



Disclosure Brochure

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This Disclosure Brochure provides clients with information about the qualifications and business practices of Optimus Capital Advisors, LLC. Please contact John C. Gesek, Jr., President & Chief Compliance Officer of Optimus Capital Advisors, LLC, at (972) 745-7704 if you have questions about the content of this brochure. This information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority. Additional information on the disciplinary history of Optimus Capital Advisors, LLC is available on the Internet at www.adviserinfo.sec.gov/IAPD/. You can search this site by a unique identifying number known as a CRD number. The CRD number for Optimus Capital Advisors, LLC is 147500. Registration does not imply a certain level of skill or training.

February 2012

Engaging Optimus Capital Advisors, LLC All clients wishing to engage Optimus Capital Advisors for the provision of its investment advisory services must, in addition to completing Optimus' internal documents and Investment Advisory Agreement, complete certain Schwab documentation. Upon completion of the aforementioned documents, together with the advisory representatives securing the relevant approvals, Optimus Capital Advisors will be considered engaged by the client. The term of engagement will either be a one time or continuous, as set forth in the Advisory Agreement. For continuous agreements, clients will be responsible for ensuring that Optimus Capital Advisors is informed in a timely manner of changes in investment objectives and risk tolerance.

1. About Optimus Capital Advisors, LLC

Optimus Capital Advisors, LLC ("Optimus" or "Optimus Capital Advisors") is a fee-only, independent investment advisory firm registered with the State of Texas. Registration does not imply a certain level of skill or training. The expertise and training requirements for all OCA associates are detailed in Section 19 of this brochure.

2. Material Changes

No material changes for OCA since the annual amendment update on March 24, 2010.

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4. Advisory Business

OCA has been offering advisory service since 2008. Mr. John Gesek, Jr. is the principal owner of OCA.

B. Through its investment advisor representatives, Optimus Capital Advisors provides financial planning, consulting and fee-only investment advisory services to individuals, pension and profit sharing plans, trusts, estates or charitable organizations, corporations or other business entities.

Services and Fees Financial Planning and Consulting Services

When a client requires assistance in setting or developing a plan to attain his or her financial goals, the client may engage Optimus Capital Advisors to complete a comprehensive financial plan or may select specific segments as appropriate. A comprehensive plan would include segments on retirement, investments, cash flow, estate plan, insurance, or college funding. Optimus Capital Advisors gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are carefully reviewed and a written report is prepared. Implementation of financial plan recommendations is entirely at the client's discretion. Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. The advisory representatives may develop tax or estate plans for clients or refer clients to an accountant or attorney, because Optimus Capital Advisors cannot provide tax advice, tax planning or legal services. The scope of financial planning services to be completed on an hourly and /or flat fee basis is outlined in an Addendum to the Client Agreement. Clients can also receive investment advice on a more limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic. Optimus Capital Advisors also provides specific consultation and administrative services regarding investment and financial concerns of the client. Additionally, Optimus Capital Advisors provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, insurance, and/or annuity advice. Optimus Capital Advisors also provides investment advice and consulting services to corporations and other business entities in a variety of areas, including, but not limited to, cash flow planning, corporate restructuring and company benefits. Optimus Capital Advisors may recommend investment in companies that it currently provides, or has previously provided, consulting services and/or investment advice. As this may create a conflict of interest, any such existing or past relationship is fully disclosed to clients.

Investment Management Programs

Optimus Capital Advisors provides a range of investment management programs, each giving continuous advice, and each with a different compensation structure. These are listed below. However, the process Optimus Capital Advisors undergoes with each client remains the same. Initially, Optimus Capital Advisors creates an investment policy by conducting personal discussions with the client. In these discussions goals and objectives are established, based on the client's particular circumstances. Each portfolio is then designed to meet a particular investment goal, which the advisory representative has determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, the portfolio may be managed on a discretionary or non-discretionary basis, using a variety of trading platforms and with different fee structures, as shown below. The advisory representatives will then create a portfolio, which may entail selection of third party managers, or the purchase of individual stocks or bonds; alternative investments; no-load funds; and load-waived funds (front-end commissions will not be charged). All mutual funds will be selected on the basis of any or all of the following criteria: performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives, management style and philosophy; and, the fund's management fee structure. Each client's individual needs and circumstances will determine initial portfolio allocation between funds and market sectors. The advisory representatives may use, without limitation, any of the following methods of analysis, sources of information and investment strategies: financial newspapers and magazines; inspections of corporate activities; corporate rating services such as Morningstar; and, annual reports, prospectuses and press releases. Advisory representatives may also utilize different

investment strategies, based upon the needs of the client, which include long-term purchases as well as trading. Most portfolios are reviewed at least quarterly, and may be rebalanced then if appropriate. Optimus Capital Advisors meets with clients at least annually, at which point the client's investment objectives and risk tolerance are verified. All clients are required to open accounts with custodians that provide at least quarterly statements showing portfolio and asset values and all transactions occurring in the account during the reporting period.

