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Form ADV Part 2A: Firm Brochure

Date of Brochure: December 31, 2015

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CRD No.: 112923
SEC File No.: 801-50373

Sterling Investment Management, Inc. is a registered investment advisor with the federal Securities and Exchange Commission (SEC). The statements contained herein have not been verified or evaluated by any regulator. Registration does not imply that Sterling Investment Management, Inc., or its associates, has attained a certain level of skill or training.

Clients and prospective clients are encouraged to visit the SEC's Investment Adviser Public Disclosure (IAPD) for more information about Sterling Investment Management, Inc. Additional information about Sterling Investment Management, Inc. "Sterling" is available via website www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Sterling who are registered, or are required to be registered, as investment adviser representatives of Sterling.

Sterling Investment Management, Inc. shall be referred to as "Sterling" throughout the remainder of this document.

Item 2 | Material Changes

Since the last annual update of our Firm Brochure dated December 31, 2014, we have made material changes to:

1. Item 4, Advisory Business, Section D. As of December 31, 2015, Sterling's Assets Under Management are as follows:

| | |
|--------------------------|----------------|
| Discretionary Assets | \$ 278,320,333 |
| Non-Discretionary Assets | \$ 588,405 |
| Total Assets | \$ 278,908,738 |

2. Personnel:

Crystal P. Kelly is Sterling's Chief Compliance Officer, as well as Director of Client Relations. She brings over a decade of experience in Financial Services. Crystal's tenure at Sterling spans 7 years, during which she has gained intimate knowledge of, and added substantially to, all areas of the firm's business operations.

Added to ADV Part 2B:

- Alec Berens, Research Analyst
- James Good, Portfolio Manager

Removed from ADV Part 2B

- Miguel A. Silva, CFA, former Portfolio Manager and Managing Director, passed away on July 16, 2015.
- Crandall L. Smith, former Chief Compliance Officer
- Alok Jha, former Research Analyst

Currently, our Brochure may be requested from our office at ckelly@sterlinginvestor.com or at our website www.SterlingInvestmentManagement.com.

Additional information about Sterling Investment Management, Inc. is also available via the SEC's website www.adviserinfo.sec.gov.

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Item 4 | Advisory Business*A. Firm Information*

Sterling Investment Management, Inc. (the “Registrant”) is an SEC-registered investment advisor. Founded in November 1995, we provide sophisticated portfolio management services to high net worth individuals, endowments, foundations, and corporations located throughout the United States.

John H. Payne, CFA is currently the sole principal owner, President, and Chief Investment Officer of Sterling Investment Management, Inc.

Sterling is 100% employee owned and is organized as an S-Corp in the State of Arizona. The company has been in continuous operation since inception.

*B. Advisory Services Offered*Introduction

Sterling Investment Management, Inc. (“Sterling,” “the Registrant,” “the Firm”, “our”, or “we”) is an independent research-driven investment management firm. Using a meticulous security analysis framework rooted in value investing, we provide our clients with long-term investment strategies designed to complement their unique financial goals by utilizing our structured approach to portfolio management. Our investment portfolios predominately consist of individual equity, fixed income, and alternative securities.

Investment Management

Sterling provides clients with ongoing investment advisory services on a fee-only basis. Portfolios may include the common equity, preferred stock, and debt of domestic and international companies, municipal and private-placement debt securities, REITs, MLPs, and alternative assets. In addition, Exchange Traded Funds (ETFs) may be implemented for risk hedging purposes, or to satisfy unique client investment objectives.

Each portfolio is individually customized to align with our clients’ financial goals. All security selection and asset allocation decisions are predicated upon each client’s risk tolerance, time horizon, and unique financial and investment goals.

Portfolios are constructed with the following underlying goals: maximize total returns while assuming a reasonable level of risk, and minimizing risk while targeting a select level of returns. The Registrant approaches securities analysis from the perspective of a business owner; it seeks to hold positions in businesses that have high probabilities of generating attractive returns on invested capital over a long-term time horizon.

Investment management services are exclusively performed on a discretionary basis. Investment guidelines and restrictions must be provided to us in writing. For more information on The Registrant's discretionary and non-discretionary asset management practices see Item 16 – Investment Discretion.

C. Wrap Fee Programs

The Registrant does not place client assets with any wrap fee programs. All management services are performed by the Registrant on behalf of its clients.

