

Form ADV Part 2.A

Item 1 – Cover Page

5151 Advisors, LLC
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This brochure provides information about the qualifications and business practices of 5151 Advisors, LLC (called “we” or “5151 Advisors” in this brochure). If you have any questions about the contents of this brochure, please contact us at (713) 693-1655. 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.

5151 Advisors is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training.

Additional information about 5151 Advisors also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There are no material changes to our last brochure, which was dated March 23, 2012. We will 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 Bill Leighton at (713) 693-6120 or leighton@5151advisors.com, free of charge.

Additional information about 5151 Advisors 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 5151 Advisors who are registered, or are required to be registered, as investment adviser representatives of 5151 Advisors.

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Item 4 – Advisory Business

5151 Advisors, which began operations in August 2007, manages the investment assets of individuals, trusts, and charitable entities. Our sole business is providing investment advisory services. As of December 31, 2012, we managed clients' assets totaling \$117,484,032.

Our accounts are managed on a discretionary basis, which means that we have the authority to determine the securities to buy or sell for the account and the amount of securities bought or sold in each transaction. We have no non-discretionary accounts. Clients may impose written restrictions on investing in certain securities or types of securities. A small number of clients, however, often instruct us to make certain trades in their accounts and may or may not consult with us as to the advisability of such trades and may or may not follow our advice if such consultation occurs.

Our primary expertise lies in stock selection; however, we also invest in fixed income securities, mutual funds and exchange traded funds. We interview clients and ask them to complete questionnaires so that we can learn about their particular needs and risk tolerance. We then construct an individualized portfolio for the client. Although we normally select stock investments from a limited list of securities that we follow closely, no two clients will have identical portfolios.

Kelly Fawcett Somoza and William Leighton are the principal owners of 5151 Advisors. Each of them owns 47.5% of the company, and Gayla Gaudette owns the remaining 5% of the company.

Item 5 – Fees and Compensation

Fees

Our fees are based on a percentage of the value of the assets in the client's portfolio under our management. We charge fees quarterly in advance. Fees are calculated as of the last day of the preceding calendar quarter on which the New York Stock Exchange was open for trading. Our customary annual fees are as follows:

<u>Assets Under Our Management</u>	<u>Annual Advisory Fee</u>
First \$500,000	1.0% of assets under management
\$500,000 - \$1,500,000	0.80% of assets under management
\$1,500,000 - \$2,500,000	0.65% of assets under management
Over \$2,500,000	0.50% of assets under management

We determine our fees individually, and therefore they may vary from client to client. If the client opens an account with us partway through a calendar quarter, our fees will be calculated pro-rata, based on the number of days remaining in the quarter, and will be calculated on the value of the client's assets on the day the account with us is opened. Our fees may be adjusted, no more frequently than annually, upon the provision of thirty days' written notice to the client.

The client determines whether to authorize us to deduct fees from their custodial accounts or to pay our fees directly. If the client elects to pay fees directly, fees are due within thirty days of receipt of our invoice. Clients should note that if our fees are deducted from their custodial accounts, the custodian will not verify the accuracy of our fee calculation.

Other Charges to the Client's Account

Our fees do not include any brokerage commissions, custodial fees, bank fees, margin interest, national securities exchange fees, wire transfer fees or other costs, fees, or taxes associated with securities transactions or required by law. Clients may incur charges imposed by custodians, brokers, and other third parties such as deferred sales charges and odd-lot differentials. There may be other other fees and taxes on brokerage accounts and securities transactions. We may place clients' uninvested funds in money market accounts, which will typically charge their own internal fees and expenses to the client. Owners of shares of mutual funds will bear a proportionate share of the mutual fund's internal fees and expenses. We do not receive any portion of these commissions, fees, costs, or expenses. Please see *Item 12: Brokerage Practices* below for additional information about brokerage.

Termination of Agreements

Clients are required to sign investment advisory agreements with us. Either party may terminate the agreement upon providing notice to the other party. Any of our fees paid in advance will be pro-rated for the quarter and a refund will be issued to the client based on the number of days remaining in the quarter. Additionally, clients may terminate our

investment advisory agreement within five days of the agreement's effective date without payment of any fees or penalties.