Brokerage Accounts Clients with at least \$250,000 to invest, and who are willing to pay separate transaction and investment fees may be encouraged to open accounts either managed by Optimus or by third party managers at Charles Schwab & Co., Inc. ("Schwab") or TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. ("TD AMERITRADE"). Account opening minimums may be negotiable. These accounts are managed on a discretionary basis, are monitored continuously, and are invested in mutual funds or individual equities. Any transaction and/or custodial fees charged by Schwab or TD AMERITRADE are deducted directly from the client Account. Accounts are reviewed periodically and are rebalanced as appropriate. These services include:

- Developing an asset allocation strategy based upon a client's risk tolerance and investment objectives.
- Making specific investment or third party manager recommendations.
- Placing trades in the client's account as appropriate.
- Ongoing support:
- Support to the client for the Investment Account establishment and/or transfer assistance.
- Portfolio and/or manager monitoring.

In order to assist the client in the selection of a Third Party Advisory Service, advisory representatives will typically gather information from the clients about the client's financial situation, investment objectives, and reasonable restrictions the clients wants imposed on the management of the account. Optimus Capital Advisors will not offer advice on any specific securities or other investments in connection with this service. The advisor representatives on behalf of Optimus Capital Advisors will periodically review reports provided to the clients and will contact the client with frequency as agreed to with the clients, in order to review the client's financial situation and objectives; communicate information to the Third Party Advisory Service managing the account as warranted; and, assist the clients in understanding and evaluating the services provided by the Third Party Advisory Service. Clients will be expected to notify their advisory representative of any changes in their financial situation, investment objectives, or account restrictions. Clients may also contact directly the Third Party Advisor managing the account or sponsoring the program. Optimus Capital Advisors receives compensation pursuant to its agreements with these Third Party Advisory Programs for introducing clients to these Third Party Advisory Programs and for certain ongoing services provided to clients. This compensation, which is disclosed to the client in a separate disclosure document provided by the Third Party Advisory Program, is typically equal to a percentage of the investment advisory fee charged by that Third Party Advisory Program or a fixed fee. Due to the fact that Optimus Capital Advisors receives compensation from the Third Party Advisory Services for referring clients and because such compensation may differ depending upon the individual agreement with each Third Party Advisory Service, Optimus Capital Advisors may have an incentive to recommend one of these Third Party Advisory Services over others with which it has less favorable compensation arrangements, or other advisory programs offered by Third Party Advisory Services with which it has no compensation arrangements. A complete description of the programs and services available through the Third Party Advisory Services will be provided to the client upon receipt and review of the applicable Third Party Advisory Service's Form ADV Part 2, Disclosure Brochures and/or equivalent brochures; investment advisory contracts; and account opening documents. Clients will sign an advisory agreement with the Advisor and will also sign an advisory agreement directly with the Third Party Advisory Service selected.

Third Party Advisory Services

In order to assist the client in the selection of a Third Party Advisory Service, advisory representatives will typically gather information from the clients about the client's financial situation, investment objectives, and reasonable restrictions the clients wants imposed on the management of the account. The Advisor will not offer advice on any specific securities or other investments in connection with this service. The advisor representatives on behalf of Optimus Capital Advisors will periodically review reports provided to the clients and will contact the client with frequency as agreed to with the clients, in order to review the client's financial situation and objectives; communicate information to the Third Party Advisory Service managing the account as warranted; and, assist the clients in understanding and evaluating the services provided by the Third Party Advisory Service. Clients will be expected to notify their advisory representative of any changes in their financial situation, investment objectives, or account restrictions. Clients may also contact directly the Third Party Advisor managing the account or sponsoring the program. Optimus Capital Advisors receives compensation pursuant to its agreements with these Third Party Advisory Programs for introducing Clients to these Third Party Advisory Programs and for certain ongoing services provided to Clients. This compensation, which is disclosed to the Client in a separate disclosure document provided by the Third Party Advisory Program, is typically equal to a percentage of the investment advisory fee charged by that Third Party Advisory Program or a fixed fee.