D. Assets Under Management

As of December 31, 2015, Sterling's Assets Under Management are as follows:

| | |
|--------------------------|----------------|
| Discretionary Assets | \$ 278,320,333 |
| Non-Discretionary Assets | \$ 588,405 |
| Total Assets | \$ 278,908,738 |

Item 5 | Fees and Compensation

A. Fees for Advisory Services

Sterling's standard fee schedule for new accounts are the following:

Advisory Fee Schedule for Separate Accounts:

Investment management fees based on total assets under management:

| | | |
|---------------------------|------------------------------|--------------|
| Asset market values up to | \$ 2,000,000 | 1.00 % |
| Market values of | \$ 2,000,000 to \$ 5,000,000 | .95 % |
| Market values of | \$ 5,000,000 to \$ 7,500,000 | .90 % |
| Market values of | greater than \$ 7,500,000 | (Negotiated) |

Sterling generally requires an annual minimum fee of \$10,000 for investment advisory services.

Each written client agreement with Sterling establishes the agreed-upon fee schedule. Sterling's annual investment advisory fee shall be paid quarterly, in advance. Quarterly investment management fees are calculated using end-of-month market values for each respective account averaged over the prior three-month period, less non-supervised assets. Account market value data are provided by the client's 3rd party "custodian" bank. Sterling requires a minimum investment portfolio(s) of \$500,000 per client household but this minimum may be waived under certain situations. Some clients may be billed at a fixed amount due to special circumstances, including but not limited to the type of investment or financial planning work being conducted by our firm. Each account may be subject to a minimum annual fee. Specific client circumstances and certain exceptions may apply.

Fee schedules and minimum account size may be negotiable. Fees may vary from the current fee schedules listed above due to the particular circumstances of the client, the type of investment or investment management services provided, or as otherwise negotiated. Examples of these circumstances can include the account inception date, the existence of other accounts managed by Sterling, account size, minimum annual fee and/or as otherwise negotiated. Discounts not generally available to our advisory clients may be offered to family members or associated persons of our firm.

Clients have the ability to pay our invoices directly upon receipt. Additionally, with client authorization, Sterling may deduct the advisory fee from the client's account by directly billing the client's custodian. Each fee payment deducted from the client's custodial account is reported on the client's account statement prepared by and sent from the client's custodian. For clients that elect to have our advisory fee deducted directly from the custodial account, Sterling urges our clients to carefully verify the accuracy of each invoice, since the custodian may not verify the accuracy of our fee calculation.

Sterling's advisory fees are exclusive of brokerage commissions, custodial fees, transaction fees, legal fees, accounting fees, and other related costs and expenses. Some examples of these fees include broker-traded commissions, trust and custodial expenses, attorney and estate fees, account and tax preparations fees, settlement fees, sales charges, transfer taxes, foreign taxes, wire transfer and electronic funds transfer fees, and other fees and taxes on security transactions and custodial accounts. Additionally, mutual funds, exchanged traded funds and exchange traded notes charge internal management fees that are disclosed in each fund's prospectus. All such charges, fees, and commissions are exclusive of and in addition to Sterling's advisory fee. Sterling does not receive any portion of these commissions, fees, costs and expenses. See "Item 12 – Brokerage Practices", for additional information regarding Sterling's brokerage practices.

Sterling charges its quarterly advisory fees in advance, as described above. In the event a client or the firm should terminate the investment management contract and if it is determined that a refund is due to the client, a check will be issued payable to the account registration and mailed to the address of record. The refund amount will be calculated by prorating the fee for the number of days remaining in the current billing period. Sterling is under no obligation to repay any fees billed and paid by the client prior to any written termination notices from the client.

B. Compensation for Sale of Securities by Supervised Persons

The Registrant does not receive any compensation for securities transactions.

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

A. Performance-Based Fees

Sterling does not currently charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

B. Side-By-Side Management

The Registrant is not currently involved in any Side-By-Side Management agreements.

Item 7 | Types of Clients

The Registrant provides investment management services to a variety of client types. Clients include, but are not limited to individuals, trusts, estates, corporations, pension and profit-sharing plans, charitable institutions, foundations, and endowments. We require a minimum investment portfolio(s) of \$500,000 per client household but this minimum may be waived under certain situations.

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

A. Methods of Analysis

Equities, Fixed-Income, and Alternative Investments:

Sterling's investment process combines top-down macroeconomic analysis with disciplined, fundamental security research to structure and manage investment portfolios. Portfolio holdings are comprised of individual securities from a wide range of asset classes. Sterling's investment strategies broadly encompass equity, fixed income, and alternative investments.

Equity Management:

Our equity investment philosophy is to maximize the total returns in our investment portfolios while assuming reasonable measures of risk. Sterling approaches securities analysis from the perspective of a business owner. We seek to own a fractional interest in a business that has a very high probability of generating attractive returns on our invested capital over a long-term time horizon.

