

Part 2A of Form ADV: Firm Brochure

Item 1: Cover Page

**Sterling Family Partners, LLC
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Dallas, Texas 75225
(214) 323-4514**

www.SterlingFamilyPartners.com

October 1, 2013

This brochure provides information about the qualifications and business practices of Sterling Family Partners, LLC. If you have any questions about the content of this brochure, please contact Bradley W. Ayres at (214) 323-4514 or brad@sterlingfamilypartners.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 Sterling Family Partners, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Sterling Family Partners, LLC is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Item 2: Material Changes

Sterling Family Partners, LLC (“Adviser,” “SFP,” “we,” “our,” or “us”) is a Texas Limited Liability Company formed in June 2013 to perform investment advisory services. Since this is our initial brochure, there are no material changes.

IMPORTANT NOTE ABOUT THIS DISCLOSURE BROCHURE

This Disclosure Brochure is not:

- *an offer or agreement to provide advisory services to any person*
- *an offer to sell interests (or a solicitation of an offer to purchase interests) in any Issuer*
- *a complete discussion of the features, risks or conflicts associated with any Issuer*

As required by the Investment Advisers Act of 1940, as amended (“Advisers Act”), SFP provides this brochure to current and prospective Clients and may also, in its discretion, provide this brochure to current or prospective investors in an offering, together with other relevant governing documents, such as the issuer’s offering circular, prior to, or in connection with, such persons’ investment in the offering.

Although this publicly available brochure describes investment advisory services and our products, persons who receive this brochure (whether or not from us) should be aware that it is designed solely to provide information about SFP as necessary to respond to certain disclosure obligations under the Advisers Act. As such, the information in this brochure may differ from information provided in relevant governing documents. More complete information about each offering is included in relevant governing documents, certain of which may be provided to current and eligible prospective investors only by us. To the extent that there is any conflict between discussions herein and similar or related discussions in any governing documents, the relevant governing documents shall govern and control.

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Item 4: Advisory Business

Firm Description

Sterling Family Partners, LLC is an SEC registered investment adviser that provides non-discretionary and discretionary investment advisory services primarily, but not exclusively, to the Bolin and Ayres families and their related business entities and trusts (“Client” or “Clients”). Anasazi Capital, LP, Bolin Investments, LP, and Ayres Management, LP are the sole members (“Members”) of SFP. Bradley W. Ayres is a Manager, and the President and Chief Compliance Officer of SFP. The following individuals are also managers of SFP and constitute the Board of Managers:

Pat S. Bolin
Jane R. Bolin
Warren T. Ayres
Bradley W. Ayres
Philip H. Bolin
Ross S. Bolin

The General Partners of the Members are Anasazi Management, L.L.C. (members Pat and Jane Bolin), Aquila Operating Co. (shareholders Warren and Pam Ayres, and Brad Ayres and Leslie Ayres), and Phirora Management Co., LLC (Pat S. Bolin, Sole Owner). Anasazi Capital, L.P. and DHB Family Partnership, LP (Dan H. Bolin, Majority Owner) are Partners in Bolin Investments, LP.

Advisory Services Offered

SFP is generally a “family office” and its overall business model is to provide comprehensive family office services and solutions to its Clients. SFP will provide the family office services that are specifically described in the Investment Advisory Agreement or Family Office Services Agreement (“Agreement”) between SFP and the Client.

These services may include:

Investments: SFP provides discretionary and non-discretionary investment advice to its Clients as follows: 1) diagnostic review of current portfolio; 2) investment policy creation; 3) asset allocation strategy; 4) investment strategy; 5) manager selection; 6) recommendation and oversight; and 7) ongoing portfolio review and reporting. SFP’s specialization is not in one given instrument or asset class, but rather in the ongoing process of: 1) assessing a Client’s objectives; 2) developing an appropriate asset allocation to best achieve those objectives and modifying that allocation when risks/opportunities are present in the markets; 3) evaluating investment managers and assessing where it is most appropriate to use active or passive strategies; and 4) investing in securities on a fundamental basis.

