**Part 2A of Form ADV: Firm *Brochure***

Item 1 Cover Page

FIRM BROCHURE DATED
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STRATEGIC WEALTH ADVISORS

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This brochure provides information about the qualifications and business practices of Strategic Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 315-218-7350 or marybeth@strategicwealthadvisors.net.
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 Strategic Wealth Advisors also is available on the SEC's website at www.adviserinfo.sec.gov

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## Item 2 Material Changes

The Material Changes that have occurred since the last update of the Firm Brochure is that Richard Petrell and Marybeth Petrell have a financial disclosure.

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## Item 4 Advisory Business

A. Description of Advisory Business and Principal Owner.

RS Petrell & Associates L.L.C. dba Strategic Wealth Advisors is an Investment Advisory Firm registered in the state of New York since 2006 and registered with the United States Securities and Exchange Commission since April 1, 2009.

Marybeth Petrell is the Managing Owner/Chief Compliance Officer of Strategic Wealth Advisors with 100% ownership.

B. Types of Advisory Services offered

Strategic Wealth Advisors provides financial planning, portfolio management with an emphasis on risk management . We also provide access to tax planning,estate planning, and insurance experts for clients whose needs go beyond investment planning.

C. Meeting Individual client needs

Every client must complete an Investment Policy Statement which outlines all pertinent information needed from the client to formulate an investment plan that is custom tailored to their individual needs.

D. Wrap fee programs

Strategic Wealth Advisors does not participate in wrap fee programs

E. Discretion over Client Assets

As of December 31, 2013, Strategic Wealth Advisors has discretion, limited to automatic rebalancing of portfolios over $79,947,155.00 in assets.

## Item 5 Fees and Compensation

A. Compensation for Advisory Services

Strategic Wealth Advisors is compensated for advisory services by quarterly fees charged to the client. The fees are calculated as a percentage of the client's market value determined by the closing prices of the last business day of the calendar quarter, as reported by the custodian.

Standard Account Fees may be discounted on a case by case basis.

| Account Value ($) | | Standard Fees (%) |
|---|---|---|
| For the first amount from | $0 - $249,999 | 2.00% |
| For the next amount from | $250,000 - $499,999 | 1.65% |
| For the next amount from | $500,000 - $749,999 | 1.50% |
| For the next amount from | $750,000 - $999,999 | 1.25% |
| For the next amount from | $1,000,000 - $1,999,999 | 1.00% |
| For the next amount from | $2,000,000 - $2,999,999 | 0.85% |
| For anything above | $3,000,000 + | negotiable |

* Net additions during the year will be billed on a prorated basis.

B. Fee payment

Fees are deducted directly from the client's accounts. Strategic Wealth Advisors will never bill for fees separately.

C. Other Fees or Expenses

All fees paid to the advisor are separate from the fees and expenses charged by the management of investment vehicles. Broker Dealers may charge transaction fees for purchase or sale of securities. Our Broker Dealer relationship is discussed further in Item 10 section C on page 10.

D. Prepayment of Fees

Fees will be calculated at an annual rate, payable quarterly, in advance. Fees will be payable during the first month of each quarter. The client may terminate the relationship through written notification and the balance of the fees for the quarter will be refunded to the client.

E. Other compensation to Advisor

Supervised persons of Strategic Wealth Advisors accept compensation associated with the purchase of Variable Annuity products.

1. Clients are notified upon consultation of the conflict of interest that exists when recommending commission based products. Clients are made aware of the compensation amount to the representative before commencing with any presentation.
2. Clients of Strategic Wealth Advisors are notified before commencement that compensation based products are available to them from other Registered Representatives not associated with Strategic Wealth Advisors.
3. Commissions are a small percentage of the compensation received by Strategic Wealth Advisors' supervised persons. Commissions are only received on Non-Advisory accounts.
4. Advisory fees will be reduced to offset any ongoing commissions received by supervised persons in association with 12b1 fees generated by Mutual Funds in the clients account.

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

Strategic Wealth Advisors does not accept performance based fees on client accounts.