Our equity investment process follows five main principles:

- 1) Invest for the long term. We are long-term investors. Continuous compounding of returns on capital provides our portfolios with the highest probability of creating and building wealth. We also seek to capitalize on market inefficiencies created by short-term price volatility.
- 2) Search for businesses that possess competitive advantages relative to their peers. Organizations that maintain a sustainable competitive advantage relative to their peers have an opportunity to expand their market presence, increase relative prices, and dominate the cost structures of their respective businesses and industries.
- 3) Identify companies that have strong financial characteristics. Free cash flow generation is a key metric of our investment process. Businesses that produce high levels of free cash flow generally exhibit other favorable characteristics such as: top line revenue growth, consistent earnings growth, and high returns on equity capital.
- 4) Invest with companies that have capable, reliable managers. We prefer to invest with corporate managers that treat shareholders as owners. These management teams need to have defined business objectives and strategies to implement their business plans.
- 5) Pay a reasonable price. Investments are predicated upon purchasing corporate securities at a discount to our appraisal of their intrinsic value.

Equity portfolios may also include a percentage of individual securities that have unique financial characteristics designed to enhance total portfolio performance and risk diversification.

Fixed Income Management:

Our fixed income security analysis extends and complements the principals we follow in our equity investment process. In general, high quality securities of short-term to intermediate term maturities tend to offer better values, along with lower principal volatility, than issues that have longer dated maturity obligations.

Sterling's fixed income investment strategies combine interest rate projections and sector swaps to improve and enhance total asset returns. In addition, providing a dependable stream of current income is a very important total return component for our client's financial and business planning process.

Alternative Investment Management:

Depending on each client's investment objectives, options and short selling strategies may provide portfolio diversification and risk reduction. We believe that diversification into these alternative strategies helps to smooth returns, reduce volatility and decrease asset-class risks.

B. Investment Strategies

UNCONSTRAINED TOTAL RETURN: Seeks to generate positive returns in all market cycles, using various securities including common stock, fixed income, and derivatives.

CAPITAL APPRECIATION: Seeks long-term capital appreciation by investing primarily in common stocks. May hold fixed income and other securities to preserve principal value.

BALANCED: Seeks to provide capital growth, current income, and capital preservation through an equal weighted portfolio of common stock and fixed income securities. May hold other securities to enhance returns.

CURRENT INCOME: Seeks to provide current income and capital preservation by investing primarily in fixed income securities. May hold common stock and other assets to grow principal value.

FIXED INCOME: Seeks long-term capital preservation and income by investing exclusively in fixed income securities, including: corporate, government, municipal, and structured bonds. May hold cash equivalents.

*C. Risk of Loss*Risk Management:

Investing in securities involves risk of loss that clients should be prepared to bear. Securities prices fluctuate and may decline in response to actual or perceived developments at individual companies, within particular industries or sectors, or general economic conditions. If the value of investments in your portfolio declines, you could lose money.

Some of the material risks when investing in stocks include the possibility that equity prices will decline. Stock markets tend to move in cycles. Foreign stocks are subject to the possibility that world events and events in their home country (political, financial, or natural disasters) will adversely affect their price.

Fluctuations in the foreign exchange rate of the U.S. dollar could also have a negative impact on foreign stocks. The prices of foreign stocks and the prices of U.S stock have moved in opposite directions.

Bond investments are subject to the possibility that bond prices will decline due to rising interest rates. If interest rates fall, income generated from fixed income investments may also fall. Bonds are also subject to credit risk, which is the possibility that the bond issuer will be unable to make interest or principal payments, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. If a bond is callable, any price appreciation above the bonds' call price could be lost, which could result in reinvesting the unanticipated proceeds at lower interest rates.

Additional risk factors include, but are not limited to:

- General Economic and Market Conditions.
- Risks Inherent to the Registrant's Investment Strategies
- Terrorist Attacks and Associated Acts of War
- Risks Inherent to Investing in Capital Markets
- Counterparty Risk
- Short Selling Risk
- Margin Risk
- Risks Associated with Concentrated Portfolios
- Potential Failure of Risk Management Guidelines
- Default Risk
- Interest Rate Risk

Item 9 | Disciplinary Information

Sterling has never been involved in, nor does it have, any firm or individual disciplinary disclosures to make.

Item 10 | Other Financial Industry Activities and Affiliations

Sterling is not involved in any other Financial Industry Activities.

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

Sterling has implemented a Code of Ethics that details standards of conduct for the firm's personnel. Topics covered include the Registrant's fiduciary duty to its clients, standards of professionalism, ethical guidelines, and sets forth rules regarding personal trading by employees, initial public offerings, and private placements. In addition, the Code of Ethics sets forth procedures relating to the distribution of the Code of Ethics, review and enforcement processes, amendments to Form ADV, and supervisory procedures.

