

Firm Brochure

(Part 2A of Form ADV)

Hilton Head Financial Advisors, Inc.

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This brochure provides information about the qualifications and business practices of Hilton Head Financial Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at: 843-681-8300, or by email at: nathanielbpj@hargray.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC), or by any state securities authority.

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

March 28, 2013

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisors to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

No material changes since the Last Update.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 843-681-8300 or by email at: nathanielbpj@hargray.com.

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Advisory Business

Firm Description

Hilton Head Financial Advisors, Inc. was founded in 1981.

Hilton Head Financial Advisors, Inc. provides personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

Hilton Head Financial Advisors, inc. is strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Investment advice is provided, with the client making the final decision on investment selection. Hilton Head Financial Advisors, Inc. does not act as a custodian of client assets. The client always maintains asset control. Hilton Head Financial Advisors, Inc. may place trades for clients and if so, the authority is given by a limited power of attorney signed by the client.

A written evaluation of each client's situation may be provided to the client by a series of letters, emails or meetings which incorporate their financial situation, estate planning and other areas deemed necessary to be addressed for proper financial planning. Periodic reviews are also communicated to provide reminders of the specific courses of action that may need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client or by the advisor with client approval. Conflicts of interest will be disclosed to the client and managed in the best interest of the client.

Principal Owners

Nathaniel B.P. Jones is 100% stockholder.

Types of Advisory Services

Hilton Head Financial Advisors, Inc. performs the following services –

(1) investment supervisory services, also known as asset management services; (2) monitors accounts not involving investment supervisory services; (3) furnishes investment advice through consultations; and (4) furnishes advice to clients on

matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

As of December 31, 2012, Hilton Head Financial Advisors, Inc. managed approximately \$113,998,307 in assets for approximately 135 clients. Approximately \$20,996,086 is managed on a discretionary basis, and \$93,002,221 is managed on a non-discretionary basis.

Tailored Relationships

The investment goals and objectives for each client are documented in our investment policy statement. Clients may impose restrictions on investing in certain securities or types of securities.

Client agreements may not be assigned without client consent.

Types of Advisory Services

The following services define the typical client relationships:

- Comprehensive Financial Planning

- Investment Management

Comprehensive Financial Planning

A financial plan is designed to help the client with all aspects of financial planning.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are generally provided as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

The fee for a financial plan is based on hours involved by the financial advisor.

In the event that the client's situation is substantially different than disclosed at the initial meeting, additional hours will be billed at the standard hourly rate.

The current hourly fee for the financial advisor is \$225.00 per hour.

Investment Management

Many clients choose to have Hilton Head Financial Advisors, Inc. manage their investment assets in order to obtain ongoing in-depth advice and life planning. All aspects of the client's financial affairs are reviewed. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and

objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of work and fee for Investment Management is provided to the client prior to the start of the relationship. Services may include: cash flow management; insurance review; investment management (including performance reporting); education planning; retirement planning; estate planning, as well as the implementation of recommendations within each area. The services provided on each client's particular situation.

The annual Investment Management fee is based on a percentage of the investable assets according to the following schedule:

- 1.00% on the first \$1,000,000;
- 0.75% on the next \$1,000,000 (from \$1,000,001 to \$2,000,000); and
- negotiated on the assets above \$2,000,000.

In the event of significant fixed income holdings which are to be held to maturity, a different fee for the fixed income component may be negotiated. This would result in the above schedule being applied to only the non-fixed income investment assets.

The minimum annual fee is \$3,000 and is negotiable at Hilton Head Financial Advisors, Inc.'s discretion.

If the client does not have \$300,000 in investable assets, Investment Management services will be billed at the hourly rate - \$225.00/hour (\$30.00/hour for clerical support).

Current client relationships may exist where the fees are higher or lower than the fee schedule above.

Although the Investment Management relationship is ongoing and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed.