Pooled Investment Vehicles: SFP also advises and/or manages certain pooled investment vehicles, which may be related persons of SFP and which are almost exclusively offered as access vehicles. Such vehicles are organized as domestic limited partnerships and limited liability companies. The entities allow pooling to spread overhead, promote efficiency and consistency, enhance access to desirable managers and investments, and help satisfy minimum investment requirements.

Other Products and Services

Expense Management: SFP will provide bookkeeping services through an outsourced partner including accounting record keeping, accounts receivable, and accounts payable. We will also facilitate financial reporting.

Reporting Services for Non-Managed Client Assets: In order to provide a holistic view of a Client's assets, SFP provides investment reporting services to Clients who request that we include in their SFP quarterly reports (*see Item 13*), the performance of investments and/or accounts that are not being managed by SFP or for which SFP does not provide investment advice. These are assets over which the Client does not grant us discretion. SFP does not provide any discretionary or non-discretionary investment advice on such assets, but will include those assets on the quarterly reports for informational purposes only.

Tax Planning: SFP will coordinate tax-related issues between the Client, the Client's family and the various structures used to maintain wealth. We will also coordinate relevant tax data with tax preparers.

Tax Preparation: We will provide assistance in the preparation of Client's federal and state income tax returns.

Estate Planning: SFP will perform a diagnostic review and illustration of Client's current estate plan. We will also work with: 1) Client's legal adviser to create an estate plan that reflects Client's wealth transfer goals; and 2) review Client's estate plan annually, where applicable, including recommendations and monitoring.

Family Governance: SFP will create a family plan and assist in the creation and maintenance of a family communication process and governance system. This process may also include, as necessary, family meeting facilitation.

Lifestyle Planning: We will create and monitor a customized, goals-based financial plan which will include: 1) capital sufficiency analysis; 2) evaluation of and assistance with the acquisition of risk management products; 3) assistance with the acquisition and financing of lifestyle assets; and 4) certain banking and other financial services.

Philanthropy: SFP will develop a philanthropic mission statement and assist in the creation of philanthropic structures and processes; including: 1) education of

philanthropy; 2) next generation involvement; 3) shared values and giving interests identification; or 4) other related topics as needed.

Document Management: We maintain copies of all family document inventory including, but not limited to; 1) entity organization documents; 2) tax documents; 3) summary of major assets by ownership; 4) key contacts 5) investment documents; 6) financial reports; and 7) correspondence.

Ancillary Services: From time-to-time, we may provide advice or services other than, or in addition to, those listed above. When we are engaged to provide investment advisory services, the specific services requested will be more fully described in the Agreement between SFP and the Client.

Tailoring Your Account to Your Objectives

Our Clients have the ability to select from the various advisory services described herein, and those services are tailored to the unique needs of each Client. Tailoring may include, but is not limited to: 1) assessing risk exposures from the balance sheet; 2) estate planning goals; 3) capital sufficiency and spending needs; 4) asset location; 5) tax planning and awareness; 6) philanthropic aspirations; 7) comprehensive reporting; 8) monitoring and feedback; and 9) liquidity management.

Clients may place reasonable guidelines and restrictions on SFP's investment discretion. Such investment guidelines and restrictions must be provided to SFP in writing, and such restrictions may impact performance.

We do not offer or participate in any wrap fee programs.

Assets Under Management

We have not yet commenced business operations. Since this brochure was prepared in conjunction with the launch of our operations, there are no discretionary assets under management at this time.

Item 5: Fees & Compensation

Our Fees for Services

As a fee-only adviser, we do not accept any commissions, and we do not have any fee-sharing relationships with outside providers. SFP does not have a stated fee schedule with minimums, maximums or breakpoints. We approach fee arrangements with a Client as we do our planning. Each Client relationship is unique and is evaluated on a case-by-case basis. Different services require different rationales for establishing fees.