B. Personal Trading and Participation in Client Transactions

The Registrant or its employees may purchase or sell for themselves similar or different securities as are recommended to Sterling's clients. Sterling has implemented an investment policy relative to personal securities transactions of its employees. This investment policy is part of Sterling's overall Code of Ethics, as described above, which serves to establish a standard of business conduct for all of Sterling's supervised persons. Sterling's personal trading policy is based upon fundamental principles of openness, integrity, honesty and trust. To prevent conflicts of interest, all personal trades made by Sterling's employees are reviewed by supervisory personnel. Additionally, Sterling's policies and procedures prohibit the misuse of material nonpublic information and are designed to prevent insider trading by any employee.

C. Interest in Client Transactions

Sterling may recommend that its clients invest in private investment limited liability corporations if such investment is suitable to the client. Prior to recommending such investment, Sterling will confirm that the client is an "accredited investor" as defined in Rule 501(a) of Regulation D under The Securities Act of 1933 as amended, and if applicable, the client is a "qualified client" as defined in Rule 205-3 under the Act of 1940, as amended.

John H. Payne, CFA is a minority member of seven (7) private investment limited liability corporations. The limited liability corporations are comprised of a small number of accredited investors, some of which are also clients of Sterling.

Please note that private investment vehicles generally involve various risk factors and liquidity constraints. A complete discussion of the aforementioned is detailed in each private vehicle's offering documents, which will be provided to each client for review and consideration.

Item 12 | Brokerage Practices*A. Soft Dollars*

In return for offering securities transactions through a particular broker-dealer, Sterling may receive investment research products or services which assist in the investment decision-making process for all clients, pursuant to Section 28(e) of the Securities Exchange Act of 1934 (generally referred to as a “soft dollar” arrangement). Conflicts of interest between clients and the firm are possible when soft dollars are used to acquire products or services that are not exclusively benefiting the client who paid the commission.

Sterling’s procedure for directing clients’ transactions to a particular broker-dealer in return for soft dollar benefits is consistent with Sterling’s best execution policies, (see Item 12, C.), CFA Institute’s Soft Dollar Standards, and section 28(e) of the Securities Exchange Act of 1934. Sterling may engage in soft dollar arrangements if the firm determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services provided by the executing broker in terms of Sterling’s responsibilities to its clients. When Sterling engages in a soft dollar transaction, the soft dollar benefits may be used to offset the cost the firm incurs on certain services, including: research data on particular industries and companies, economic survey and analysis, quote services, trade execution systems, order management systems, and computer-related costs. Such products and services provide lawful and appropriate assistance to Sterling in the performance of its investment responsibilities for its clients.

Charles Schwab & Co.

While Sterling is able to work with any custodian or broker-dealer the client chooses, it is Sterling’s preference to maintain a custodial relationship primarily with the Institutional Services division of Charles Schwab & Co. (Schwab). In connection with the Schwab relationship, Sterling receives certain benefits, including, but not limited to: custodian/adviser interface software, certain practice management software and resources, marketing support, trade desk access, and block trading capabilities. This relationship is subject to change if it is determined to be in the best interests of Sterling’s clients.

Additionally, Sterling may receive the following benefits from Schwab Institutional: receipt of duplicate client confirmations and bundled duplicate statements, access to a trading desk that exclusively services its institutional clients, access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts, and access to an electronic inventory and communication network for client order entry and account information.

Client accounts may not benefit equally from services or products received via these soft dollars. These benefits may create a conflict of interest between Sterling and clients since these benefits may influence Sterling's choice of a broker-dealer over another that does not furnish similar software, systems support, or services. Products and services received by Sterling via soft dollars are standard to all advisers utilizing Schwab.

B. Aggregate, or Block, Trade Allocations

In placing its orders to purchase or sell securities in client accounts, Sterling may elect to aggregate orders. Sterling will not aggregate transactions unless aggregation is consistent with the duty to seek Best Execution. As a matter of policy, Sterling's trade allocation procedures must be fair and equitable to all clients. Sterling will use average pricing to achieve fair and equitable executions.

Ordinarily, the executing broker-dealer will provide an average price that will be allocated to all accounts participating in the aggregated trade. Because of prevailing market conditions, it may not be possible to execute all shares of an aggregated trade, in which case Sterling will allocate the trade among participating accounts in an equitable manner determined prior to execution of the trade.

C. Brokerage Partners and Best Execution

In selecting brokers-dealers, and determining the reasonableness of commissions and mark-ups charged, Sterling will attempt to effect securities transactions for clients in such a manner that the clients receive the highest quality transaction, under the circumstances.

This is known as "Best Execution". In selecting broker-dealers, Sterling need not solicit competitive bids and does not have an obligation to seek the lowest available transaction cost (e.g., commission cost).