Hourly Planning Engagements

Hilton Head Financial Advisors, Inc. provides hourly planning services for clients who need advice on a limited scope of work. The hourly rate for limited scope engagements is \$225.00 (\$30.00/hour for clerical support).

Asset Management

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, equities and bonds usually through discount brokers.

Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. Hilton Head Financial Advisors, Inc. does not receive any compensation, in any form, from fund companies or brokers.

Investments may also include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships.

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying Hilton Head Financial Advisor, Inc. in writing and paying the rate for the time spent on the engagement prior to notification of termination.

Hilton Head Financial Advisors, Inc. may terminate any of the aforementioned agreements at any time by notifying the client in writing.

Fees and Compensation

Description

Hilton Head Financial Advisor, Inc. bases its fees on a percentage of assets under management, hourly charges, and fixed fees.

Fees are negotiable at Hilton Head Financial Advisors, Inc.'s sole discretion.

Fee Billing

Investment management fees are billed monthly (for hourly clients) or quarterly, in arrears, meaning that we invoice you after the monthly (for hourly clients) or three-month billing period has ended. Payment in full is expected upon invoice presentation. Fees may be deducted from a designated client account(s) to facilitate billing if the client consents in advance to direct debiting of their investment account(s).

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds, exchange-traded funds, bonds and equities. These transaction charges are usually small and incidental to the purchase or sale of a security.

Hilton Head Financial Advisors, Inc., in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity,

anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to Hilton Head Financial Advisors, Inc.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

Hilton Head Financial Advisors, Inc. reserves the right to stop work on any account that is more than 60 days overdue. In addition, Hilton Head Financial Advisors, Inc. reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in the judgment of Hilton Head Financial Advisors, Inc.

Types of Clients

Description

Hilton Head Financial Advisors, Inc. generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, corporations and business entities.

Client relationships vary in scope and length of service.

Account Minimums

There is not an account minimum requirement.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that Hilton Head Financial Advisors, Inc. may use include Morningstar Principia mutual fund information, Morningstar Principia stock information, the World Wide Web, financial newsletters, financial conferences and extensive reading.

Investment Strategies

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar tomorrow will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. The risks range from dishonesty to natural disasters.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress,

the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

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

Code of Ethics

The employees of Hilton Head Financial Advisors, Inc. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Hilton Head Financial Advisors, Inc. and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities 24 hours in front of client trades unless a block trade is executed or if a client calls and directs a trade subsequent to an employee's trade.

Personal Trading

The Chief Compliance Officer of Hilton Head Financial Advisors, Inc. is Nathaniel B.P. Jones. He reviews all employee trades each quarter. Most employee trades are relatively small in size when compared to the average daily volume. We believe these trades do not affect the pricing of securities to any significant degree. Employee trades either take place with clients in block trades or are executed after client trades.

Brokerage Practices

Selecting Brokerage Firms

Hilton Head Financial Advisors, Inc. does not have any affiliation with product sales firms. Specific custodian recommendations are made to clients based on their need for such services. Hilton Head Financial Advisors, Inc. recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Hilton Head Financial Advisors, Inc. recommends discount brokerage firms and trust companies (qualified custodians), such as Charles Schwab & Co. Inc. and Scott & Stringfellow.

Hilton Head Financial Advisors, Inc. does not receive fees or commissions from any of these arrangements.

Best Execution

Hilton Head Financial Advisors, Inc. reviews the execution of trades at the time of the trade. Hilton Head Financial Advisors, Inc. does not receive any portion of the trading fees.

Soft Dollars

Hilton Head Financial Advisors, Inc. receives no software maintenance credit or any other "free services" from any source.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit. Occasionally, there may be block trades of equities that are aggregation trades.

Review of Accounts

Periodic Reviews

Formal account reviews are performed semi-annually by Nathaniel B.P. Jones, President. Account reviews are performed more frequently when market conditions dictate or situations as described below.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Regular Reports

Nathaniel B.P. Jones is the firm's Investment Committee. He considers the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive periodic communications on at least an annual basis. The written updates may include a net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives.