General Fee Information

Some general information related to fees for our investment advisory services are as follows: 1) all fees are negotiable and charged quarterly in arrears; 2) we do not require a

minimum asset level to enter into an Agreement for our services; and 3) the Client pays our fees by check payable to SFP within 30 days of the quarterly billing date based on a statement from us detailing the calculation of our advisory fees each quarter.

Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.

Other Non-SFP Fees and Costs

In addition to SFP fees, our Clients may be required to pay underlying fees and charges assessed by a custodian, including brokerage commissions and other transaction costs. The custodian may also receive an administrative fee from certain money-market mutual funds; if this is the case, it should be disclosed in the custodian's agreement with the Client. The Client bears responsibility for verifying the accuracy of these custodian fees and charges. *Please refer to Item 12: Brokerage Practices.*

The fees charged by SFP do not include fees charged by (or incurred in connection with the purchase or sale of) any security or fund selected for the Client. By way of example, exchange-traded funds and mutual funds generally charge a fee for their services as a manager. This management fee is part of the total compensation received by the fund company and is included in its expense ratio. SFP is not paid any sales, service, or administrative fees for the purchase or sale of any securities or other products.

These individual-security fees, expense ratios or transaction fees are disclosed in each security's disclosure document, in each fund's prospectus or on the trade confirmation and broker statements.

Pooled Investment Vehicle Costs

The Client will be solely responsible for fees payable to private funds, partnerships and managed accounts. In most cases those fees will be deducted by the private funds, partnerships or managed account manager pursuant to the agreement between the Client and such entity.

It is important to note that Clients bear, in addition to their own expenses, their proportionate share of the expenses of an underlying Pooled Investment Vehicle in which they are invested. Such expenses may include, but are not limited to, management fees and incentive fees paid to the investment manager of the Pooled Investment Vehicle. Such expenses may also include other expenses of the Pooled Investment Vehicle, including, but not limited to, legal, accounting, escrow, auditing, recordkeeping, administration, fund accounting, computer, clerical, insurance, expenses incurred in preparing reports and tax information to investors and regulatory authorities, printing and dispatching offering materials, reports to investors, duplicating expenses, mailing costs, courier costs and filing fees, where applicable.

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

SFP, an affiliate, or a related person may charge certain performance-based fees on pooled investment vehicles sponsored by SFP. Each Client should refer to the governing documents of the pooled investment vehicle for further information on performance-based fees.

Additionally performance-based fees may be charged by some investment managers or pooled investment vehicles recommended by SFP.

To the extent an SFP, an affiliate, or a related person sponsors a pooled investment vehicle that charges any performance based fees, we may be motivated to allocate more capital or make more risky and speculative investment decisions. We attempt to address those conflicts by making the appropriate disclosures in the applicable governing and /or offering documents.

Item 7: Types of Clients

SFP provides the services described in Item 4 to high net worth individuals, and their related entities, such as trusts, private foundations, and business entities. Generally, we offer our investment advisory services only to members of the Ayres and Bolin families and their related entities and trusts. We also offer our services to certain closely associated individuals and entities who are high net worth individuals, and generally meet the definition of a Qualified Purchaser under the Investment Company Act of 1940, as amended.

SFP does not require a minimum asset level to enter into an Agreement.

Item 8: Method of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

SFP's services begin with identification of each Client's goals and objectives, risk tolerance, tax situation, holding structures, etc., and the establishment of an appropriate strategic asset allocation.

SFP's investment advisory services extend across multiple, and potentially all types of asset classes. Construction of an investment portfolio includes the use of various investment tools and strategies, including bank deposits, fixed income investments/separately managed fixed income accounts, equities separately managed accounts, equity options, exchange-traded funds ("ETFs") and other index strategies, hedge funds, private equity funds, real asset funds, and other appropriate investment vehicles. SFP performs research and due diligence on managers and securities across these asset classes and provides recommendations to the Client for the appropriate course of action. Systems have been established to review and monitor portfolios and performance.

