.

Termination Provisions for Financial Planning & Hourly Consultations

Financial planning and hourly consultation services can be terminated at anytime. The amount of time spent by the Company on the service contracted with the client to be provided will be billed to the client from the beginning of contracted period, or from the date of last bill, through the date of termination.

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

Vista does not charge any performance fees to ~~customers~~ clients or provide side-by-side management.

Item 7 Types of Clients

Our solutions are designed to address the needs of individuals and their families, 401(k) plans, pension and profit sharing plans, fiduciaries, trusts, estates, charitable organizations, corporations and small businesses.

The Company requires a minimum initial investment of \$1,000,000 to open a Full-Spectrum Diversification account. However, this minimum may be waived under certain circumstances. The Company retains discretion to modify the fee structure in Item 5: Fees and Compensation depending on the size, complexity, and nature of the portfolio managed. The fees may be negotiable on a client-to-client basis.

Item 8 Method of Analysis, Sources of Information & Investment Strategies

Methods of Analysis

The Company uses a fundamental approach, such as economic conditions, earnings, industry outlook, politics (as it relates to investments), historical data, price-earnings ratios, dividends, and general level of interest rates, company management, debt ratios and tax benefits. Investing in securities involves risk of loss that clients should be prepared to bear.

Sources of Information

Information gathered by the Company is research-intensive utilizing company annual reports, Value-Line reports and Wall Street research. Other sources include, but are not limited to, domestic, international and governmental newspapers, bulletins, magazines, books and other publications. On occasion, the Company will use material prepared by investment companies and research releases prepared by others research companies.

Investment Strategies

Vista utilizes a proprietary investment strategy built on a solid foundation of wisdom achieved through an intensive study of Long-term Historical and Generational Cycles. These strategic insights combined with an incomparable level of global diversification have provided consistent superior performance with low volatility and greater stability through the inevitable ups and downs of variable market conditions.

The most significant distinguishing factor in Vista's decade-long track record of success is our unparalleled approach to global diversification. Vista's proprietary Broad Spectrum strategy built on "True Diversification" goes well beyond conventional definitions of diversification. This global model is based on a scientific approach that deploys client portfolios across a broad universe of uniquely positioned "catalyst groups."

Catalyst Category Catalyst Descriptions, & Purpose for each Catalyst Category

Fixed Income:

Purpose: Primarily short-term, intermediate and long-term bonds and CDs, these investments are typical for investors seeking income and safety. The primary catalysts for these investments are the movements in interest rates and credit quality concerns including defaults. The real concern with a bond is inflation. With prolonged periods of inflation, the value of your funds at maturity will buy far less than when you purchased the bond and the income earned from the interest checks will also purchase less each year.

Precious Metals

Purpose: Increasing debt levels, additional defaults by major corporations, potential effects of long-term declines in real estate, and possible new wars, etc. while negatively impacting our economy, all tend to be the very catalysts that often drive the price of gold and other precious metals upward - often quickly and severely. These are the assets people historically flock to when they panic. Owning precious metals during these "panic periods" will possibly offset a sudden decline in value of U.S. stocks. Vista also recommends a small amount of precious metals held physically (in your own possession).

Money Market Funds:

Purpose: Primarily used as a "parking place" for immediate liquidity and cash needs without disturbing the overall balance in the diversification strategy. The important point to make is that traditional money market funds and CD's are not insured. For this reason, Vista maintains a small percentage of the portfolio in money market funds and invests that amount in "U.S. Treasury Money Market Funds." Note: U.S. Treasury Notes, Bills and Bonds are backed by the full faith and credit of the United States Treasury.

Domestic Equities:

Purpose: The U.S. stock market reacts to many forces in our overall economy from earnings reports, scandals, mergers and investor sentiment. During periods when investors are optimistic, it often seems they turn a deaf ear to bad news. During pessimistic periods, the opposite seems to happen. For purposes of growth during positive periods, Vista invests part of its strategy in large-cap, mid-cap and small-cap investments. For negative U.S. market periods, a small portion is allocated to bear market funds designed to make money when the U.S. stock market goes down.