Due to the fact that the Advisor receives compensation from the Third Party Advisory Services for referring Clients and because such compensation may differ depending upon the individual agreement with each Third Party Advisory Service, the Advisor may have an incentive to recommend one of these Third Party Advisory Services over others with which it has less favorable compensation arrangements, or other advisory programs offered by Third Party Advisory Services with which it has no compensation arrangements. A complete description of the programs and services available through the Third Party Advisory Services will be provided to the Client upon receipt and review of the applicable Third Party Advisory Service's Form ADV Part 2, Disclosure Brochures and/or equivalent brochures; investment advisory contracts; and account opening documents. Clients will sign an advisory agreement with the Advisor and will also sign an advisory agreement directly with the Third Party Advisory Service selected.

Private Investment Funds

Private Investment Funds from time to time, Optimus Capital Advisors may offer a private investment fund that engage in a range of alternative investment strategies, including investing in real estate; private funds managed by other, unaffiliated persons; and other opportunities. These private investment funds are available only to persons who are "accredited investors" under the Securities Act of 1933, as amended and, in several cases, only to persons who are "qualified clients" under the Advisers Act. These private investment funds are not made available to the general public and are not registered investment companies. Each private investment fund is managed only in accordance with regulatory requirements and its own characteristics and is not tailored to any particular investor in the private fund.

Private Investment Funds from time to time, Optimus Capital Advisors may form a private investment fund to engage in a range of alternative investment strategies, including investing in real estate, in which Optimus may act a general partner. These private investment funds are available only to persons who are "accredited investors" under the Securities Act of 1933, as amended and, in several cases, only to persons who are "qualified clients" under the Advisers Act. These private investment funds are not made available to the general public and are not registered investment companies. Each private investment fund is managed only in accordance with regulatory requirements and its own characteristics and is not tailored to any particular investor in the private fund.

C. All advisory services are tailored to each client's needs based on their age, investment objectives, financial profile, and investment experience. Clients have the opportunity to place reasonable restrictions on the types of investments that will be made on their behalf and will retain individual ownership of all securities.

D. OCA does not act as a sponsor for wrap fee programs. OCA has agreements with third party managers as further detailed in this brochure.

E. As of December 31, 2010, OCA manages \$31,000,000.00 for accounts with which OCA has discretionary agreements and \$2,000,000.00 for accounts which are non-discretionary.

5. Fees and Compensation

Services and Fees Financial Planning and Consulting Services

Conditions for Managing Accounts Financial Planning and Consulting Services Optimus Capital Advisors requires a minimum fee of \$500.00 for Financial Planning services; provided, however, that Optimus Capital Advisors retains the right to reduce or waive the minimum fee.

Fees: Financial Planning and Consulting Services fees will be charged in one or both of two ways:

- A. As a fixed fee, typically ranging from \$1,000 to \$10,000, depending on the nature and complexity of each client's circumstances.
- B. On an hourly basis calculated on a charge of \$250 per hour. The length of time it will take to complete the advisory service will depend on the nature and complexity of the individual client's personal circumstances. An estimate for total hours will be determined at the start of the advisory relationship.

Optimus Capital Advisors requires a minimum financial planning and consulting fee of \$500.00. Fees for Financial Planning and Consulting Services are due and payable in advance or upon completion of the advisory service. At the sole discretion of the advisor, these fees may be negotiated on a case-by-case basis.

Investment Management Services

Optimus Capital Advisors requires new clients have a minimum account of \$250,000 for Investment Management Services, provided, however, that Optimus Capital Advisors retains the right to reduce or waive this minimum account size. Accounts of less than \$250,000 may be set up when the client and Optimus Capital Advisors anticipate the client will add additional funds to the accounts bringing the total to \$250,000 within a reasonable time. Optimus Capital Advisors may combine related household accounts for fee calculation purposes. Other exceptions will apply to employees of Optimus Capital Advisor sand their relatives, or relatives of existing clients.

Fees: The Advisor charges its clients an annual fee that is based on the amount of the client's assets under management (see table below). The fee is negotiable, is determined at the time the client signs the Client Agreement, and is based on the complexity of each client's individual situation. Portfolios generally are aggregated by family in order to attain a lower fee rate. Portion of Investment Portfolio Maximum Annual Rate Under \$500,000 2.0% \$500,000 - \$999,999 1.5% \$1,000,000 - \$2,999,999 1.35% \$3,000,000 or more 1.25%.The annual fee generally is separate from transaction, exchange, wire transfer, margin interest or account fees charged by the custodian (please see disclosures under "General Information About Fees" below). Optimus Capital Advisors may charge an administrative charge not to exceed 1/10% per quarter for administrative processing and account maintenance. Fees are billed quarterly in advance at the rate of one fourth of the annual fee shown above based on the fair market value from the last day of the quarter and may be deducted from clients' accounts. This fee deduction is deemed a form of custody by the Securities and Exchange Commission pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended (the "Advisors Act"), although all investments and funds are held by an outside custodian. Optimus Capital Advisors may direct the movement of funds from one account in the client's name to another such titled account, but has no access to funds except for the deduction of management fees. In all other matters, Optimus Capital Advisors has no custody of client securities or funds and requires the use of an outside custodian.