Discretionary Management

SFP is driven by fundamental analysis and active-management strategies. On occasion, we also may utilize passive or indexed strategies as well. Generally, our methods include a research orientation, a sensitivity to valuation/price, and long-term mindset.

Fundamental analysis considers the competitive position of the underlying entity, the financial health of the entity, the quality of its management or leadership, and the existing price level of the security relative to prospects for future cash flows. Active management is a strategy in which the manager attempts to do one of two things: 1) generate a return greater than that of an appropriate benchmark index; or 2) generate a return that is more attractive than that of an appropriate benchmark index, given the perceived risks of both. Passive or indexed strategies attempt to mimic the result of a particular benchmark index.

SFP considers a variety of sources, including but not limited to the following: 1) financial newspapers and magazines; 2) business publications; 3) third-party research materials; 4) SEC filings; 5) other regulatory filings; 6) annual reports; 7) other company reports; and 8) industry conferences.

SFP also utilizes private placement offerings in entities sponsored by SFP and entities sponsored by others to offer our Clients as wide a range of investment opportunities as possible.

Risk of Loss

All investing involves a risk of loss that Clients should be prepared to bear, including the risk that the entire amount invested may be lost. The investment strategies offered by SFP could lose money over short or long periods of time. There are no assurances that SFP investment strategies will succeed and SFP cannot give any guarantee that it will achieve the investment objectives it establishes for a Client or that any Client will receive a return of its investment.

Item 9: Disciplinary Information

SFP is required to disclose all material facts regarding legal or disciplinary events that would be material to our Clients' evaluation of us. Neither SFP nor our management persons have been involved in any legal or disciplinary events related to past or present business.

Item 10: Other Financial Industry Activities and Affiliations

Carrollton Mineral Partners

Carrollton Mineral Partners GP, LP is an exempt reporting adviser that is the sponsor of private funds that invest primarily in the royalty, mineral and other similarly structured oil and gas interests. Carrollton Mineral Partners GP, LP also has several relying advisers including Carrollton Mineral Partners GP II, LP, Carrollton Mineral Partners GP III, LP, Red Star Management, LLC, Eagle CMP Funding GP II, LP and Eagle CMP Funding GP

III, LP (together with Carrollton Mineral Partners GP, LP, “Carrollton”). The private funds currently sponsored by Carrollton include:

Carrollton Mineral Partners, LP
Carrollton Mineral Partners Fund II, LP
Carrollton Mineral Partners Fund III, LP
Carrollton Mineral Partners Fund III-B, LP
Eagle CMP Funding, LP
Eagle CMP Funding II, LP
Eagle CMP Funding III, LP

Sterling Family Partners, LLC’s management persons and related persons have both direct and indirect ownership interest in Carrollton. If Sterling Family Partners, LLC was to recommend to Clients that they invest in Carrollton sponsored pooled investment vehicles, this could create a conflict of interest. To address this conflict, we leave it up to the discretion of each Client as to if they want to invest in Carrollton sponsored private funds based upon the applicable documentation distributed by Carrollton.

Sterling Private Capital, LLC

Sterling Private Capital, LLC (“SPC”) is a startup investment adviser that will initially be an exempt private fund adviser. As of the date of this brochure, Sterling Private Capital, LLC has no private funds to which it advises. Sterling Private Capital, LLC is owned and controlled both directly and indirectly by certain of our management persons and related persons. If Sterling Family Partners, LLC was to recommend to Clients that they invest in SPC, this could create a conflict of interest. To address this conflict, we leave it up to the discretion of each Client as to if they wish to invest in any private fund sponsored by SPC based upon the applicable documentation distributed by SPC.

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

Code of Ethics

SFP has adopted a Code of Ethics (the “Code”) describing our standards of business conduct and our fiduciary duty to our Clients. The Code provides provisions relating to the confidentiality of Client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All our management persons must acknowledge the terms of the Code annually or as amended. A Client may request a copy of our Code of Ethics at any time by contacting Bradley W. Ayres at (214) 323-4514 or brad@sterlingfamilypartners.com.