Real Estate:

Purpose: A portion of Vista's portfolio allocation consists of real estate investments in the form of domestic, international and global real estate funds. Unlike owning a property directly, whenever you decide to sell, some of these positions can be liquid and might be sold quickly. Individually owned real estate can become very illiquid in a "down market." Because real estate is a real asset, real estate prices will tend to move downward during periods of deflation and upward during periods of inflation. A small portion of Vista's real estate allocation is invested in funds designed to perform well in down markets.

Energy, Commodities & Natural Resources

Purpose: Energy, Commodities & Natural Resources, are those "things" that we buy and use on a daily basis ~ things like oil, natural gas, grains, coffee, sugar, metals, timber and water. If all of these items increase in price, so would your cost-of-living. Allocating a portion of Vista's strategy to these investments helps establish a hedge against inflation or rising cost of living. As energy & commodity prices rise and your cost-of-living increases, the value of this portion of your portfolio and its dividends also increase offsetting the rise in your cost of living.

Foreign Bonds and Currencies:

Purpose: Foreign bonds and currencies often move up in value relative to the U.S. dollar during negative periods for the U.S. economy and U.S. markets. This is primarily because investment funds tend to flow out of the U.S. into investments in foreign countries. With current historic levels of foreign debt and trade deficits, it is also wise to diversify your portfolio into multiple currencies. Diversifying in foreign bonds and currencies tends to reduce volatility during panic periods.

International Equities:

Purpose: Often foreign markets react differently than U.S. markets to the same news. There are also tremendous growth opportunities in many foreign countries due to the relocation of many U.S. industries to countries like India and China. Although negative to the U.S. economy, this can produce attractive investment opportunities in international equities. Diversifying into international equities can also provide the opportunity to make additional profits in periods when the U.S. dollar is declining against foreign currencies.

Vista offers two primary investment models:

Vista Secure For those who desire portfolio net worth protection through broad diversification, this model provides maximum protection during down market periods while

delivering long-term steady growth in up market environments.

Vista Advantage Available to investors who are focused on greater annual return potential while maintaining net worth protection through diversification. This model is best suited to individuals willing to experience slightly increased levels of volatility during up and down market periods.

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 Vista Financial Advisors or the integrity of Vista Financial Advisors' management. Currently, Vista Financial Advisors has no information applicable to this Item.

Item 10 FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

Investment Advisor Affiliations

The Company has custodial and brokerage relations with Charles Schwab & Company, Inc. ("Schwab"), an FINRA licensed broker-dealer (member FINRA/SIPC), through its Schwab Institutional services to financial advisors. It is recommended that Clients of Vista Financial Advisors use Schwab as their custodian but can choose another custodian based upon their own discretion.

Schwab provides on-line services for account administration and operational support, including: electronic trading, block-trading authorization, and software to access client data, back-office support, recordkeeping, client reporting, and other relevant technology tools. The cost to access Schwab's on-line service, SchwabLink™, has been waived based on total client assets under management. In addition, Schwab may offer from time to time subscriptions to various research services (i.e.; Barron's, Morningstar®, Wall Street Journal, etc...) at no cost also based on total client assets under management.

Services offered to the Company that have been discounted or waived are defined as "soft dollar" services. However, access to SchwabLink™ and any research services provided or arranged by Schwab will be used to service all client accounts and will not be limited to only those particular accounts that may have generated commissions.

The Company is not a subsidiary of, or affiliated with Schwab in any manner. The Company is solely responsible for investment advice rendered, and advisory services are provided separately and independently of the brokerage firm.

Insurance Company/Agency Affiliations

Investment Advisory Representatives ("RAs") of the Company may become licensed by the State of Florida as Life, Health, and Fixed Annuity Insurance Agents and become appointed with various insurance companies to earn commissions from the sale of those products.

Other Business Activities

Mr. Jackson is a principal executive officer to various business entities in addition to serving as officer of the Company. Mr. Jackson, in one or more companies, may: (i) be a member on the Board of Directors and an Officer in which he will provide operational oversight and perform other managerial duties; (ii) act simply as a passive shareholder; and/or (iii) provide additional services as a representative of that entity. These personal business interests are separate and distinct from the operations of the Company, including certain advising and consulting activities beyond the scope of services provided by the Company. Mr. Jackson's time devoted to these other activities may range from 5% to 10% of the time depending on his responsibilities or position within these companies.