## Item 7 Types of *Clients*

Strategic Wealth Advisors provides investment advice to Individuals, pension and profit sharing plans, Trusts, Estates, or charitable organizations.
We also provide investment advice to Corporations,Limited Liability Companies,Partnerships and other business entities.

There is no requirement currently for opening or maintaining an account associated with minimum account size.

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

A. Methods of Analysis and Investment Strategies.

Strategic Wealth Advisors seeks to capture market rates of return by investing in large numbers of stocks in selected asset classes, resulting in portfolios with thousands of stocks. Our relationship with Dimensional Fund Advisors and Loring Ward International allows Strategic Wealth Advisors to offer this structured investing process to our clients. Market participation as opposed to market timing is the investment philosophy adhered to by our supervised persons.

After Clients determine their objectives and risk tolerance, they are paired with an investment plan tailored to their needs.
An emphasis on risk reduction is a common thread in the investment programs offered. Our clients understand that with all investment comes a degree of risk. How much risk a client can tolerate is established before initiation of any investment plans.

B. Material Risks

The material risks involved in the investment plans offered by Strategic Wealth Advisors are the same risks associated with capital and fixed income markets. The risk of loss of principal is always present and efforts to reduce this risk will always be taken according to the clients specifications.

C. Material Risk to specific recommendations.

Strategic Wealth Advisors does not recommend specific securities. We recommend investment in diverse asset classes that are in line with a clients risk tolerance.

Item 9 Disciplinary Information

Richard S. Petrell was found on April 11, 2008 to have been involved in a violation of the NASD conduct rule 2110 concerning expense reimbursement while employed by a member firm and was barred from membership with FINRA.

Item 10 Other Financial Industry Activities and Affiliations

A. Registration with Broker Dealer.

Marybeth Petrell, Managing Owner/Chief Compliance Officer of Strategic Wealth Advisors is a Registered Representative( CRD # 1790420) with Ridgeway & Conger Inc.
Connie Hohreiter (CRD # 1139188) Investment Advisory Representatives of Strategic Wealth Advisors is a Registered Representative of Ridgeway & Conger Inc.

C. Other material relationships.

Broker Dealer
Ridgeway & Conger Inc.
2123 Main St.
New Woodstock, NY 13077
Ridgeway & Conger Inc. member FINRA/SIPC acts as Broker Dealer for Investment Advisory Representatives of Strategic Wealth Advisors who have securities transactions for non advisory clients.

Other investment advisors,
Ridgeway & Conger Advisory Services. Strategic Wealth utilizes this relationship for use of qualified custodians associated with Ridgeway & Conger Inc.
Loring Ward Advisor Services. Loring Ward provides turnkey management programs for Strategic Wealth Advisors. Loring Ward also acts as Advisor to SA funds.Strategic Wealth Advisors or affiliates, may recommend that clients purchase one or more of the SA Funds, which are managed and administrated by Loring Ward Financial Inc., in addition to utilizing their services as a portfolio Administrator. Strategic Wealth Advisors has a conflict of interest in that they may receive certain marketing or educational reimbursement from LWI Financial Inc. This conflict is disclosed before client accounts are opened
Dimensional Fund Advisors. Provides investment management services only to institutional investors and select independent registered investment advisors.
RNC Genter Capital Management. Provides management services to high net worth individuals, foundations, endowments, trusts, banks, insurance companies,employee benefit plans and mutual funds.
*see continuation sheet 3 for additional Investment Advisors
Accountant or Accounting firm
Testone, Marshall & Discenza, Syracuse, NY
Dannible & Mckee LLP, Syracuse, NY
Strategic Wealth has a conflict of interest in the fact that we have a relationship with the accountants listed above. Clients may be referred to us by these accountants. This relationship is disclosed upon the first meeting with the referred client. Strategic Wealth Advisors at its discretion may have a formal "solicitation agreement" which completely and fully discloses all potential conflicts of interest. This is signed by the client. Strategic Wealth Advisors in such instance will provide an income to the accountant for additional oversight. The accountants will receive duplicate statements.