Third Party Advisory Services

Optimus Capital Advisors receives compensation pursuant to its agreements with these Third Party Advisory Programs for introducing Clients to these Third Party Advisory Programs and for certain ongoing services provided to Clients. This compensation, which is disclosed to the Client in a separate disclosure document provided by the Third Party Advisory Program, is typically equal to a percentage of the investment advisory fee charged by that Third Party Advisory Program or a fixed fee.

Private Investment Funds

Fees: Private funds managed by Optimus Capital Advisors may be charged an annual asset-based management fee of up to two (2%) percent on assets under management. In addition, Optimus Capital Advisors may also receive a “carried” interest in its capacity as general partner or manager of the private investment fund entitling it to up to 25% of realized profits. Details of these arrangements are more fully described in the offering documentation for the particular private investment fund.

General Information About Fees

Fee Only

- Optimus Capital Advisors is compensated solely by fees paid by its clients and does not accept commissions or compensation from any other source (i.e., mutual funds, insurance products or any other investment product).
- Fees are Negotiable
In certain circumstances, fees may be negotiable.
- Fee Calculation
The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Advisers Act).
- Termination of Advisory Relationship.
A client agreement may be canceled at any time, by either party, for any reason upon prior written notice. The client has the right to terminate an agreement without penalty within five (5) business days after entering into the agreement. Clients will receive, where applicable, a prorated refund of any prepaid advisory fees. Such prorated refund will be based upon actual services incurred up to and at the time of termination of Optimus’ services.

If the client is entering into a wrap fee program sponsored by the investment adviser, the client shall receive Part 2 of Form ADV; a disclosure statement containing the equivalent information; or a disclosure statement containing at least the information required by Part 2A Appendix 1 of Form ADV. If the appropriate disclosure statement is not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with this investment adviser, then the client has the right to terminate the contract without penalty within five (5) business days after entering into the contract.

- Mutual Fund Fees
All fees paid to Optimus Capital Advisors for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without the services of Optimus Capital Advisors. In that case, the client would not receive the services provided by Optimus Capital Advisors which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. To the extent that client assets are invested in money market funds or cash positions, the fees for monitoring those assets are in addition to the

fees included in the internal expenses of those funds paid to their own investment managers, which are fully disclosed in each fund's prospectus. Accordingly, the client should review both the fees charged by the funds and the fees charged by Optimus Capital Advisors to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

- **Trading and other Costs**

All fees paid to Optimus Capital Advisors for investment advisory services are separate and distinct from transaction fees and/or custodian fees charged by broker dealers associated with the purchase and sale of equity securities and mutual funds. In addition, fees do not include the services of any co-fiduciaries, accountants, brokers or attorneys.

- **Direct Debiting of Client Accounts**

Advisory fees may be directly debited from a client account only if the client provides written authorization to the account custodian permitting Optimus' fees to be paid directly from the client's account held by an independent custodian and the custodian agrees to send to the client a statement, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to Optimus Capital Advisors.

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

As noted in Section 5 (Fees and Commissions), private funds managed by Optimus Capital Advisors may be charged an annual asset-based management fee of up to two (2%) percent on assets under management. In addition, Optimus Capital Advisors may also receive a "carried" interest in its capacity as general partner or manager of the private investment fund entitling it to up to 25% of realized profits. Clients paying these fees must meet the qualified client requirements pursuant to the Texas State Securities Board Rule 116.13(b) and SEC dollar amount thresholds in the "Qualified Client" definition under Rule 205-3 of the Investment Advisers Act of 1940. Details of these arrangements are more fully described in the offering documentation for the particular private investment fund.

7. Types of Clients

OCA's client base consists of high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporate and business entities. Accepted account size is negotiable.