Those businesses that Mr. Jackson is involved in are listed as follows:

- **Derr & Jackson Consulting, Inc.** Derr & Jackson Consulting was formed to provide business consulting advice to corporations and individuals. Derr & Jackson is a wholly owned subsidiary of the Company.
- **Gator Land Company:** Gator Land is a real estate development company. Mr. Jackson serves as a corporate advisor and member of the Board of Directors.
- **Insurance Agency:** RAs may become licensed to sell various insurance and fixed annuity products as independent insurance agents to clients as part of a full range of financial services offered by the Company
- **South Orange Avenue Trailer Park, Inc.:** South Orange is a real estate mobile home park offering affordable housing to families. Mr. Jackson serves as Vice President, Operational Planning.
- **Crystal River Investments, Inc.:** Crystal River is also a real estate mobile home park offering affordable housing to families. Mr. Jackson serves as Vice President, Operational Planning.
- **MHP Management Group, Inc.:** MHP Management Group was organized to operate and provide managerial oversight to mobile home parks throughout Florida. Currently MHP Management Group only manages the Lake Marian Paradise Mobile Home Park. Mr. Jackson serves as the Chief Managing Member.
- **Lake Marian Paradise, LLC:** Lake Marian Paradise was formed to raise the capital necessary to acquire the assets of the Lake Marian Paradise Mobile Home Park and subsequently to operate and further develop this property. Mr. Jackson serves as the Chief Executive Manager.

Comments Regarding these Business Activities

Even though Mr. Jackson is involved in offering services through these other entities, such service should not interfere with the advisory practices of the Company. However, there

are instances where clients of each of these entities may become clients of the Company and vice-versa. Such referrals to and from these entities could be considered bias, and therefore, a conflict of interest, in that Mr. Jackson is a control person in the above named entities and is able to influence the direction of any investment activities. For more information, please refer to the *Potential Conflicts of Interest*” sections of this brochure

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

Client Transactions: Participation or Interests

It is against Company policies for any owners, officers, directors and employees to invest in a private business interest or other non-marketable investment with a client or clients unless prior approval has been granted by the Company, and is not in violation of any SEC and/or State rules and regulations.

Personnel of the Company are permitted to personally invest their own monies in stocks (OTC and Listed), bonds, investment company products and other publicly traded securities, which may also be, from time to time, recommended to clients. Such investment purchases are independent of, and are not connected in any way to, investment decisions made on behalf of the Company’s clients. Personal trading activities conducted by the Company and its owners, officers, directors and employees are monitored by Mrs. Diana M. Folino to ensure that such activities do not impact upon client security or create conflicts of interest.

It is Vista’s policy that the firm will not affect any principal or agency cross securities transactions for client accounts. The company will also not cross trades between client accounts.

Insider Trading Activities

The Company is, and shall continue to be, in total compliance with the Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, we have adopted a firm-wide policy statement-outlining insider trading compliance by the Company and our personnel. This statement has been distributed to all personnel of the Company and has been signed and dated by such persons. Copies of such signed originals are maintained in our personnel files.

Code of Ethics

As a fiduciary, the Company has an affirmative duty to render continuous, unbiased Investment advice, and at all times act in the clients’ best interest. To maintain this ethical responsibility to clients, the Company has adopted a Code of Ethics that establishes the fundamental principles of conduct and professionalism expected by all officers, directors and employees in discharging their duties. This Code is a value-laden guide committing such persons to uphold the highest ethical standards, rooted in the most elementary maxim, “Do the right thing!”

The Company’s Code of Ethics is designed to deter inappropriate behavior and heighten

awareness as to what is right, fair, just and good by promoting:

- Honest and ethical conduct.
- Full, fair and accurate disclosure.
- Compliance with applicable rules and regulations
- Reporting of any violation of the Code.
- Accountability.