We expect our Clients will make investments in certain pooled investment vehicles and other issuers that we or our affiliates, or related persons, are the general partners, managers, or have an economic or financial interest in. Because of this, we could

potentially have a conflict of interest and/or conflicting loyalties and responsibilities regarding the Client and the pooled investment vehicle. Many of these conflicts are inherent to the situation. We will review these conflicts as they arise and take the necessary steps to ensure the terms of the transactions are fair and reasonable.

Participation or Interest in Client Transactions

We have policies and procedures in place to ensure that we are always acting in the best interests of our Clients. All employees are subject to our policies and procedures, which include various reporting and disclosure requirements. Both our Code of Ethics and policies and procedures are designed to best assure that the personal securities transactions, activities, and interests of our employees do not interfere with decision-making that is in the best interest of our Clients. All employees must acknowledge the terms of our policies and procedures annually or as amended.

Personal Trading

SFP and/or its employees (“Internal Accounts”) may purchase the same securities as those purchased for our Clients.

Internal Accounts are not allowed to receive more favorable treatment than our Clients’ accounts or disadvantage our Clients in any way. We will trade securities in a Client’s account at the same time or prior to trading securities for Internal Accounts. Trades executed the same day will likely be executed as block trades allocated pro rata to all applicable Client accounts and Internal Accounts and will be subject to an average-pricing calculation.

Internal Accounts are eligible for securities transactions that differ from those recommended or effected for our Clients. In most such cases, the particular securities will have been deemed inappropriate for some or all of our Client accounts.

Bradley Ayres, Manager, President and Chief Compliance Officer, reviews employee trades on a quarterly basis and Mr. Ayres’ trades are reviewed by a member of the Board of Managers.

Item 12: Brokerage Practices

Custodian Selection

SFP accepts Client instructions for the selection of the Client's custodian. SFP does not direct business to any broker-dealer in exchange for Client referrals.

SFP will undertake a due diligence process in assisting Clients with the hiring of any broker or custodian. One important consideration is the fee structure. We will review the fee structure as it compares to peers in the industry as well as relative to the services provided. In addition to the review of a service provider's fee structure, we will evaluate other firm attributes. These include, but will not be limited to, their Client service model, Client service personnel, back office staff operations, Client references, and tenure in the industry.

SFP has an arrangement with Wells Fargo Prime Services, LLC (collectively, and together with all affiliates, "Wells Fargo") through which Wells Fargo and JP Morgan (through Wells Fargo) provide SFP with "institutional platform services." The institutional platform services include, among other things, brokerage, custody, and other related services. Wells Fargo's institutional platform services that assist SFP in managing and administering Clients' accounts include software and other technology that: 1) provide access to Client account data (such as trade confirmations and account statements); 2) facilitate trade execution and allocate aggregated trade orders for multiple Client accounts; 3) provide research, pricing and other market data; and 4) assist with back-office functions, recordkeeping and Client reporting.

Wells Fargo also offers other services intended to help SFP manage and further develop its advisory practice. Such services include, but are not limited to: 1) performance reporting; 2) third-party research; 3) publications; 4) access to educational conferences; 5) roundtables and webinars; and 6) practice management resources.

Best Execution

We seek to obtain best execution under the prevailing circumstances when placing our Clients' orders. SFP recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. These factors include, but are not limited to, the following:

- 1) Financial strength, reputation and stability of the broker
- 2) Efficiency with which the transaction is effected
- 3) Ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- 4) Availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- 5) Efficiency of error resolution, clearance, and settlement
- 6) Block trading and positioning capabilities
- 7) Ability to borrow securities for short sale

- 8) Performance measurement
- 9) Online access to computerized data regarding customer accounts
- 10) Availability, comprehensiveness, and frequency of brokerage and research services
- 11) Commission rates
- 12) Economic benefit to the Client
- 13) Related matters involved in the receipt of brokerage services

Soft-Dollar Arrangements

As discussed above, SFP has an arrangement with Wells Fargo wherein SFP directs trades to Wells Fargo and receives research and other related benefits in exchange for directing trades to them.