Optimus Capital Advisors requires new clients have a minimum account of \$250,000 for Investment Management Services, provided, however, that Optimus Capital Advisors retains the right to reduce or waive this minimum account size. Investment Management Services accounts of less than \$250,000 may be set up when the client and Optimus Capital Advisors anticipate the client will add additional funds to the accounts bringing the total to \$250,000 within a reasonable time. Optimus Capital Advisors may combine related household accounts for fee calculation purposes. Other exceptions will apply to employees of Optimus Capital Advisor and their relatives, or relatives of existing clients.

Private Investment Funds "Qualified Clients" must meet the SEC threshold amount under the Assets Under Management test of \$1,000,000 and Net Worth test of \$2,000,000.

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

Advisory representatives may use, without limitation, any of the following methods of analysis, sources of information and investment strategies: financial newspapers and magazines; inspections of corporate activities; corporate rating services such as Morningstar; and, annual reports, prospectuses and press releases. Advisory representatives may also utilize different investment strategies, based upon the needs of the client, which include long-term purchases, as well as, trading.

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. In addition, advice will be given (but not necessarily recommendations) on all types of equity securities, mutual funds, certificate of deposits, corporate debt securities, municipal securities and government securities.

The main risk involved with OCA investment strategies is market fluctuation. All clients are advised that investing in securities involves risk of loss. The advisory representative assists the client with determining whether the client is able to bear such risks.

9. Disciplinary Information

No advisory representative of OCA has any past or current disciplinary disclosures.

10. Other Financial Activities and Affiliations

Optimus' primary business is financial management, of which investment management is a major component. Optimus also offers comprehensive financial planning and consulting services.

In addition, Mr. Gesek is President of The Gesek Company, Inc. a Real Estate Management Co established 1994. The Company provides bookkeeping and management on commercial real estate. Non-securities related. Less than 10% of time is devoted to this Company.

Mr. Gesek is President of TGW Silverhawk Capital, Inc.. GP Real Estate Investments. Non-securities related. Less than 5% of time is devoted to this Company.

Mr. Gesek is licensed as an independent insurance agent and offers insurance products to advisory clients for which he is compensated in the form of commissions. Approximately 10% of his time is devoted to this activity.

Mr. Luna is licensed as an independent insurance agent and offers insurance products to advisory clients for which he is compensated in the form of commissions. Approximately 10% of his time is devoted to this activity.

All Optimus investment adviser representatives, must always ensure that the interests of its clients are put above their own interests. Additionally, all Optimus investment adviser representatives must ensure that clients have the information that is necessary to fairly evaluate recommendations from their representative. Compensation arrangements are not based on the volume of business a representative directs to a particular product sponsors.

Optimus may cause clients (including limited partnerships of which it is the general partner) to buy a security in which Optimus or an associated person has an ownership position. Additionally, Optimus or an associated person of Optimus may purchase a security of the same class as securities held in a client's account. It is the policy of Optimus not to permit any associated person (or certain of their relatives) to trade in a manner that takes advantage of price movements caused by client transactions

As these situations may represent a conflict of interest, Optimus has established the following in order to ensure its fiduciary responsibilities:

- No employee of Optimus shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, through his or her employment, unless the information is also available to the investing public or reasonable inquiry.
- Optimus maintains a list of all securities holdings for anyone associated with this advisory practice. In addition, the firm receives duplicate confirmations of all transactions and duplicate statements for each employee account. These records are reviewed on a quarterly basis by Mr. Gesek.
- All clients are fully informed that Mr. Gesek may receive separate compensation when effecting transactions during the implementation process.

- Optimus emphasizes the unrestricted right of a client to decline to implement any advice rendered.
- Optimus emphasizes the unrestricted right of the client to select and choose any broker or dealer and/or insurance company he/she wishes.
- Optimus requires that all employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- Any individual not in observance of the above may be subject to termination.

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

A. Optimus Capital Advisors has adopted a Code of Ethics pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, as amended, to prevent violations of federal securities laws. The Code of Ethics is predicated on the principle that Optimus Capital Advisors owes a fiduciary duty to its clients. Accordingly, Optimus Capital Advisors expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws. All officers, directors, members and employees of Optimus Capital Advisors and any other person who provides advice on behalf of Optimus Capital Advisors and is subject to Optimus' control and supervision are required to adhere to the Code of Ethics. Optimus' Code of Ethics allows the purchase of IPOs or private placements only with prior permission from Optimus' Chief Compliance Officer. Clients may request to receive, at no cost, a copy of Optimus' Code of Ethics, which contains its policies on employee trading, gifts, and outside business activities. Gifts of nominal value are acceptable, and all employees must disclose any outside business activities generating revenue, which must be approved by Optimus' Chief Compliance Officer.