To help clients understand the Company's ethical culture and standards, how the Company controls sensitive information and what steps have been taken to prevent personnel from abusing their inside position, a copy of the Company's Code of Ethics is available for review upon request.

Item 12 Brokerage Practices

Investment or Brokerage Discretion

Suggesting Brokers to Clients

The Company does not have the discretionary authority to determine the broker/dealer to be used or the commission rates to be paid. The choice of brokerage firm to act as the custodian over each client account will always be approved by the client. If asked, the Company will suggest Schwab; however, it should be understood that the Company does not have the authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, since we do not negotiate the commissions charged by Schwab, such commissions can vary from client to client.

There will be no attempt by the Company to recommend Schwab solely on the lowest commission rates available. General reputation, trading capabilities, investment inventory, and client investment needs, financial strength, and the Company's personal experience working with Schwab is considered, among other items, in making this suggestion.

Aggregating Orders

Transactions for each client account generally will be effected independently, unless Adviser decides to purchase or sell the Approved Securities for several clients at approximately the same time. Adviser may (but is not obligated to) aggregate or "batch" such orders to obtain liquidity, best execution, to negotiate more favorable commission rates or to allocate equitably among Adviser's clients differences in prices and commissions 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 Adviser's clients in proportion to the purchase and sale orders placed for each client account on any given day. If Adviser cannot obtain execution of all the combined orders at prices or for transactions costs that Adviser believes are desirable, Adviser will allocate the securities Adviser does buy or sell as part of the combined orders by following Adviser's order allocation procedures

Research and Soft Dollar Benefits

Vista does not receive or is involved with any soft dollar benefits.

Item 13 Review of Accounts

Account Responsibility

Each account will be reviewed at least quarterly by Mr. Robert S. Jackson or Mrs. Diana M. Folino to determine if the client's needs and objectives are being met. General guidelines as defined by the client and cash needs will be adjusted as necessary. Any specific goals and objectives, as designed by the client through one-on-one consultations, will be established for portfolio positioning and diversification, and monitored periodically for revision as needs dictate. Significant changes in the client's personal circumstances, the general economy, or tax law changes can trigger more frequent reviews.

Investment results are provided to client on at least a quarterly basis. Each statement will summarize the specific investments currently held and the value of client's portfolio. Client will also receive monthly reports from the investment company and/or brokerage firm managing their accounts.

Item 14 Client Referrals and Other Compensation

Economic Benefits & Conflicts of Interest

Benefits & Conflicts between Affiliated Companies

As previously mentioned, Mr. Robert S. Jackson serves as an officer, director and/or representative to several corporate entities. In his capacity as such, Mr. Jackson will recognize revenue from those clients referred by one corporate entity to the other. Those revenues could come in the form of advisory/consulting fees, salaries, bonuses, incentive programs, equity interests, and income/dividend returns. This can present a conflict of interest, in that such referrals create incentive to refer clients to only those entities to which Mr. Jackson has ownership or receives some remuneration, thereby eliminating the possibility for the client to be referred to someone who may provide better services at lower cost.

Notwithstanding such economic benefit and potential conflicts of interest the Company, Mr. Jackson strives to serve the best interest of the client by ensuring such disclosure is being properly made to clients in compliance with the Investment Advisor Act of 1940, Rule 275.206.

Financial Planning Benefits & Conflicts of Interest

Clients are cautioned to consider their options carefully when RAs of the Company recommend the purchase of any insurance products – they may be commissioned insurance agent. This is a potential conflict of interest; the incentive on the part of the Company and the RA is to recommend only those products in which they will receive a commission. Consequently, the objectivity of the advice rendered could be subjective and disadvantage the client.