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

Performance-based fees are fees based on a share of capital gains in a client's account or capital appreciation of the assets in a client's account. We do not charge performance-based fees to any of our clients.

Item 7 – Types of Clients

We provide portfolio management services to individuals, high net worth individuals, trusts and charitable organizations.

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

We primarily use fundamental analysis in selecting securities for an individual portfolio and attempt to select securities with a reasonable projected future return when measured against the associated risks. We try to diminish risks through diversification of individual securities and industry sectors. In constructing a client's portfolio, we pay particular attention to the client's risk tolerance.

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should be aware that even if we use our best efforts, our efforts may not be successful. Any security in a client's account, other than a United States Treasury instrument, could lose all or part of its value. Many factors and events outside our control can affect the securities markets and the value of securities in client accounts. Examples include, but are not limited to, changes in domestic or foreign political leadership, breaking news events, natural disasters, adverse weather conditions, terrorist activity, or changes in the Internal Revenue Code. We may not be able to accurately predict the effects on the securities markets of these factors and events or how they may affect the value of securities held in clients' accounts. **We do not guarantee the future performance of the client's account or any specific level of performance, the success of any investment decision or strategy that we may use, or the success of our overall management of the client's account.**

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 5151 Advisors or the integrity of our management. We have no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Kelly Fawcett Somoza, Manager/Member of 5151 Advisors, is president of MBG Retirement, Inc., which is required to register as an investment advisor with the Securities and Exchange Commission because it provides pension plan consulting to plans with more than \$200 million in assets. Gayla Gaudette, a member and investment advisory representative of 5151 Advisors, is also an employee of MBG Retirement.

MBG Retirement does not invest on behalf of its clients. Among MBG Retirement's services for its clients are the following:

- Develop investment policy statements.
- Analysis of investments and assistance in the selection of mutual funds for retirement plans.
- Reviews of plan documents, including reviews of summary plan descriptions, investment policy statements, loan policies, and 404 (c) procedures.
- Procedural reviews of payroll procedures regarding contribution limits, deferrals, and matching contributions.
- Development of a compliance calendar containing filing deadlines, contribution due dates, and other important dates.
- Compliance consulting for retirement plans.

5151 Advisors' office is located in the same office suite as MBG Retirement's office.

Ms. Gaudette is also a registered representative of H. Beck, a registered broker-dealer. Some of MBG Retirement's clients engage in transactions which generate brokerage commissions to Ms. Gaudette. None of 5151 Advisors' investment advisory clients maintains a brokerage account with H. Beck.

Item 11 – Code of Ethics

We may recommend publicly-traded securities to our clients which the firm's personnel own in their personal accounts. In order to avoid potential conflicts of interest, an employee of 5151 Advisors may conduct a trade in his or her account only simultaneously with or after a client trades in the same security. Our employees are required to submit their personal trading records quarterly to the chief compliance officer for review to ensure compliance with our policies.

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to our clients. All supervised persons at 5151 Advisors must acknowledge the terms of the Code of Ethics annually or when the Code is amended.

We may enter block trading orders for the benefit of several clients' accounts. In instances in which a block trading order is filled in multiple lots, we will allocate the trades so that clients receive the average trading price of the entire order.

We do not engage in any principal or agency cross securities transactions for client accounts, nor do we not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells any security to any advisory client. An agency cross transaction is a transaction in which an 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. We are not registered as a broker-dealer and have no broker-dealer affiliates.

Clients or prospective clients may request a copy of our Code of Ethics by contacting William Leighton at (713) 693-6120 or leighton@5151advisors.com.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

We do not maintain custody of client's assets. Client assets must be maintained in an account at a "qualified custodian," which is generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab). 5151 Advisors is independently owned and operated and is not affiliated with Schwab. The qualified custodian will hold client assets in a brokerage account and buy and sell securities instructed by 5151 Advisors. While we recommend that clients use Schwab, the client will decide whether to do so and will open an account with them by entering into an account agreement directly with them. We do not open the account for clients, although we may assist clients in doing so. Even though the client's account is maintained at Schwab, we can still use other brokers to execute trades on the account as described below (see "*Client Brokerage and Custody Costs*").