Insurance Company or Agency,
KAFL, Rochester NY. Strategic Wealth Advisors utilizes KAFL and Mass Mutual Financial Group for clients insurance needs and receives compensation for policies written. This conflict of interest is disclosed to the client upon the initial meeting to discuss Insurance and Estate planning needs. The client is made aware of the fact that they may use an outside agency to obtain insurance.

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

A. Code of Ethics, Strategic Wealth Advisors.

EACH PROFESSIONAL ADVISOR SHALL:

1. Serve the financial interests of all the clients. Each professional shall always place the financial interests of the client first. All recommendations to clients and decisions on behalf of clients shall be solely in the interest of providing the highest value and benefit to the client.

2. Disclose fully to clients, services provided and compensation received. All financial relationships direct or indirect, between consultants and investment managers, plan officials, beneficiaries, sponsors or any other potential conflicts of interest shall be fully disclosed on a timely basis.

3. Provide to clients all information related to the investment decision making process as well as other information they may need to make informed decisions based on realistic expectations. All client inquiries shall be answered promptly, completely, and truthfully.

4. Maintain the confidentiality of all information entrusted by the client, to the fullest extent permitted by law.

5. Comply fully with all statutory and regulatory requirements affecting the delivery of consulting services with clients.

6. Endeavor to establish and maintain excellence personally and among colleagues in all aspects of investment management consulting. and all aspects of financial services to clients.

7. Support and participate in the activities of Strategic Wealth Advisors.

8. Maintain the highest standard of personal and professional conduct.

This Code of Ethics is available upon request by any client or prospective client.

B. Participation or Interest in Client Transactions and Personal Trading.

N/A

Item 12 Brokerage Practices

A. Selecting a Broker Dealer

Strategic Wealth Advisors has a Broker Dealer relationship with
Ridgeway & Conger Inc.
2123 Main St.
New Woodstock, NY 13077
The factors used in selecting our Broker Dealer are low cost transaction fees to clients. Strategic Wealth Advisors does not charge commissions for securities transactions. A transaction fee is charged at the time of the trade. All transaction fees are disclosed before any orders are taken and executed.

1. Research and other Soft Dollar Benefits

Strategic Wealth Advisors does receive research and seminar support from our Broker Dealer and from the Insurance companies that we offer variable annuities for. Strategic Wealth Advisors is aware of this conflict of interest and as Fiduciaries, strives to offer products and services provided by the Broker Dealer and the Insurance companies that we are associated with that serve the best interests of the client only.

A. Strategic Wealth Advisors investment advisory representatives receive research and seminar support as a result of our relationship and the securities business from our clients that is directed to the Broker dealer and Insurance Companies. This arrangement allows Strategic Wealth Advisors to receive research that we would other wise have to pay for. The arrangement also provides monetary support of public seminars delivered by investment advisory representatives of Strategic Wealth Advisors who are registered representatives.
B. Research and seminar support is a benefit of working with a broker dealer however it is not the prevailing factor used to select our broker dealer.
C. Strategic Wealth does not charge commissions at all to our clients.
D. Research and seminar support is not used to service client accounts.
E. Strategic Wealth Advisors has received access to research reports and opinions. We receive the Thomson Reuters morning news every day and occasionally receive Argus reports. We do not utilize this information to propose investment plans for Strategic Wealth Advisors clients. We do not receive any other benefits that would fall outside the "safe harbor in section 28(e) of the Securities Act of 1934.
F. Strategic Wealth Advisors does not direct client transactions to a particular Broker Dealer in return for soft dollars.

2. Brokerage for Client Referrals
Strategic Wealth Advisors does not receive client referrals from our Broker Dealer

3. Directed Brokerage
Strategic Wealth Advisors does not routinely recommend, request or require that a client direct SWA to execute transactions through a specified Broker Dealer.