Client Referrals and Other Compensation

Incoming Referrals

Hilton Head Financial Advisors, Inc. has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

Hilton Head Financial Advisors, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which mean the custodians provide account statements directly to clients at their address of record at least quarterly. Most accounts are provided monthly statements.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by Hilton Head Financial Advisors, Inc.

Net Worth Statements

Clients are frequently provided net worth statements. Net worth statements contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate. The net worth statements are used for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

Investment Discretion

Discretionary Authority for Trading

Hilton Head Financial Advisors, Inc. accepts blanket discretionary authority to manage securities accounts on behalf of clients. Hilton Head Financial Advisors, Inc. has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, Hilton Head Financial Advisors, Inc. consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to the custodian. Hilton Head Financial Advisors, Inc. does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in the client's accounts on the client's behalf so that we may promptly implement the investment policy that the client has approved.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. The client signs a limited power of attorney so that we may execute the trades that implement the investment objectives that have been agreed upon.

Voting Client Securities

Proxy Votes

Hilton Head Financial Advisors, Inc. does not vote proxies on securities. Clients are expected to vote their own proxies.

When assistance on voting proxies is requested, Hilton Head Financial Advisors, Inc. will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Financial Information

Financial Condition

Hilton Head Financial Advisors, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet for Hilton Head Financial Advisors, Inc. is not required to be provided because Hilton Head Financial Advisors, Inc. does not serve as a custodian for client funds or securities and does not bill in advance for services not yet provided.

Business Continuity Plan

General

Hilton Head Financial Advisor, Inc. has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

Hilton Head Financial Advisors, Inc. has an informal business continuation agreement with Palmer Jones & Associates, Inc. to support Hilton Head Financial Advisors, Inc. in the event of Nathaniel B.P. Jones' serious disability or death.

Information Security Program

Information Security

Hilton Head Financial Advisors, Inc. maintains an information security program to reduce the risk that the client's personal and confidential information may be breached.

Privacy Notice

Hilton Head Financial Advisors, Inc. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that are collected from the client may include information about the client's personal finances, information about the client's health to the extent that it is needed for the financial planning process, information about transactions between the client and third parties, and information from consumer reporting agencies, e.g., credit reports. This information is used to help the client meet the client's personal financial goals.

With the client's permission, limited information may be disclosed to attorneys, accountants, and mortgage lenders with whom the client has established a relationship. The client may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With the client's permission, a limited amount of information about the client may be shared with the client's brokerage firm in order to execute securities transactions on the client's behalf.

We maintain a secure office to ensure that client information is not placed at unreasonable risk. We employ authentication procedures in our computer environment.

Client personal information is not provided to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to client personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and client personal records as permitted by law.

Personally identifiable information about the client will be maintained while one is a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

Clients will be notified in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to the client annually, in writing.

Education and Business Standards

Hilton Head Financial Advisors, Inc. requires that advisors in its employ have a bachelor's degree and further coursework demonstrating knowledge of financial planning and tax planning. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Nathaniel B.P. Jones has earned the designation of Certified Financial Planner.

CERTIFIED FINANCIAL PLANNER™

CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals

Individuals who became certified must complete the following ongoing education and ethics requirements in order to maintain the right to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field: and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Nathaniel B.P. Jones, CFP®, J.D., M.B.A., President

Educational Background:

- B.S. University of South Carolina – 1985
- M.B.A. Loyola University Maryland – 1990
- J.D. University of Baltimore - 1996
- CFP

Business Experience:

- 1986 – 1996 – Vice President, Bank of America – business line controller
- 1996 – 1997 – Vice President, Palmer Jones & Associates, Inc – financial services
- 1997 – present – President, Hilton Head Financial Advisors, Inc. financial services

Disciplinary Information: None

Professional Activities: Hilton Head Area Council of Estate & Financial Advisors, Inc. (Director)

Other Business Activities: None

Additional Compensation: None