How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold client assets and execute transaction on terms that are, overall, most advantageous when compared to the other available providers and their services. We consider a wide range of factors, including among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for client's accounts)
- Capability to facilitate transfers and payments to and from account (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients

- Availability of other products and services that benefit us, as discussed below (see *"Products and Services Available to Us From Schwab"*)

Client Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into a Schwab account.

Schwab's commission rates applicable to our clients' accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10 million of assets in accounts at Schwab. This commitment benefits our clients because the overall commission rates and asset-based fees paid are lower than they would be otherwise. In addition to the commission and asset based fees, Schwab charges a flat dollar amount as a "Prime Broker" or "trade away" fee for each trade that we have executed by a different broker but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize trading costs, we have Schwab execute most trades for client accounts. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see *"How We Select Brokers/Custodians"*).

Client Directed Brokerage. If the client directs that trades be executed through another broker-dealer, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by that broker-dealer. 5151 Advisors will assume no responsibility for obtaining the "best execution" of these trades.

Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage-trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we do not have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab.

Services That Benefit Clients. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit our clients' accounts.

Services That May Not Directly Benefit Clients. Schwab also makes available to us other products and services that benefit us but may not directly benefit clients. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conference and events
- Consulting on technology, compliance, legal and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment for our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not have to pay for Schwab's services so long as our

clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab, as discussed above. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commission or assets in custody. The \$10 million minimum may give us an incentive to recommend that clients maintain their accounts with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on client interest in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our client. Our selection is primarily supported by the scope, quality and price of Schwab's services. We have over \$143 million in client assets under management, and we do not believe that recommending that our clients collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Item 13 – Review of Accounts

A principal of the firm reviews each account at least quarterly. Reviewers evaluate each account's performance and its asset allocations. More frequent reviews of clients' accounts may be triggered by a client's request, news events, market conditions, or any other factor the firm deems significant. We provide quarterly written reports to clients. These reports contain a list of investments by asset class and a performance evaluation.

Item 14 – Client Referrals and Other Compensation

We do not compensate anyone for making referrals to us. We receive no cash payments from any source in connection with our clients' accounts. We receive certain non-cash benefits from Schwab because many of our clients have selected Schwab as the custodian for their accounts. See *Item 12: Brokerage Practices* above for a detailed discussion of the benefits we receive from Schwab.

Item 15 – Custody

Under the Securities and Exchange Commission's regulations, we are deemed to have custody of client assets if the client authorizes us to instruct the custodian to deduct our

advisory fees directly from the client's account. The custodian, however, maintains actual custody of client assets. The client will receive account statements directly from the custodian at least quarterly. Custodian statements will be sent by email or U.S. mail to the address provided to the custodian. We urge clients to carefully review their custodial statements and compare them to the reports they receive from us. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities, but if clients observe any discrepancies between our reports and their custodian's statements, they should contact us as soon as possible.

Item 16 – Investment Discretion

In our investment advisory agreement, the client grants us complete authority to make all investment decisions concerning the client's account and to make the sales, purchases, and reinvestments necessary to carry out the client's investment objectives. The advisory agreement also contains a limited power of attorney under which the client grants us the authority to trade in the client's custodial account(s). Clients may provide us with written restrictions and guidelines concerning investments. As described in *Item 4: Advisory Business* above, in limited cases we accommodate clients who wish to instruct us on specific trades.

Item 17 – Voting Client Securities

Each client's investment advisory agreement specifies whether we will vote proxies for the client's account. The following is a summary of our proxy voting policy, a full copy of which is available to clients at no charge. In the absence of specific voting guidelines from a client, we will vote proxies in a manner that is in the best interest of the client, which may result in different voting results for proxies for the same issuer. We consider only those factors that relate to the client's investment or dictated by the client's written instructions, including how the vote will economically impact and affect the value of the client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on a presented proposal may be in the best interest of the client).

Item 18 – Financial Information

Registered investment advisers are required to provide clients with certain financial information or disclosures about their financial condition. 5151 Advisors has no financial condition that impairs our ability to meet our contractual and fiduciary commitments to clients. We have never been the subject of a bankruptcy proceeding.