

Item 1 – Cover Page

Fairway Investment Advisors, LLC

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This Brochure provides information about the qualifications and business practices of Fairway Investment Advisors, LLC (herein referred to as “FIA”). If you have any questions about the contents of this Brochure, please contact us at +886-0955-465-470 or via email at info@fairwayia.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

FIA is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about FIA also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Timothy C. Barnes, Managing Member at +886-0955-465-470 or info@fairwayia.com. Our Brochure is also available on our web site, www.fairwayia.com, also free of charge.

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

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Item 4 – Advisory Business

Founded in 2009, Fairway Investment Advisors, LLC is managed and 100% owned by Timothy C. Barnes, Jr. and offers the following services to advisory clients:

A. Investment Supervisory Services

FIA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. FIA creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, risk tolerance levels, etc.) and then constructs a general plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Risk tolerance
- Regular portfolio monitoring

FIA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. FIA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client, wherein client may impose restrictions on investing in certain securities or types of securities.

For accounts managed under a discretionary authority, FIA charges a fee, computed on a quarterly basis, for these services based on a percentage of client assets under management. These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly, in advance, and clients may terminate their contracts with thirty days' written notice. Refunds are calculated as a portion of the prepaid management fees to the termination date set out in the 30 day written notice in relation to the number of remaining days in the calendar quarter period in question. Clients may terminate their accounts without penalty within 5 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with written authorization. There is no account minimum.

As of December 1, 2011, total client assets under management on a discretionary basis was calculated at US\$400,000.00. This calculation was made by references to the current market prices of client securities publicly traded in various securities exchanges as well as

the current appraised values of certain illiquid assets that have not recently traded in the public markets.

B. Investment Consulting Services

FIA offers investment consulting services for clients seeking assistance in formulating investment strategies to be executed exclusively by the client. As is done in our Investment Supervisory Capacity, FIA creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, risk tolerance levels, etc.) and then constructs a general plan (the Investment Policy Statement) to aid in the formulation of a strategy that matches each client's specific financial situation.

For its investment consulting services, FIA charges an hourly fee, computed according to the amount of time an FIA representative must require to assess, formulate, and present the client plan and will be agreed upon by the client before services are rendered. These fees are negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees will be charged in arrears, and client is under no obligation to pay until the client's plan is presented to the client.

Item 5 – Fees and Compensation

FIA charges fees for investment advice. All fees are subject to negotiation and do not vary depending on whether a client is a qualified client or a non-qualified client.

A. Investment Supervisory Services

FIA manages client accounts for a fixed percentage of all assets under its management ("management fee"). The management fee is charged according to the following breakpoints per annum, paid quarterly, in advance:

Client's AUM	Annual Advisory Fee
\$0 -- \$500,000	1.00%
\$500,001 -- \$1,500,000	0.9%

\$1,500,001 -- \$4,000,000	0.7%
Over \$4,000,000	0.5%

The specific manner in which fees are charged by FIA is established in a client's written agreement with FIA. FIA will generally bill its fees on a quarterly basis. Clients will be billed at the beginning of each calendar quarter and may elect to be billed directly for fees or to authorize FIA to directly debit fees from client accounts. Management fees shall be prorated upon account initiation based on the calendar months remaining within the calendar quarter the account is opened and, on an ongoing basis, for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals).

Accounts terminated during a calendar month will be charged a prorated fee calculated as a portion of the prepaid management fees to the termination date set out in the 30 day written notice in relation to the number of remaining days in the calendar quarter period in question. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

B. Investment Consulting Services

FIA charges clients \$75 to \$150 per hour depending on the nature and complexity of the client's circumstances. An estimate of the total hours to be billed will be estimated at the start of the advisory relationship.

Either party may terminate the agreement at any time by providing written notice to the other party within five (5) days. The client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the client. Refunds will be given on a prorated basis.

FIA's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer

taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to FIA's fee, and FIA shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that FIA considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

FIA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

FIA provides portfolio management services to individuals and high net worth individuals. All clients currently are retail clients. There is no account minimum and no requirements for opening or maintaining an account.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

In formulating investment advice and managing assets, FIA considers a wide range of factors in choosing suitable candidates for investment, first of which is the client's Investment Policy Statement discussed in Item 4 of this document.

Following these suitability parameters, FIA will generally recommend investments in equity securities including common stocks, preferred stocks, and convertible securities. FIA may also invest in ADR's, EDR's, GDR's and ETF's. ADR's are receipts that represent interests in foreign securities held on deposit by U.S. banks. EDR's and GDR's have the same qualities as ADR's, except that they may be traded in several international trading markets. ETF's are investment companies that invest in portfolios of securities designed to track particular market segments or indices and whose shares are bought and sold on securities exchanges.

Securities selected are predominantly those in which, in the view of FIA, have positive prospects for growth of principle and income that is not reflected in the current market price. Factors especially effective in driving such determinations include prospective earnings, market sentiment, valuation, and price volatility of the selection candidate.

Prospective clients should be aware that FIA's account management is at times opportunistic-driven in order to take advantage of market conditions and can involve frequent trading. Frequent trading can affect investment performance, particularly through increased brokerage and other transactions costs and taxes.

Principle Risks of Investment Strategies:

Investing in securities involves risk of loss that clients should be prepared to bear. The methods of analysis and investment strategies outlined above do carry certain risks associated with them. Clients should carefully consider these risks before deciding to work with FIA:

Investment Risks: Investment in the investment recommendations made by FIA are subject to investment risk, including the possible loss of the entire principle amount belonging to the client.