The determinative factor is whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including execution capability, commission rates, and responsiveness. Accordingly, although Sterling will seek competitive commission rates, it may not necessarily obtain the lowest possible rates for account transactions.

Sterling may consider a number of factors in utilizing brokers-dealers for client brokerage transactions. Among the factors considered by Sterling are:

- Transaction net costs
- Security price
- Clearance and settlement practices

- Ease of execution
- Firm commitment to regulatory compliance
- Industry reputation
- General financial strength and stability
- Breadth of products and services
- Research capabilities

The client may direct Sterling to use a particular broker-dealer (subject to Sterling's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and Sterling will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Sterling. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices on transactions for the account than would otherwise be the case.

In the event the client directs Sterling to initiate securities transactions for that client's accounts through a specific broker-dealer, the client also acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur than if the client determined to utilize Sterling's available alternative clearing arrangements.

Item 13 | Review of Accounts

A. Frequency of Reviews

Sterling performs reviews of all investment advisory accounts and portfolio holdings no less than quarterly. Investment portfolios are reviewed for consistency with the investment strategy and performance.

B. Causes for a Review

In addition to the monitoring described above, reviews may be triggered by changes in a client's tax or financial status. Macroeconomic and issuer specific events may also trigger reviews.

*C. Review Reports*Investment Advisory Reports

Brokerage statements for each individual account are generated by the custodian no less than quarterly. These statements are sent directly to each client from the custodian. Client account statements list the account positions, activity in the account over the covered period, and other related information. Clients are provided confirmations following each brokerage account transaction. In addition, Sterling provides client account statements, which have been reconciled against the custodial statements. Sterling's statements are sent on a quarterly basis. Sterling retains sole discretion to approve or deny a request for more frequent statements. Sterling may also provide performance reports, realized gain and loss, income and expense, or other reports as requested.

Item 14 | Client Referrals and Other Compensation

Sterling may refer clients to various third-parties to provide certain services necessary to meet financial goals. Likewise, Sterling may receive a client referral from a third party. In either case, no compensation is given or received. All referrals are a professional courtesy and in the interest of the client.

A. Compensation Received by Sterling

Sterling does not receive any compensation from third-parties in exchange for referral of business. Except as otherwise disclosed in Item 12, Sterling is compensated exclusively by clients.

Although not a material consideration when determining whether to recommend a client to utilize the services of a particular broker-dealer/custodian, Sterling may receive from the custodian, Schwab, without cost (and/or at a discount) support services and/or products. Some of those support services or products assist Sterling to better monitor and service client accounts maintained at such institutions.

Included within the support services that may be obtained by Sterling may be:

- Investment-related research
- Pricing information and market data
- Software and other technology that provide access to client account data
- Compliance and/or practice management-related publications
- Discounted consulting services
- Discounted attendance at conferences

- Meetings, and other educational and/or social events
- Marketing support
- Computer hardware and/or software and/or other products used by Sterling to improve its investment advisory business operations

As indicated above, certain support services and/or products which are potentially available to Sterling may also assist Sterling in managing and administering client accounts. Other products and services do not directly provide such assistance, but rather assist Sterling to manage and further develop its business enterprise. Sterling's clients do not pay more for investment transactions completed with Schwab and/or assets maintained at Schwab as result of this arrangement. There is no corresponding commitment made by Sterling to Schwab, or any other entity, to invest any specific amount or percentage of client assets in any specific securities, mutual funds or other investment products as result of the above arrangement.

Sterling's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

B. Client Referrals to Sterling

Sterling does not compensate any third-party for referring clients to Sterling. All client relationships are established by way of personal or professional contact and through existing business relationships.

Item 15 | Custody

Sterling will not maintain physical possession of the funds or securities of any separately managed investment advisory client. Sterling is considered to have custody due to our ability to directly deduct advisory fees from client's brokerage account. However, client's must first authorize the custodian in writing before any advisory fees can be paid to the firm.

Charles Schwab & Co. is the current preferred custodian for Sterling. Charles Schwab & Co. is a FINRA member firm headquartered in San Francisco, CA. Sterling has entered into an agreement with Charles Schwab & Co. in which Charles Schwab & Co. serves as the primary custodian of client funds and/or securities. Sterling may enter into custodial arrangements with other brokerage firms and bank trust departments.

The custodian should provide a statement at least quarterly for each brokerage account. Custodian account statements display all account activity, including the amounts disbursed from the account to Sterling. In addition, clients will receive an account statement from Sterling at least quarterly. We urge clients to compare custodial account statements with those provided by Sterling since both statements may vary based on accounting procedures, reporting dates, and valuation methodologies of certain securities.