## Item 13 Review of Accounts

A.Strategic Wealth Advisors provides investment advisory services and reviews all accounts quarterly. Accounts will be reviewed more frequently during periods of market volatility. The investment advisory accounts will be rebalanced once each quarter or sooner if the target allocation varies more than 5%. Maintaining the clients target portfolio allocation is imperative. The investment must always be in alignment with the Investment Policy Statement. This process is facilitated through our relationship with LWI, Inc. Loring Ward is a "Turn Key Asset Management Provider" (TAMP). Loring Ward provides analysis and support in the complete construction and management of client portfolios. In addition, Loring Ward provides operational and administrative support to Strategic Wealth Advisors.

Strategic Wealth Advisors currently uses Charles Schwab , Fidelity, National Financial and Cor Clearing as qualified custodians of client accounts. All firms provide monthly statements to clients for each of their accounts that are managed by the sub advisors appointed by Strategic Wealth Advisors. In addition, Strategic Wealth Advisors provides quarterly statements to clients that indicate returns and all associated charges and fees in the management of the portfolio.

Reviews are conducted by The Investment Advisory Representatives responsible for the account and they are reviewed by Marybeth Petrell, Chief Compliance Officer. The Chief Compliance Officer reviews accounts for compliance with Strategic Wealth Advisors code of ethics and supervisory procedures.

## Item 14 *Client* Referrals and Other Compensation

A. Strategic Wealth Advisors does not receive economic benefit from a non client for providing investment advice or other advisory services to our clients.
B. Strategic Wealth Advisors does not compensate any person who is not a supervised person for client referrals.

Item 15 *Custody*

Strategic Wealth Advisors, having custody of client funds limited to billing, will deliver a quarterly statement detailing performance and allocation. Clients will also receive monthly statements from our qualified custodians.

Charles Schwab, Cor Clearing, NFS ,Fidelity and TD Ameritrade will deliver monthly statements detailing all fees and transaction activity in addition to balances and holdings.

It is stressed to clients that all statements received from the qualified custodian and Strategic Wealth Advisors should be compared and examined by the client for accuracy.

## Item 16 Investment Discretion

Strategic Wealth Advisors discretionary authority is limited to the authority to rebalance a clients assets to reflect their authorized investment plan. Rebalancing may occur quarterly or more frequently if the target allocation varies more than 5%. Maintaining the clients target portfolio allocation is imperative. The investment must always be in alignment with the Investment Policy Statement.

This authority is expressed in the Strategic Wealth Advisors management agreement as well as in all the agreements associated with the Registered Investment Advisory

Outside of the rebalancing transactions no client transactions will be implemented that are not authorized by the client.

## Item 17 Voting *Client* Securities

Strategic Wealth Advisors does not vote client securities.
Each client will receive their proxies or other solicitations directly from their custodian.
Clients may contact Strategic Wealth Advisors with any questions concerning proxies and other solicitations.

## Item 18 Financial Information

A. Strategic Wealth Advisors does not solicit prepayment of more than $1200 in fees per client six months or more in advance.

B. There are no financial conditions that would reasonably likely to impair Strategic Wealth Advisors' ability to meet contractual commitments to clients.

C. No bankruptcy filings to report

Item 19 Requirements for State-Registered Advisers

A. Principal Executive Officer, Management persons

Managing Owner/ Chief Compliance Officer

Marybeth Petrell (Date of Birth 09-25-1962) B.A. State University of New York at Albany. 01/08 to present,Managing Owner/Chief Compliance Officer, Strategic Wealth Advisors. Registered, General Securities Representative, Ridgeway & Conger. 04/2004 to 12/23/2008, President, Syracuse Kubota. 06/98 to 12/05, Leigh Baldwin & Co.
Ms Petrell has over twenty years of investment experience. Her past experience ranges from investment consultation to branch supervision. Ms Petrell is Chief Compliance Officer. The CCO's duties are to establish, maintain, and enforce Strategic Wealth Advisor's Supervisory Control System. She is also involved in the initial analysis and construction of client portfolios. Ms Petrell oversees the administration and operational functions of the firm. Ms Petrell has her series 7,63,24,55 and 53.She has passed the Series 65, Uniform Investment Advisor Law Examination.