SFP is in the process of discussing the payment of Soft Dollars to Wells Fargo Advisors Representative John Ferris in exchange for investment research and advice. This Soft Dollar payment will be made out of a portion of Soft Dollar fees added to the trading cost of each trade. More information on this arrangement can be found by contacting Brad Ayres at the number on the front of this Brochure.

Other than as described above, SFP does not have any arrangement or commitment to utilize research, research-related products, or other services obtained from broker-dealers, or third parties, on a soft-dollar-commission basis at this time but may do so in the future.

Brokerage for Client Referrals

When selecting or recommending a broker-dealer to a Client, we do not consider whether such broker-dealer will refer Clients to us.

Directed Brokerage

SFP will accept a Client's instructions for directing their brokerage transactions to a particular broker-dealer, however, it should be noted that if the Client chooses to do so, SFP may be unable to achieve the most favorable execution of the Client's transaction and it may cost the Client more money because we are unable to aggregate orders to reduce transaction costs and the Client may receive less favorable prices.

Order Aggregation

Orders for the same security entered on behalf of more than one or more Client accounts will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of all participating Client accounts. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. All Client accounts participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step-outs, pay a pro-rata portion of the commissions.

Item 13: Review of Accounts

Periodic Reviews

Clients' accounts are monitored regularly and specific guidelines and restrictions are reviewed monthly by Bradley Ayres. A more thorough review is performed with the Client semi-annually. More frequent reviews may occur when financial-market conditions dictate, or when we have new information or perspective on a particular security or asset class.

Non-Periodic Reviews

SFP may perform non-periodic reviews on an as-needed basis if there have been material changes in a Client's guidelines or restrictions, or a material change relating to a Client's deposits, withdrawals, or other financial-circumstance changes.

Reports

SFP provides each Client with a written quarterly report of their investment advisory account that contains information regarding account holdings, market value, advisory fees, and performance.

Our Clients' independent custodians also provide regular written account statements directly to the Clients. The custodian's statement is the official record of each Client's account and supersedes any statements or reports created by us.

Item 14: Client Referrals and Other Compensation

SFP does not pay for Client referrals and does not receive any compensation other than advisory fees charged to our Clients. We do not accept referral fees or any form of compensation from other professionals when we refer a prospect or Client to another professional.

Item 15: Custody

Due to our check writing authority on certain of our Clients' accounts, and Brad Ayres's position as a Vice President of certain of our Clients' business entities, SFP is deemed to have custody of Clients assets. Consequently, and pursuant to Reg. § 275.206(4)(2)(a)(3)(B) and (C) of the Advisers Act, SFP will: 1) send a quarterly account statement to each Client identifying the amount of funds and of each security of which we have custody at the end of the period and setting forth all transactions during that period; 2) engage an independent public accountant who will verify all of those funds and securities by actual examination at least once during each calendar year at a time that is chosen by the accountant without prior notice or announcement to us and that is irregular from year to year, and files a certificate on Form ADV-E with the Securities and Exchange Commission (the "SEC") within 30 days after the completion of the examination, stating that it has examined the funds and securities and describing the nature and extent of the examination; and 3) upon finding any material discrepancies

during the course of the examination, the independent public accountant will notify the SEC within one (1) business day of the finding, by means of a facsimile transmission or electronic mail, followed by first class mail, directed to the attention of the Director of the Office of Compliance Inspections and Examinations.

Our Clients will also receive a separate statement from SFP each quarter. We recommend that our Clients compare the two reports for consistency.

Client securities and other funds are held with a qualified custodian. Each Client will receive written account statements directly from the custodian at least quarterly which are the official record of their account. We recommend that our Clients review the custodian statement carefully and notify us if such a statement is not received promptly. The custodian also offers the option of viewing portfolio information and account statements through a Client's online account access.