In some instances, an employee of Sterling may serve as co-trustee for an account which Sterling also provides advisory services. All account trustees receive both the custodial statement, as well as Sterling's statement at least quarterly. Management fees are paid by those trust accounts individually, and in an identical manner of all other advisory accounts. An annual surprise audit is conducted on each trust account by a third-party accounting firm. Reports and acknowledgements of the audit are provided by the accounting firm to all trustees.

Item 16 | Investment Discretion

Discretionary Portfolio Management

Any limitations imposed on the discretionary authority of Sterling shall depend on the terms of the agreement governing Sterling's relationship with each client on an individual basis. In those cases, where Sterling has full discretionary authority over client accounts and the client has not imposed any specific restrictions, Sterling will generally have unlimited discretionary authority, without obtaining specific consent, to determine:

- Securities to be bought or sold
- Amount of the securities to be bought or sold
- Broker or dealer to be used
- Commission rates paid

In such cases, there are no limitations on Sterling's authority in the areas indicated (other than as may be imposed by law or by a client's specified restriction). It should be noted that with regard to commission rates, Sterling does not have the power to determine the rates paid, only the authority to negotiate with and accept or reject rates offered by various broker-dealers.

Item 17 – Voting Client Securities

Sterling will not and does not accept proxy voting authority with respect to securities held in clients' accounts. Consequently, all proxy solicitations will be sent directly to clients for voting. In the event

a proxy solicitation is sent to Sterling on behalf of a client, Sterling will forward the solicitation to the client's address of record immediately so that the client may cast their vote. Sterling will provide a voting recommendation on securities as needed.

Clients maintain exclusive responsibility for:

- Directing the manner in which proxies are voted when solicited by issuers of securities
- Making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

Sterling will instruct the custodian to forward, to the client, copies of all proxies and shareholder communications relating to the client's investment assets.

Item 18 | Financial Information

Sterling does not have any adverse financial information to disclose. The management of Sterling believes that they are financially sound.

Item 19 | Requirements for State-Registered Advisers

Sterling is registered with the SEC.

Item 1 – Cover Page



Form ADV Part 2B

Brochure Supplement:

John H. Payne, CFA

President and Chief Investment Officer

Date of Brochure: December 31, 2015

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This brochure supplement provides information about John H. Payne, CFA and is meant to supplement the ADV brochure for Sterling Investment Management, Inc. brochure. For a copy of that brochure or if you have any questions about the contents of this supplement please contact Sterling Investment Management, Inc. at the address or phone number listed above.

Sterling Investment Management, Inc. is a registered investment advisor with the federal Securities and Exchange Commission (SEC). The statements contained herein have not been verified or evaluated by any regulator. Registration does not imply that Sterling Investment Management, Inc., or its associates, has attained a certain level of skill or training.

Clients and prospective clients are encouraged to visit the SEC's Investment Adviser Public Disclosure (IAPD) for more information about Sterling Investment Management, Inc. The IAPD web address: www.adviserinfo.sec.gov.

Sterling Investment Management, Inc. shall be referred to as "Sterling" throughout the remainder of this document.

Item 2 – Educational Background and Business Experience

John H. Payne, CFA is President and Chief Investment Officer of Sterling Investment Management, Inc. Mr. Payne is a member and participant of Sterling's Investment Policy Committee, where investment and policy ideas are discussed as a group prior to delivering investment advice to clients.

Mr. Payne received a Bachelor of Arts in Geology from Indiana University and attended the University of Wyoming where he attained a Master of Science in Finance with a specialty in Investment Research and a Minor in Accounting. His Master's Thesis regarding investment theory has been published in a leading academic journal.

With over 25 years of investment experience, Mr. Payne has performed extensive financial analysis on individual companies and industry groups. His career has included active portfolio management and trading of equity, fixed income, and derivative securities, as well as publishing investment strategy overviews to communicate tactics and research to clients, peers, and the business community.

Prior to founding Sterling in 1995, Mr. Payne was Vice President and Senior Portfolio Manager for Bank of America, managing the Investment Advisory Group. The Investment Advisory Group was responsible for the management of investment portfolios for high-net worth private clients, IRA accounts, non-profit organizations, profit sharing plans, and personal trust accounts.

Mr. Payne serves as a member of the Steele Children's Research Center Advisory Board, the Board of Directors for the Community Investment Corporation, the Board of the Pima County Industrial Development Authority, and the Advisory Board for Angel Charity for Children, Inc.

Preceding his current affiliations, Mr. Payne has been a member of the Board of Trustees for the Community Foundation of Southern Arizona, Board of Directors for the Tucson Jewish Community Center, Board of Directors for the University Medical Center Foundation, and is a past member of the Board of Trustees for the Arizona-Sonora Desert Museum, among others.

