

**ITEM 1. COVER PAGE FOR  
PART 2A OF FORM ADV:  
FIRM BROCHURE  
MARCH 2013**

**OLD FORT PARTNERS LTD.**

**OFFICES AT OLD FORT, BUILDING FOUR  
WESTERN ROAD, LYFORD CAY  
NASSAU, THE BAHAMAS**

**FIRM CONTACT: C. JAMES SCHAEFER, CEO AND CHIEF COMPLIANCE  
OFFICER**

**FIRM WEBSITE ADDRESS: WWW.OLDFORTPARTNERS.COM**

This brochure provides information about the qualifications and business practices of Old Fort Partners Ltd. If you have any questions about the contents of this brochure, please contact Mr. Schaefer, CEO and Chief Compliance Officer by telephone at (242) 362-6900 or email at [cjames.schaefer@oldfortpartners.com](mailto:cjames.schaefer@oldfortpartners.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.

Additional information about Old Fort Partners Ltd. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please note that the use of the term "registered investment adviser" and description of Old Fort Partners Ltd. and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

**ITEM 2. MATERIAL CHANGES TO OUR PART 2A OF FORM ADV:**  
**FIRM BROCHURE**

**Old Fort Partners Ltd.** is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our brochure. At this time, there are no material changes to report about our Brochure.

### **ITEM 3. TABLE OF CONTENTS:**

**Section:**

**Page(s):**

Item 1. Cover Page for Part 2A of Form ADV: Firm Brochure .....	1
Item 2. Material Changes to our Part 2A of Form ADV: Firm Brochure.....	2
Item 3. Table of Contents.....	3
Item 4. Advisory Business .....	4
Item 5. Fees and Compensation .....	5
Item 6. Performance-Based Fees and Side-By-Side Management .....	6
Item 7. Types of Clients and Account Requirements .....	6
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9. Disciplinary Information .....	7
Item 10. Other Financial Industry Activities and Affiliations .....	7
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	8
Item 12. Brokerage Practices .....	9
Item 13. Review of Accounts or Financial Plans.....	9
Item 14. Client Referrals and Other Compensation .....	9
Item 15. Custody.....	10
Item 16. Investment Discretion.....	10
Item 17. Voting Client Securities.....	10
Item 18. Financial Information .....	10

#### **Item 4. Advisory Business**

We specialize in recommending clients to appropriate third party money managers. It should be noted that assets managed by third party money managers are not included within our assets under management.

A. Description of our advisory firm, including how long we have been in business and our principal owner(s)<sup>1</sup>.

We are dedicated to providing individuals and high net worth individuals, pension and profit sharing plans, other types of clients with a wide array of investment advisory services. Our firm is an international business company formed in the Province of New Providence in the Bahamas. Our firm has been in business as an international business company since 2011 in the Bahamas and an investment adviser since 2012 in the U.S. Old Fort Partners Ltd. is owned by Roberto Motta Stanziola.

B. Description of the types of advisory services we offer.

Our firm's expertise in selecting globally diversified portfolios primarily utilizing exchange traded funds enables other registered investment advisers ("third party money managers") to hire us to recommend third party money managers which manage investment portfolios consisting of equities, fixed income instruments, mutual funds, exchange traded funds and other securities for a percentage of assets. Third party money managers typically gather information from clients about their financial situation, investment objectives, and reasonable restrictions they can impose on the management of the account, which are often very limited. It is important to note that clients directly engage the third party money manager. We are only engaged by the third party money manager and do not offer investment advice to the clients of third party money managers.

C. Explanation of whether (and, if so, how) we tailor our advisory services to the individual needs of clients, whether clients may impose restrictions on investing in certain securities or types of securities.

(i) Individual Tailoring of Advice to Clients:

Not applicable.

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<sup>1</sup> Please note that: (1) For purposes of this item, our principal owners include the persons we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If we are a publicly held company without a 25% shareholder, we simply need to disclose that we are publicly held. (3) If an individual or company owns 25% or more of our firm through subsidiaries, we must identify the individual or parent company and intermediate subsidiaries. If we are a state-registered adviser, on Form ADV Part 2A Page 2, we must identify all intermediate subsidiaries. If we are an SEC-registered adviser, we must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.

(ii) Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities:

Third party money managers may allow clients to impose restrictions on investing in certain securities.

D. Participation in wrap fee programs.

We do not offer wrap fee programs.

E. Disclosure of the amount of client assets we manage on a discretionary basis and the amount of client assets we manage on a non-discretionary.

Our firm does not manage assets.

**Item 5. Fees and Compensation**

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you. Our fees are generally not negotiable.

A. Description of how we are compensated for our advisory services provided to you.

We are paid a portion of the clients total investment advisory fee paid by the client to a third party money manager. Fees paid to us by third party money manager are generally ongoing. All fees we receive from third party money managers and the written separate disclosures made to clients regarding these fees comply with applicable federal and state statutes and rules. It is the responsibility of the third party money managers to provide their clients with the required written disclosures, including a copy of their Form ADV Part 2, all relevant Brochures, a Solicitation Disclosure Statement detailing the exact fees we are paid and a copy of their privacy policy.