Item 16: Investment Discretion

Under our Agreement, which each Client must execute, a Client grants a limited power of attorney to us with respect to trading activity in their accounts. Therefore, we will exercise full discretion as to the nature and type of securities to be purchased and sold and the amount of securities for such transactions, without preapproval by the Client. Investment guidelines and restrictions may be designated by our Clients as outlined in the Agreement.

Bradley W. Ayres also maintains discretion over certain of our Clients' accounts and activities as a result of his serving as a Vice President for certain of our Clients' business entities.

Item 17: Voting Client Securities

We do not exercise authority with respect to voting proxies on behalf of our Clients. If requested by a Client, SFP will attempt to assist the Client with their proxy decisions regarding shareholder vote, consent, election, or similar actions solicited by or with respect to issuers of securities beneficially held as part of our supervised and/or managed assets. In no event will SFP exercise authority with respect to voting proxies on behalf of the Client. The Client always retains the proxy voting responsibility. Custodians have a responsibility to deliver to our Clients all proxy materials on a timely basis.

Item 18: Financial Information

At a registered investment adviser, we are required to provide certain financial information or disclosures about SFP. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients and have not been the subject of a bankruptcy proceeding.

Part 2B of Form ADV: Brochure Supplement

Brochure Supplement – Bradley W. Ayres

Item 1. Cover Page

**Bradley W. Ayres
Sterling Family Partners, LLC
5950 Berkshire Lane, Suite 1100
Dallas, Texas 75225
(214) 323-4514**

July 1, 2013

This supplement provides information about Bradley W. Ayres that supplements the Sterling Family Partners, LLC brochure. You should have received a copy of that brochure. Please contact Bradley W. Ayres at (214) 323-4514 or brad@sterlingfamilypartners.com if you did not receive the brochure or if you have any questions about the contents of this supplement.

Item 2. Educational Background and Business Experience

Name: Bradley W. Ayres

Year of Birth: 1979

Formal Education after High School:

Southern Methodist University

Bachelor of Business Administration

August 1997- May 2001

Major: Accounting and Finance

Masters of Science in Accounting

August 2001- May 2002

Bradley W. Ayres attended Southern Methodist University where he graduated with a BBA degree in Accounting and Finance in 2001 and a Master's degree in Accounting in 2002. While at SMU, he was employed by Carson Private Capital, a private equity investment firm, where he interacted with his employer's Clients and their investments, including numerous investments with Hicks, Muse, Tate and Furst. Upon graduation, Brad went to work for Mercantile Bank and Trust in Dallas as a credit analyst and was later promoted to Assistant Vice President in charge of a commercial loan portfolio. He is a Certified Public Accountant.

Item 3. Disciplinary Information

There is no disciplinary information to report at this time.

Item 4. Other Business Activities

In addition to serving in his role at Sterling Family Partners, LLC, Brad also serves as a Vice President, Manager, or Analyst for numerous Bolin and Ayres family entities. These entities are active in many different types of investments. In his role at the family entities, he is responsible for execution of the business activities and investments of those entities and reports to the appropriate other Managers or Boards of these entities.

Brad also serves as a Manager of Sterling Private Capital, LLC. Sterling Private Capital was an entity formed for the purpose of sponsoring and advising private funds. As of the date of this Brochure, Sterling Private Capital, LLC had no Clients.

Brad serves as a financial adviser to Carrollton Mineral Partners GP, LP and its other relying advisers.

Item 5. Additional Compensation

In addition to his salary and bonus, Brad may from time-to-time receive a performance-based fee for from the pooled investment vehicles sponsored by SFP or its affiliates as

well as the entities listed in the Other Business Activities section above for providing investment advisory services to these Clients.

Item 6. Supervision

Sterling Family Partners, LLC is managed by Bradley W. Ayres, who also serves as the Manager, President and Chief Compliance Officer. Mr. Ayres reports to a Board of Managers that supervise him. His contact information is as follows:

Sterling Family Partners, LLC
5950 Berkshire Lane, Suite 1100
Dallas, Texas 75225
P: (214) 323-4514