Equity Risks: A principle risk of the investment strategy outlined above is equity risk, or the risk that the value of the securities selected will fall due to general market and economic conditions, perceptions regarding the industries in which the issuers of securities selected participate, or factors relating to specific companies in which the client's portfolio invests.

Foreign Investment Risks: FIA may recommend investment in securities of non-US issues in its determination that the instrument is in line with its investment strategies. Securities issued by non-US issuers may involve unique risks compared to investing in securities of US issues. Adverse political, economic, or social developments could undermine the value of client's investment or prevent the client from realizing the full value of their investment.

Currency Risks: US and non-US companies that trade in, and receive revenues in, foreign currencies are subject to the risk that those currencies will decline in value relative to the US dollar or, in the case of hedging positions, that the US dollar will decline in value relative to the currency being hedged.

Emerging Markets Risks: Investment recommendations of investments in foreign issuers in developing or emerging market countries involve exposure to changes in economic and political factors. The economies of most emerging market countries are in the infancy stage of capital market development. As a result, their economic systems are still evolving and their political systems are typically less stable than those in developed economies. Emerging market countries often suffer from currency devaluation and higher rates of inflation.

Management Risks: FIA's recommendations are subject to management risk as its recommendations are made solely at the determination of its Managing Member, Timothy C. Barnes, Jr. The Managing Member seeks to apply investment techniques and risk analyses in making investment recommendations for FIA's clients, but there can be no guarantee that these will produce the desired results.

Small- and Mid-Cap Company Risks: The securities of small- or mid-cap companies may be subject to more abrupt or erratic market movements and may have lower trading volumes or more erratic trading than securities of larger companies or the market averages in general.

ETF Risks: The risk of ETF's generally reflects the risk of owning shares of the underlying securities held by the ETF's, although the lack of liquidity in an ETF could result in its value being more volatile than the underlying portfolio of securities.

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 FIA or the integrity of FIA's management. FIA has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Registered investment advisors are required to disclose any relationships between them and other entities or individuals that may be material to the advisory business or may create a material conflict of interest. All relationships and/or affiliations between FIA and its employees and any outside entities or individuals do not present such conflicts and are not applicable to this item.

Item 11 – Code of Ethics

FIA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, among other things. All supervised persons at FIA must

acknowledge the terms of the Code of Ethics annually, or as amended.

FIA anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which FIA has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which FIA, its affiliates and/or clients, directly or indirectly, have a position of interest. FIA's employees and persons associated with FIA are required to follow FIA's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of FIA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for FIA's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of FIA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of FIA's clients.

In any event, such transactions do not create a conflict of interest as the securities recommended are widely held and publicly traded. FIA is too small an investor/advisor to affect the market. FIA places client interests before its own interests.

FIA's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Timothy C. Barnes, Jr. at +0955-465-470 or via email at info@fairwayia.com.

It is FIA's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. FIA will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

INVESTMENT OR BROKERAGE DISCRETION

For those client accounts where FIA provides ongoing money management or investment advice with ongoing supervision, FIA will maintain limited power of attorney over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities will be explained to clients in detail before an advisory relationship has commenced.

Unless the client directs otherwise, FIA will generally recommend that all investment management accounts be maintained at Interactive Brokers LLC. The custodian, Interactive Brokers LLC, was suggested based on a combination of their relatively low transaction fees, name recognition, best execution, and suitability to individual client needs. FIA will never charge a premium or commission on transactions, beyond the actual cost imposed by any custodian. Every attempt will be made to get group discounts on transactions when possible.

Clients are permitted to select another custodian, but they should be aware that such a decision may cost clients more money, for example, through higher brokerage commissions, because FIA may not be able to aggregate orders to reduce transaction costs. Such a situation may also prevent FIA from obtaining most favorable execution of client transactions.

Interactive Brokers, LLC is not a related person or affiliate of FIA, and FIA does not receive research or other soft dollar benefits from Interactive Brokers, LLC.

Item 13 – Review of Accounts

Investment Advisory Services: Client accounts are reviewed quarterly only by its Managing Member, Timothy Carson Barnes, Jr. Timothy Carson Barnes, Jr. is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at FIA are assigned to this reviewer. Reviews may also be triggered by material market, economic or political events, or by changes in clients' financial situations (such as retirement, termination of employment, physical move, or inheritance).

Each client will receive a quarterly report from the custodian detailing that client's account performance.

Item 14 – Client Referrals and Other Compensation

FIA does not receive or give economic benefits in exchange for client referrals.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. FIA 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

FIA will maintain limited power of attorney over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. The extent of the discretionary authority itself is determined in detailed consultation with the client before execution of the Investment Advisory Contract. The nature and details of any limitations are provided in writing to FIA within the Written Investment Policy Statement and attached to the Investment Advisory Contract as "Exhibit I".

When selecting types of securities and determining amounts, FIA observes the investment policies, limitations and restrictions of the clients as stated in the client's Written Investment Policy Statement. For registered investment companies, FIA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to FIA in writing.

Item 17 – Voting *Client* Securities

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

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about FIA's financial condition. FIA 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.

Item 19 – Requirements for State-Registered Advisers

FIA is an SEC registered advisor and is not required to complete this field.