B. Description of whether we deduct fees from clients' assets or bill clients for fees incurred.

Third party money managers establish and maintain their own separate billing processes which we have no control over. In general, they will directly bill their clients and describe to them how this works in their separate written disclosure documents.

Our firm's fees are paid by third party money managers according to their fee schedules as disclosed to their clients. We receive a portion of the third party money manager's total fee charged to their clients.

Your custodian should send statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us.

C. Description of any other types of fees or expenses clients may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from third party money managers fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: charges imposed directly by a mutual fund, index fund, or exchange traded fund which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses).

D. We must disclose if client's advisory fees are due periodically. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how to determine the amount of the refund.

Clients should check with third party money managers about their fee billing, refund and termination policies.

E. Commissionable securities sales.

We do not sell securities for a commission. In order to sell securities for a commission, we would need to have our associated persons registered with a broker-dealer. We have chosen not to do so.

## **Item 6. Performance-Based Fees and Side-By-Side Management**

We do not charge performance fees to our clients.

## **Item 7. Types of Clients and Account Requirements**

Our clients are banking, financial institutions and other investment advisers which buy and sell products for their clients. We do not open or maintain client accounts.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **A. Description of the methods of analysis and investment strategies we use in formulating investment advice or managing assets.**

#### **Methods of Analysis:**

- Fundamental Factors and Conditions;
- Quantitative Ratings;
- Qualitative Assessments;
- Risk/Return Characteristics.

#### **Investment Strategies we use:**

All accounts are managed by third party money managers therefore we do not implement any investment strategies.

#### **Please note:**

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

### **B. Our practices regarding cash balances in client accounts, including whether we invest cash balances for temporary purposes and, if so, how.**

Clients are encouraged to check with their third party money manager about their cash management practices.

## **Item 9. Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

## **Item 10. Other Financial Industry Activities and Affiliations**

Rob Jensen, our firm's president, is managing director of Old Fort Financial, a broker-dealer registered with the Securities Commission of the Bahamas. Our firm acting as a marketing distributor of investment products may solicit institutional clients with access to trading on a foreign exchange. Our firm will be compensated for marketing while affiliate, Old Fort Financial will collect reasonable commissions of which our firm does not receive any portion. Mr. Schaefer serves as Old Fort Financial Chief Operating Officer.

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

- A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any client or prospective client upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts<sup>2</sup>. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

- B. If our firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that our firm or a related person recommends to clients, we are required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

See Item 11A of this Brochure.

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<sup>2</sup> For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.



- C. If our firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for our firm's (or the related person's own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

See Item 11A of this Brochure.

### **Item 12. Brokerage Practices**

We do not maintain relationships with broker-dealers or recommend the use of any particular broker-dealer in regard to our advisory clients. Please refer to the disclosure brochure of the third party money managers for more information about these types of relationships.

### **Item 13. Review of Accounts or Financial Plans**

We do not establish client accounts or advise on investments, therefore we do not review client accounts.

### **Item 14. Client Referrals and Other Compensation**

- A. If someone who is not a client provides an economic benefit to our firm for providing investment advice or other advisory services to our clients, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

We have nothing further to disclose in this regard.

- B. If our firm or a related person directly or indirectly compensates any person who is not our employee for client referrals, we are required to describe the arrangement and the compensation.

We may pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to you. In this regard, we maintain Solicitors Agreements in compliance with Rule 206 (4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our firm will be given full written disclosure describing the terms and fee arrangements between our firm and Solicitor(s). In cases where state law requires licensure of solicitors, we ensure that no solicitation fees are paid unless the solicitor is registered as an investment adviser representative of our firm. If we are paying solicitation

fees to another registered investment adviser, the licensure of individuals is the other firm's responsibility.

### **Item 15. Custody**

We do not have custody of client funds or securities. We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians, with which third party money managers do business, will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

### **Item 16. Investment Discretion**

If we accept discretionary authority to manage securities accounts on behalf of clients, we are required to disclose this fact and describe any limitations our clients may place on our authority. The following procedures are followed before we assume this authority:

Generally, third party money managers maintain discretionary authority over the accounts they manage. In order for them to have discretionary authority over our clients' accounts, our clients must sign a discretionary investment advisory agreement with the third party money manager.

### **Item 17. Voting Client Securities**

- A. If we have, or will accept, proxy authority to vote client securities, we must briefly describe our voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6.

We do not and will not accept the proxy authority to vote client securities.

### **Item 18. Financial Information**

- A. If we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must include a balance sheet for our most recent fiscal year.

We do not require nor do we solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore we have not included a balance sheet for our most recent fiscal year.

- B. If we are an SEC-registered adviser and have discretionary authority or custody of client funds or securities, or we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we must disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

We have nothing to disclose in this regard.

- C. If we have been the subject of a bankruptcy petition at any time during the past ten years, we must disclose this fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.