B. Private Investment Funds

From time to time, Optimus may form a private investment fund and act as the general partner, in order to engage in a range of alternative investment strategies, including investing in real estate; private funds managed by other, unaffiliated persons; and other opportunities. Optimus' private investment funds are available only to persons who are "accredited investors" under the Securities Act of 1933, as amended and, in several cases, only to persons who are "qualified clients" under the Advisers Act. These private investment funds are not made available to the general public and are not registered investment companies. Each private investment fund is managed only in accordance with its own characteristics and is not tailored to any particular investor in the private fund. Private funds managed by Optimus may be charged an annual asset-based management fee of up to two (2%) percent on assets under management. In addition, Optimus may also receive a "carried" interest in its capacity as general partner or manager of the private investment fund entitling it to up to 25% of realized profits. The specific terms and conditions for participation in any such private fund, including management and incentive fees, conflicts of interest and risk factors, are set forth in each fund's offering documents, which each prospective investor shall receive, and be required to complete and submit certain portions thereof to Optimus in order to demonstrate qualification for a fund investment.

Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in the fund's offering documents, which will be provided to each investor for review and consideration. Each prospective investor will be required to complete a Subscription Agreement, pursuant to which the investor shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Due to the possibility of conflicts of interest Optimus has adopted and implemented accounting policies/procedures and internal controls. Optimus' CCO reviews the Private Investment Fund's activities in order to identify, track, eliminate, mitigate, and monitor organizational and personal conflicts of interest and Optimus has adopted and implemented policies and procedures regarding affiliates, "roundtripping," valuation, trade allocations and proper handling of material non-public / sensitive information.

C. Buys or Sells For OCA Securities That OCA Representatives Also Recommend To Clients

From time to time, Optimus may recommend to clients that they purchase or sell specific securities or investments in which Optimus or its related personnel have some financial interest. In addition, Optimus or individuals associated with Optimus may buy, sell, or hold in their personal accounts the same securities that Optimus recommends to its clients and in accordance with its internal compliance procedures. Such trades will occur simultaneously with or after trades placed on behalf of clients. To minimize conflicts of interest, and to maintain the fiduciary responsibility Optimus has for its clients established the following policy: An officer, director, or employee of Optimus shall not buy or sell securities for a personal portfolio when the decision to purchase is substantially derived, in whole or in part, by reason of employment with Optimus, unless the information is also available to the investing public on reasonable inquiry. No person associated with Optimus shall prefer his or her own interest to that of any client. Personal trades in securities being purchased or sold for clients may be effected simultaneously with or after trades are effected for clients. Optimus personnel may not anticipate trades to be placed for clients.

D. Participation or Interest in Client Transactions

Optimus Capital Advisors or individuals associated with Optimus Capital Advisors may buy, sell, or hold in their personal accounts the same securities that Optimus Capital Advisors recommends to its clients and in accordance with its internal compliance procedures. Such trades will occur simultaneously with or after trades placed on behalf of clients.

To minimize conflicts of interest, and to maintain the fiduciary responsibility Optimus Capital Advisors has for its clients established the following policy: An officer, director, or employee of Optimus Capital Advisors shall not buy or sell securities for a personal portfolio when the decision to purchase is substantially derived, in whole or in part, by reason of employment with Optimus Capital Advisors, unless the information is also available to the investing public on reasonable inquiry. No person associated with Optimus Capital Advisors shall prefer his or her own interest to that of any client. Personal trades in securities being purchased or sold for clients may be effected simultaneously with or after trades are effected for clients. Optimus Capital Advisors personnel may not anticipate trades to be placed for clients.

12. Brokerage Practices

A. 1. When placing portfolio transactions for client accounts, Optimus' primary objective is to obtain the best price and best execution, taking into account the costs, promptness of execution and other qualitative considerations. Optimus Capital Advisors evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These include the broker's trading costs, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in serving Optimus.

Also in consideration is such brokers' provision or payment of the costs of research and other investment management-related services (the provisional payment of such costs by brokers are referred to as payment made by "soft dollars", as further discussed below). Accordingly, if Optimus Capital Advisors determines in good faith that the amount of trading costs charged by a broker is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, the client may pay trading costs to such broker in an amount greater than the amount another broker might charge. Optimus may use Charles Schwab & Company, Inc.'s (a FINRA registered broker dealer) Schwab Institutional services or TD AMERITRADE Institutional, a division of TD AMERITRADE, Inc. Member FINRA/SIPC. Clients in need of brokerage and custodial services will have Charles Schwab & Company or TD AMERITRADE recommended to them. As a user of Schwab Institutional and TD AMERITRADE, Optimus receives benefits that it would not receive if it did not offer investment advice. Optimus reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than Schwab or TD AMERITRADE, if Optimus believes that the broker dealer would adversely affect Optimus' fiduciary duty to the client and/or ability to effectively service the client portfolio. Although Optimus has discretion over client accounts, it will not be responsible for handling client claims in class action lawsuits involving securities owned by the client.

