

Prometheus Investment Advisors LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Prometheus Investment Advisors LLC. If you have any questions about the contents of this brochure, please contact us at (203) 561-6588 or by email at: info@prometheus-ria.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 Prometheus Investment Advisors LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Prometheus Investment Advisors LLC's CRD number is: 291229.

121 North St
Greenwich, CT 06830
(203) 561-6588
info@prometheus-ria.com
<https://www.prometheus-ria.com>

Registration does not imply a certain level of skill or training.

Version Date: 6/28/2018

Item 2: Material Changes

Prometheus Investment Advisors LLC has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore there are no material changes to report.

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes	ii
Item 3: Table of Contents.....	iii
Item 4: Advisory Business.....	5
A. Description of the Advisory Firm.....	5
B. Types of Advisory Services.....	5
C. Client Tailored Services and Client Imposed Restrictions.....	6
D. Wrap Fee Programs.....	6
E. Assets Under Management.....	6
Item 5: Fees and Compensation.....	7
A. Fee Schedule.....	7
B. Payment of Fees.....	8
C. Client Responsibility For Third Party Fees.....	9
D. Prepayment of Fees.....	9
E. Outside Compensation For the Sale of Securities to Clients.....	9
Item 6: Performance-Based Fees and Side-By-Side Management.....	9
Item 7: Types of Clients.....	10
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss.....	10
A. Methods of Analysis and Investment Strategies.....	10
B. Material Risks Involved.....	11
C. Risks of Specific Securities Utilized.....	12
Item 9: Disciplinary Information.....	13
A. Criminal or Civil Actions.....	14
B. Administrative Proceedings.....	14
C. Self-regulatory Organization (SRO) Proceedings.....	14
Item 10: Other Financial Industry Activities and Affiliations.....	14
A. Registration as a Broker/Dealer or Broker/Dealer Representative.....	14
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	14
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests.....	14
D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections.....	14
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	15
A. Code of Ethics.....	15
B. Recommendations Involving Material Financial Interests.....	15
C. Investing Personal Money in the Same Securities as Clients.....	15
D. Trading Securities At/ Around the Same Time as Clients' Securities.....	15
Item 12: Brokerage Practices.....	16

A.	Factors Used to Select Custodians and/or Broker/Dealers	16
1.	Research and Other Soft-Dollar Benefits	16
2.	Brokerage for Client Referrals.....	17
3.	Clients Directing Which Broker/Dealer/Custodian to Use.....	17
B.	Aggregating (Block) Trading for Multiple Client Accounts.....	17
Item 13:	Review of Accounts.....	17
A.	Frequency and Nature of Periodic Reviews and Who Makes Those Reviews.....	17
B.	Factors That Will Trigger a Non-Periodic Review of Client Accounts	17
C.	Content and Frequency of Regular Reports Provided to Clients.....	18
Item 14:	Client Referrals and Other Compensation	18
A.	Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes).....	18
B.	Compensation to Non – Advisory Personnel for Client Referrals.....	18
Item 15:	Custody	18
Item 16:	Investment Discretion.....	18
Item 17:	Voting Client Securities (Proxy Voting).....	19
Item 18:	Financial Information.....	19
A.	Balance Sheet.....	19
B.	Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	19
C.	Bankruptcy Petitions in Previous Ten Years	19
Item 19:	Requirements For State Registered Advisers.....	19
A.	Principal Executive Officers and Management Persons; Their Formal Education and Business Background	19
B.	Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any).....	20
C.	Calculation of Performance-Based Fees and Degree of Risk to Clients	20
D.	Material Disciplinary Disclosures for Management Persons of this Firm	20
E.	Material Relationships That Management Persons Have With Issuers of Securities (If Any)	20

Item 4: Advisory Business

A. Description of the Advisory Firm

Prometheus Investment Advisors LLC (hereinafter "Prometheus Inv. Adv.") is a Limited Liability Company organized in the State of Connecticut. The firm was formed in November 2017, and the principal owner is Charles Joseph Doran.

B. Types of Advisory Services

Portfolio Management Services

Prometheus Inv. Adv. offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Prometheus Inv. Adv. creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

Prometheus Inv. Adv. evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Prometheus Inv. Adv. will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Prometheus Inv. Adv. seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of Prometheus Inv. Adv.'s economic, investment or other financial interests. To meet its fiduciary obligations, Prometheus Inv. Adv. attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, Prometheus Inv. Adv.'s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is Prometheus Inv. Adv.'s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Prometheus Inv. Adv. may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Before selecting other advisers for clients, Prometheus Inv. Adv. will always ensure those other advisers are properly licensed or registered as an investment adviser. Prometheus Inv. Adv. conducts due diligence on any third-party

investment adviser, which may involve one or more of the following: phone calls, meetings and review of the third-party adviser's performance and investment strategy. Prometheus Inv. Adv. then makes investments with a third-party investment adviser by referring the client to the third-party adviser. Prometheus Inv. Adv. will review the ongoing performance of the third-party adviser as a portion of the client's portfolio.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

Services Limited to Specific Types of Investments

Prometheus Inv. Adv. generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs and treasury inflation protected/inflation linked bonds. Prometheus Inv. Adv. may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Prometheus Inv. Adv. will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by Prometheus Inv. Adv. on behalf of the client. Prometheus Inv. Adv. may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Prometheus Inv. Adv. from properly servicing the client account, or if the restrictions would require Prometheus Inv. Adv. to deviate from its standard suite of services, Prometheus Inv. Adv. reserves the right to end the relationship.

D. Wrap Fee Programs

Prometheus Inv. Adv. participates in wrap fee programs, which are investment programs where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. Prometheus Inv. Adv. manages the investments in the wrap fee program, but does not manage those wrap fee accounts any differently than non-wrap fee accounts. Fees paid under the wrap fee program will be given to Prometheus Inv. Adv. as a management fee.