Attaining the professional designation of Chartered Financial Analyst (CFA) in 1990, Mr. Payne is currently a member of the CFA Institute (CFA), CFA Society of Phoenix, and the CFA Society of Tucson. The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 107,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, requires CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Item 3 – Disciplinary Information

There have been no legal or disciplinary events to disclose.

Item 4 – Other Business Activities

John H. Payne, CFA, is currently a minority member of seven (7) private investment limited liability corporations. The limited liability corporations are comprised of a small number of accredited investors, some of which are also clients of Sterling Investment Management, Inc. Mr. Payne does not spend a substantial amount of investment-related business activity on these limited liability corporations.

Item 5 – Additional Compensation

John H. Payne, CFA does not provide advisory services to any person other than clients of Sterling Investment Management, Inc. Mr. Payne does not receive additional compensation for providing advisory services to any person other than clients of Sterling Investment Management, Inc.

Item 6 – Supervision

Crystal Kelly, Chief Compliance Officer, is responsible for supervising Mr. Payne. Mrs. Kelly's phone number is 520.293.3311. Her email address is CKelly@SterlingInvestor.com.

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Form ADV Part 2B

Brochure Supplement:

Arumayta Martinez,
Trader & Research Analyst

Date of Brochure: December 31, 2015

Sterling Investment Management, Inc.
6262 N. Swan Rd., Suite 210 Tucson, AZ 85718
16427 N. Scottsdale Rd., Suite 433 Scottsdale, AZ 85260

Phone: 520.293.3311
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CRD No.: 112923
SEC File No.: 801-50373

This brochure supplement provides information about Arumayta Martinez and is meant to supplement the ADV brochure for Sterling Investment Management, Inc. brochure. For a copy of that brochure or if you have any questions about the contents of this supplement please contact Sterling Investment Management, Inc. at the address or phone number listed above.

Sterling Investment Management, Inc. is a registered investment advisor with the federal Securities and Exchange Commission (SEC). The statements contained herein have not been verified or evaluated by any regulator. Registration does not imply that Sterling Investment Management, Inc., or its associates, has attained a certain level of skill or training.

Clients and prospective clients are encouraged to visit the SEC's Investment Adviser Public Disclosure (IAPD) for more information about Sterling Investment Management, Inc. The IAPD web address: www.adviserinfo.sec.gov.

Sterling Investment Management, Inc. shall be referred to as "Sterling" throughout the remainder of this document.

Item 2 – Educational Background and Business Experience

Ms. Martinez graduated from The University of Central Florida in 2009, receiving a Bachelor of Science in Business Administration with concentration in Finance. She is currently enrolled in Creighton University's Master of Investment Management and Financial Analysis Program. Prior to joining Sterling, she proudly served six years in the United States Air Force as an Avionics Technician.

In her current role as Trader and Research Analyst, Ms. Martinez is Sterling's primary resource for trade placement and allocation. In addition, she is responsible for security selection and underlying research and analysis associated with all of Sterling's investment portfolios. Ms. Martinez is a member and participant in Sterling's Investment Policy Committee where investment and policy ideas are discussed as a group prior to delivering investment advice to clients.

Ms. Martinez is a candidate in the Chartered Financial Analyst (CFA) program. The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

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High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Item 3 – Disciplinary Information

There have been no legal or disciplinary events to disclose.

Item 4 – Other Business Activities

Ms. Martinez is not engaged in any other business, employed or compensated by any other person, serve as an officer, director, partner or employee of another business organization, or owns any stock or having any direct or indirect financial interest in any other organization engaged in any securities, financial or kindred business.

Item 5 – Additional Compensation

Ms. Martinez does not provide advisory services to any person other than clients of Sterling Investment Management, Inc.

Ms. Martinez does not receive additional compensation for providing advisory services to any person other than clients of Sterling Investment Management, Inc.

Item 6 – Supervision

John H. Payne, President and Chief Investment Officer is responsible for supervising Ms. Martinez. Mr. Payne's phone number is 520.293.3311 and his email address is JPayne@SterlingInvestor.com.

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Form ADV Part 2B

Brochure Supplement:

Alec Berens,
Research Analyst

Date of Brochure: December 31, 2015

Sterling Investment Management, Inc.
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CRD No.: 112923

SEC File No.: 801-50373

This brochure supplement provides information about Alec Berens and is meant to supplement the ADV brochure for Sterling Investment Management, Inc. brochure. For a copy of that brochure or if you have any questions about the contents of this supplement please contact Sterling Investment Management, Inc. at the address or phone number listed above.

Sterling Investment Management, Inc. is a registered investment advisor with the federal Securities and Exchange Commission (SEC). The statements contained herein have not been verified or evaluated by any regulator. Registration does not imply that Sterling Investment Management, Inc., or its associates, has attained a certain level of skill or training.