Within the last fiscal year Optimus has used Charles Schwab & Co.'s, Schwab Institutional and TD AMERITRADE Institutional services. While there is no direct linkage between the investment advice given and usage of Schwab Institutional and/or TD AMERITRADE Institutional, economic benefits are received which would not be received if Optimus did not give investment advice to clients. As a user of Schwab Institutional and/or TD AMERITRADE Institutional, they make available to Optimus other products and services that benefit Optimus, but may not benefit its clients' accounts. Some of these other products and services assist Optimus in managing and administering clients' accounts. These include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving Schwab Institutional and/or TD AMERITRADE Institutional participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. Schwab Institutional and/or TD AMERITRADE Institutional also makes available to Optimus other services intended to help Optimus manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab Institutional and/or TD AMERITRADE Institutional may make available, arrange and/or pay for these types of services rendered to Optimus by independent third parties. Additional benefits received because of Optimus' use of Schwab Institutional and/or TD AMERITRADE Institutional may depend upon the amount of transactions directed to, or amount of assets custodied by, Charles Schwab & Co., Inc. and or TD AMERITRADE, Inc. Optimus is required to maintain a minimum level of client assets with Schwab Institutional and TD AMERITRADE Institutional to avoid a quarterly service fee. While as a fiduciary Optimus endeavors to act in its clients' best interests, Optimus' recommendation that clients maintain their assets in accounts at Schwab and/or TD AMERITRADE may be based in part on the benefit to Optimus of the availability of some of the foregoing products and services and not solely on the nature cost or quality of custody and brokerage provided by Schwab and/or TD AMERITRADE which may create a conflict of interest.

While some of these services and products were acquired with client brokerage commissions (or markups or markdowns), all products and services received qualify for the safe harbor in section 28(e) of the Securities and Exchange Act of 1934.

12.A. 2. Brokerage for Client Referrals

OCA does not have the incentive to select or recommend a broker/dealer based on its interest in receiving client referrals.

12.A.3. Directed Brokerage

Certain clients may direct Optimus Capital Advisors to use particular brokers for executing transactions in their accounts. To the extent brokerage transactions are placed with particular brokers as directed by a client, Optimus' ability to achieve best execution may be eliminated. Clients who direct Optimus Capital Advisors to use particular brokers may pay higher commissions than those that do not. Optimus Capital Advisors reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than Schwab, if Optimus Capital Advisors believes that the broker dealer would adversely affect Optimus' fiduciary duty to the client and/or ability to effectively service the client portfolio.

12.3.B. Aggregation and Allocation of Trades

It is the objective of Optimus Capital Advisors to provide a means of allocating trading and investment opportunities between advisory clients on a fair and equitable basis and in compliance with all applicable state and federal guidelines. With respect to clients' accounts with substantially similar investment objectives and policies, Optimus Capital Advisors may often seek to purchase or sell a particular security

in each account. Optimus Capital Advisors will aggregate orders only when such aggregation is consistent with Optimus' duty to seek best execution and is consistent with the investment objective of each client. No client account will be unfairly favored over any other account.

Each client that participates in an aggregated order will participate based on the average execution price in that particular security. All transaction costs will be allocated *pro rata* based on each client's participation in the transaction. All securities purchased or sold, whether the order is filled completely or partially, will then be allocated *pro rata* based on the assets of each account.

13. Review of Accounts

Investment Management Services Reviews

While the underlying securities within Investment Management Services accounts are continuously monitored, these accounts are reviewed no less frequently than annually. Accounts are reviewed in the context of each client's stated investment objectives and guidelines, ensuring that the structure of the portfolio is coordinated with these objectives. In addition, investment returns will be measured against the appropriate benchmarks in each asset class. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Reports

Clients will receive statements at least quarterly. Additionally, monthly statements will be generated as a result of investment activity by the client's separate custodian. Confirmation statements will be issued for all trading activity. Monthly and/or quarterly statements will include portfolio holdings, dates and amounts of transactions, and current and prior statement values.

Financial Planning Reviews

These client accounts will be reviewed as contracted for at the inception of the advisory relationship.

Reports

Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for at the inception of the advisory relationship.