There are also potential conflicts of interest when the Company, through its RAs, suggests the need for outside consultations and coordination (i.e., attorneys) to implement certain aspects of an estate or financial plans. Even though the Company does not share in any fees earned by the attorneys when implementing an estate or financial plan those entities to which the Company refers business do. This creates incentive on the part of the Company to refer client business to only those entities that in turn refer potential clients to the Company. This can eliminate the possibility for the client to be referred to someone who may provide better services at lower cost

Therefore, to ensure clients understand the full relationship of the Company to any related persons and outside parties that may refer business, as well as the choices and risks clients have in receiving Investment Services and/or Financial Planning & Hourly Consultation Services, the following disclosures are provided:

- Clients may choose any broker-dealer to execute his/her securities transactions.
- Investments involve risk and some investment decisions will result in losses. Clients understand that the Company cannot guarantee that their investment objectives will be achieved by working with us.
- Clients are under no obligation to have any related parties that the Company recommends prepare planning documents (i.e., estate, insurance, tax, etc...). Clients are free to choose those entities to implement the recommendations made in the financial or estate plan.
- If requested by the client to implement any insurance recommendations made in the financial plan, RAs will execute such transactions through those insurance companies in which he is a licensed insurance agent. In such cases, the RA will receive the normal commissions associated with such insurance transactions.
- Since RAs only offer financial products from those insurance companies in which they are appointed, such recommendations made in the financial plan are limited to that pool of products. Therefore, it is possible that the client might be able to purchase a similar insurance product elsewhere with better terms and at lower costs.
- The Company does not receive any economic benefit from referring clients to another professional without first notifying the client of such possibilities. The Company acts completely in a fiduciary capacity - the interests of the client are first and foremost.

Notwithstanding such economic benefit and potential conflicts, the Company strives to serve the best interest of the client; as well as, ensuring such disclosure is being properly made to clients in compliance with the Investment Advisor Act of 1940, Rule 275.206 and the Florida Administrative Code 3E-600.0131.

Referral Compensation

The Company may directly compensate persons for client referrals, provided that those persons are qualified and have entered a solicitation agreement with the Company. Under such arrangements, the client will be provided full disclosure of the compensation paid to the solicitor and whether such referral will result in higher management fees.

Item 15 Custody

Vista Financial Advisors, Inc recommends clients use Charles Schwab as its custodian for private client assets. The firm recommends this qualified custodian on the basis of their reasonable, straightforward commission structure, integrity, and financial stability. The company benefits from certain services and information provided to the firm by Charles Schwab but we do not have discretion as to the commissions our clients pay. Clients may choose to use another custodian at their discretion.

As a function of Vista choosing Charles Schwab as the custodian for its private clients' assets, the firm enjoys access to certain research reports to which we might not otherwise have access. The availability of these reports is in no way a function of the number or type of trades the firm executes on behalf of its clients. Vista receives no cash benefits or equipment from Charles Schwab.

Clients receive monthly statements from either Charles Schwab. Vista 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.

Item 16 Investment Discretion

The Client will retain discretion over all investment and implementation decisions, unless, the Client grants the Advisor discretionary power over his/her Portfolio through a limited power-of-attorney authorizing the Advisor to make investment decision without the Client's prior consent. Such arrangements shall be clearly outlined in a separate Limited Power-of-Attorney Agreement should the Client desire this service.

If the client grants the Company discretionary power over his/her Portfolio and appoints the Company, and its representatives, as the Client's Agent and Attorney-in-Fact, to act with full discretion to:

- Decide when to buy, sell, exchange, convert, tender, trade, or otherwise acquire or dispose of stocks, bonds, mutual funds, annuities, and any other securities, financial contracts or financial instruments.
- Engage in margin and/or option transactions, if established by the Client and in accordance with investment objectives and risk tolerance.
- Deduct management fees for advisory services from the Client's Portfolio per an agreement signed in advance by the client notifying them of the anticipated fees charged.
- Receive information on or about the Client's account, including online account information, account statements, trade confirmations and tax information.

As the Agent and Attorney-in-Fact, the Company is authorized to act for the Client and on the Client's behalf in the same manner and with the same force and effect as Client

might or could do.

Item 17 Voting Client Securities

The Company is hereby expressly precluded from voting proxies. Clients understand and agree that the client retains the right to vote all proxies, which are solicited for securities held in the managed accounts. Any proxy solicitations received at the Company's place of business will be immediately forwarded to the client for their evaluation and decision.

Item 18 Financial Information

Vista Financial Advisor 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.