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Sterling Investment Management, Inc. shall be referred to as "Sterling" throughout the remainder of this document.

Item 2 – Educational Background and Business Experience

Mr. Berens graduated from Emory University in 2014, where he majored in Mathematics and Economics, and was Captain of the University's golf team.

Prior to joining Sterling Investment Management in 2015, Mr. Berens worked in Equity Research for a San Francisco based middle-market investment bank, JMP Securities. Prior to joining JMP Securities, Mr. Berens was sponsored by Bridgestone as a professional golfer.

In his current role as a Research Analyst with Sterling Investment Management, Mr. Berens is responsible for security selection and fundamental investment analysis.

Mr. Berens is a candidate in the Chartered Financial Analyst (CFA) program. The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 107,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Item 3 – Disciplinary Information

There have been no legal or disciplinary events to disclose.

Item 4 – Other Business Activities

Mr. Berens is not engaged in any other business, employed or compensated by any other person, serve as an officer, director, partner or employee of another business organization, or owns any stock or having any direct or indirect financial interest in any other organization engaged in any securities, financial or kindred business.

Item 5 – Additional Compensation

Mr. Berens does not provide advisory services to any person other than clients of Sterling Investment Management, Inc.

Mr. Berens does not receive additional compensation for providing advisory services to any person other than clients of Sterling Investment Management, Inc.

Item 6 – Supervision

John H. Payne, President and Chief Investment Officer is responsible for supervising Mr. Berens. Mr. Payne's phone number is 520.293.3311 and his email address is JPayne@SterlingInvestor.com.

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Form ADV Part 2B

Brochure Supplement:

James Good,
Portfolio Manager

Date of Brochure: December 31, 2015

Sterling Investment Management, Inc.
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CRD No.: 112923
SEC File No.: 801-50373

This brochure supplement provides information about James Good and is meant to supplement the ADV brochure for Sterling Investment Management, Inc. brochure. For a copy of that brochure or if you have any questions about the contents of this supplement please contact Sterling Investment Management, Inc. at the address or phone number listed above.

Sterling Investment Management, Inc. is a registered investment advisor with the federal Securities and Exchange Commission (SEC). The statements contained herein have not been verified or evaluated by any regulator. Registration does not imply that Sterling Investment Management, Inc., or its associates, has attained a certain level of skill or training.

Clients and prospective clients are encouraged to visit the SEC's Investment Adviser Public Disclosure (IAPD) for more information about Sterling Investment Management, Inc. The IAPD web address: www.adviserinfo.sec.gov.

Sterling Investment Management, Inc. shall be referred to as "Sterling" throughout the remainder of this document.

Item 2 – Educational Background and Business Experience

Mr. Good received his B.S. in Business Management with a concentration in International Finance from Brigham Young University, where he graduated *cum laude*. He earned his M.B.A. degree from Harvard University's Graduate School of Business.

Prior to joining Sterling Investment Management, Mr. Good was a senior investment professional with Cascade Investment, LLC—the private investment firm of the Bill & Melinda Gates family. At Cascade, he managed the Global Credit Portfolio, investing in corporate bonds.

During his time at Cascade, Mr. Good also served on the Board of Directors of The Four Seasons Hotels and Resorts. He was also member of the Audit Committee where he oversaw outside and internal auditors and financial reporting and analysis.

Before his time at Cascade Investments, Mr. Good was Vice President and Investment Analyst at Wellington Management Company. In that role, he analyzed corporate securities and assisted in the management of several funds, including the Vanguard High Yield Fund.

Mr. Good began his career as a Financial Analyst with Ford Motor Company, before pursuing graduate education with a focus on investment management.

In his current role as a Portfolio Manager with Sterling Investment Management, Mr. Good is responsible for portfolio asset allocation, security selection, and investment research.

Item 3 – Disciplinary Information

There have been no legal or disciplinary events to disclose.

Item 4 – Other Business Activities

Mr. Good is not engaged in any other business, employed or compensated by any other person, serve as an officer, director, partner or employee of another business organization, or owns any stock or having any direct or indirect financial interest in any other organization engaged in any securities, financial or kindred business.

Item 5 – Additional Compensation

Mr. Good does not provide advisory services to any person other than clients of Sterling Investment Management, Inc.

Mr. Good does not receive additional compensation for providing advisory services to any person other than clients of Sterling Investment Management, Inc.

Item 6 – Supervision

John H. Payne, President and Chief Investment Officer is responsible for supervising Mr. Good. Mr. Payne's phone number is 520.293.3311 and his email address is JPayne@SterlingInvestor.com.