Consulting Services Reviews

These client accounts will be reviewed as contracted for at the inception of the advisory relationship.

Reports

Due to the nature of this service, Optimus will not typically provide reports unless contracted for at the inception of the advisory relationship.

All client accounts are reviewed by the Chief Compliance Officer of Optimus.

14. Client Referrals and Other Compensation

OCA does not directly or indirectly receive or give any economic benefit for providing investment advice or other advisory services to our clients from or to anyone other than our clients.

15. Custody

OCA does not have custody of any client funds or securities.

16. Investment Discretion

Optimus Capital Advisors requests that it be provided with written authority (Limited Power of Attorney) to determine the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. All such amendments shall be submitted in writing. Optimus Capital Advisors generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which securities are bought and sold for the account and (2) the

total amount of securities to be bought and sold. Optimus' authority in making investment related decisions may be limited by account guidelines, investment objectives and trading restrictions, as agreed between Optimus Capital Advisors and the client.

17. Voting Client Securities

Optimus Capital Advisors does not vote proxies on behalf of its clients. Therefore, although Optimus Capital Advisors may provide investment advisory services relative to client investment assets, Optimus' clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceeding or other type events pertaining to the client's investment assets. Optimus Capital Advisors and/or the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

18. Financial Information

Prepayments

OCA does not require or solicit prepayments of more than \$500 in fees per client, six months or more in advance.

18.B.

Financial Condition

There are no financial conditions that are likely to impair OCA's ability to meet its commitments to clients.

18.C.

Bankruptcy

OCA has not ever been subject to a bankruptcy.

19. Requirements for State Advisors

Personal Backgrounds and Requirements Optimus Capital Advisors is composed of experienced investment professionals possessing a broad range of knowledge within the securities industry. Advisory persons associated with Optimus Capital Advisors must possess, minimally, a college degree and/or appropriate business experience and all required licenses.

John Gesek, Managing Member

Mr. Gesek was born in 1963. He attended California State University (Sacramento) from 1983 to 1986 and received a BA in Political Science from Ashford University in 1989. Mr. Gesek also participated in the Certified Financial Planner Program at Boston University from 2007 to 2008. Mr. Gesek established Optimus Capital Advisors, LLC in 2008. Prior to establishing Optimus Capital Advisors LLC, Mr. Gesek was a partner with McKeelGesek Financial Advisory Services LLC from January 2007 to June 2008. He was also with its predecessor SAA Financial, Inc. d/b/a McKeelGesek Financial Advisory Services from April 2002 through January 2007. Mr. Gesek was a registered representative with Royal Alliance Associates, Inc., a FINRA registered broker/dealer from April, 2002 to May 2008. Mr. Gesek currently holds the Series 63 and 65 licenses, as well as, Texas Health and Life Insurance License (Level I). Mr. Gesek previously held a Series 7 license.

Mr. Gesek's outside business activities are detailed in Item 10 of Part 2A.

Jack Luna

Mr. Luna was born in 1966. Mr. Luna joined Optimus Capital Advisors August 2009. He has been a member of the financial services industry for over nine years with employment at Merrill Lynch from October 2001 to August 2004, Morgan Stanley DW inc. from August 2004 to March 2007 and Titan Wealth Management from March 2007 to August 2008. His primary goal is to provide long term strategic planning for his client's portfolios. By utilizes a tactical approach to investing through both qualitative and quantitative research.

Mr. Luna graduated from Oklahoma City University in 1989 with a Bachelors of Arts Degree in communications. He currently holds the FINRA Series 7 and 66 licenses, as well as, Texas Health and Life Insurance License (Level I).

Mr. Luna's outside business activities are detailed in Item 10 of Part 2A.

19.C. Calculation of Fees

See Item 5 of Part 2A.

19.D. Disclosures

OCA and all associated persons do not have past or current disciplinary history or client complaints.

19.E. Relationships with Issuers of Securities

OCA and its associated persons do not have any relationships or arrangements with any issuers of securities.

Client Complaints

Clients may contact John Gesek, Chief Compliance Officer of Optimus Capital Advisors, at (972) 745-7704 to submit a complaint. Written complaints should be sent to Optimus Capital Advisors, LLC, P.O. Box 3591, Coppell, Texas, 75019.

Client Acknowledgement

The undersigned client acknowledges that he or she has received, read and understands the contents of this Disclosure Brochure.

CLIENT(S) _____ Date _____

_____ Date _____

OPTIMUS CAPITAL ADVISORS, LLC

By _____ Date _____

Signature and Title