B. Outside business activities

Marybeth Petrell is the managing owner of PaigeMichael LLC. PaigeMichael LLC is the organization that manages and supervises all Broker Dealer activity for Marybeth Petrell and Connie Hohreiter

C. Performance based compensation
No performance based compensation is received.

D. Reportable events

1. Strategic Wealth Advisors or any management persons has never been found liable in any arbitration claim alleging damages in excess of $2500, involving

a. an investment or investment related business or activity.
b. fraud, false statements, or omissions;
c. theft, embezzlement, or other wrongful taking of property;
d. dishonest, unfair, or unethical practices.

2. Strategic Wealth Advisors or any management persons has never been found liable in a civil, self regulatory organization, or administrative proceeding involving

a. an investment or investment related business or activity.
b. fraud, false statements, or omissions;
c. theft, embezzlement, or other wrongful taking of property;
d. dishonest, unfair, or unethical practices.

E. Other relationships or arrangements not described in Item 10.C of Part 2A

PRIVACY POLICY

*Strategic Wealth Advisors*
211 West Jefferson St. Suite 22
Syracuse, NY 13202

# PRIVACY POLICY STATEMENT

At Strategic Wealth Advisors we are committed to safeguarding the confidential information of our clients. We hold all personal information provided to our firm in the strictest confidence. These records include all personal information that we collect from you in connection with any of the Investment Advisory services provided by our firm. We will not share personal information about our clients with other companies unless we need to share the information in order to provide a product or service a client has requested. Unless we tell clients otherwise, these other companies do not have the right to use clients' personal information obtained from our firm in any manner beyond what is required to provide a client's requested product or service.

Our firm limits the collection of personal information to what is necessary to administer our business and to deliver our products and services to our clients. It is usually necessary in the conduct of our business that we share information with our affiliates. We do reserve the right to disclose or report personal information in limited circumstances where we believe in good faith that disclosure is required under law, to cooperate with regulators or law enforcement authorities, to perform necessary credit checks or collect or report debts owed to us, to protect our rights or property, or upon reasonable request by the sponsor or provider of a product in which you have chosen to invest. Listed below is the information we do collect and how we use that information:
Forms you fill out to interact with our company such as:

- new account forms
- agreements and contracts
- questionnaires and miscellaneous forms

These forms may request personal information such as your e-mail address, telephone number, mailing address, social security number, employment information, investment objectives and financial situation, and account numbers.

**How we use this information**

We use your personal information for the purpose of conducting business with you. At no time do we sell your information or share it unless it is necessary to conduct business with you. On occasion, our clients' professional providers such as accountants, attorneys, etc. may request non-public information about them. We will upon request and with client authorization supply providers with such information.

**Protection of Client Information**

Strategic Wealth Advisors' policies require that employees with access to confidential client information may not use or disclose the information except for business use. Access to client information is available to employees on a "need-to-know" basis only and is restricted to certain employees, representatives and agents with a business reason for access to such information. Employees are required to sign a Confidentiality Agreement annually. We safeguard information according to established security standards and procedures and train our employees and representatives to understand and comply with these protections.

**Changes to Firm Privacy Policies**

From time to time Strategic Wealth Advisors may update its privacy policies. All new clients will receive the firm's most current private policy upon entering into an agreement or opening an account with the firm. All clients will be provided with the firm's most current privacy policies at least annually.

**Maintaining the Accuracy of Client Information**

Keeping client account information accurate and up to date is very important to us. If you ever find that your account information is incomplete, inaccurate or not current, please email or write us at the address listed below so that we may update our records.

**Contacting Us**

If you have any questions or concerns please contact:

Marybeth Petrell, Chief Compliance Officer
Strategic Wealth Advisors
211 West Jefferson St. Ste.22
Syracuse, NY 13202
315-218-7350

Material Relationships

Other Investment Advisors:

NFP Securities

NFP provides independently registered investment advisors for use with their clients a platform of non-advisory services such as technology applications, operational support, administrative infrastructure, access to service providers and financial products.

Morningstar Investment Services.

Morningstar provides independently registered investment advisors for use with their clients a platform of non-advisory services such as technology applications, operational support, administrative infrastructure, access to service providers and financial products.