E. Assets Under Management

Prometheus Inv. Adv. has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	November 2017

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

Total Assets Under Management	Annual Fees
\$1 - \$5,000,000	1.00%
\$5,000,001 - \$10,000,000	0.75%
\$10,000,001 - and up	0.50%

The advisory fee is calculated using the value of the assets in the Account on the last business day of the prior billing period.

These fees are generally negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of Prometheus Inv. Adv.'s fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 30 days' written notice.

Performance-Based Fees for Portfolio Management

Qualified clients will pay an annual fee of 1.00% of assets under management along with a 20.00% performance fee based on capital appreciation. If the client's portfolio rises in value, the client will pay 20.00% on that increase in value, but if the portfolio drops in value, the client will not incur a new performance fee until the portfolio reaches the last highest value, adjusted for withdrawals and deposits, which is generally known as a "high water mark."

The high water mark will be the highest value of the client's account on the last day of any previous quarter, after accounting for the client's deposits or withdrawals for each billing period.

These fees are generally negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. This service may be canceled with 30 days' notice. Clients must pay the prorated performance-based fees for the billing period in which they terminate the Investment Advisory Contract up to and including the day of termination.

Selection of Other Advisers Fees

Prometheus Inv. Adv. will receive its standard fee on top of the fee paid to the third party adviser. This relationship will be memorialized in each contract between Prometheus Inv. Adv. and each third-party adviser. The fees will not exceed any limit imposed by any regulatory agency.

Prometheus Inv. Adv. may engage in the selection of third-party money managers, but does not have any such arrangements in place at this time. This service may be canceled with 20 days' notice.

Financial Planning Fees

Fixed Fees

The negotiated fixed rate for creating client financial plans is between \$500 and \$10,000.

Hourly Fees

The negotiated hourly fee for these services is between \$200 and \$300.

Clients may terminate the agreement without penalty, for full refund of Prometheus Inv. Adv.'s fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees will be invoiced and billed directly to the client, payable by check or bank transfer, on a quarterly basis. Fees are paid in advance.

Payment of Performance-Based Portfolio Management Fees

Performance-based portfolio management fees may be invoiced and billed directly to the client on a quarterly basis. Fees are paid in arrears.

Payment of Selection of Other Advisers Fees

The timing, frequency, and method of paying fees for selection of third-party managers will depend on the specific third-party adviser selected.

Payment of Financial Planning Fees

Financial planning fees are paid via check and wire.

Fixed financial planning fees are paid 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

Hourly financial planning fees are paid 50% in advance, but never more than six months in advance, with the remainder due upon presentation of the plan.

C. Client Responsibility For Third Party Fees

Prometheus Inv. Adv. will wrap third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Prometheus Inv. Adv. will charge clients one fee, and pay all transaction fees using the fee collected from the client.

D. Prepayment of Fees

Prometheus Inv. Adv. collects certain fees in advance and certain fees in arrears, as indicated above. Refunds for fees paid in advance will be returned within fourteen days to the client via check, or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

For hourly fees that are collected in advance, the fee refunded will be the balance of the fees collected in advance minus the hourly rate times the number of hours of work that has been completed up to and including the day of termination.

E. Outside Compensation For the Sale of Securities to Clients

Neither Prometheus Inv. Adv. nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Prometheus Inv. Adv. manages accounts that are billed on performance-based fees (a share of capital gains on or capital appreciation of the assets of a client) and may as well manage accounts that are not billed on performance-based fees. Managing both kinds of accounts at the same time presents a conflict of interest because Prometheus Inv. Adv. and/or its supervised persons have an incentive to favor accounts for which Prometheus Inv. Adv. receives a performance-based fee. Prometheus Inv. Adv. addresses the conflicts by ensuring that clients are not systematically advantaged or disadvantaged due to the presence or absence of performance-based fees. Prometheus Inv. Adv. seeks best execution and upholds its fiduciary duty for all clients. Clients paying a performance-based fee should be aware that investment advisers have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

Item 7: Types of Clients

Prometheus Inv. Adv. generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pooled Investment Vehicles

There is no account minimum for any of Prometheus Inv. Adv.'s services.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

Prometheus Inv. Adv.'s methods of analysis include Modern portfolio theory and Quantitative analysis.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Investment Strategies

Prometheus Inv. Adv. uses long term trading, short term trading, margin transactions and options trading (including covered options, uncovered options, or spreading strategies).

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Investment Strategies

Prometheus Inv. Adv.'s use of margin transactions and options trading generally holds greater risk, and clients should be aware that there is a material risk of loss using any of those strategies.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets on a shorter time frame than desired.

Options transactions involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

Selection of Other Advisers: Although Prometheus Inv. Adv. will seek to select only money managers who will invest clients' assets with the highest level of integrity, Prometheus Inv. Adv.'s selection process cannot ensure that money managers will perform as desired and Prometheus Inv. Adv. will have no control over the day-to-day operations of any of its selected money managers. Prometheus Inv. Adv. would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

Short term trading risks include liquidity, economic stability, and inflation, in addition to the long term trading risks listed above. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Prometheus Inv. Adv.'s use of margin transactions and options trading generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit

rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Options are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither Prometheus Inv. Adv. nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Prometheus Inv. Adv. nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Charles Joseph Doran is an independent licensed insurance agent, and from time to time, will offer clients advice or products from those activities. Clients should be aware that these services pay a commission or other compensation and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. Prometheus Inv. Adv. always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients are in no way required to utilize the services of any representative of Prometheus Inv. Adv. in connection with such individual's activities outside of Prometheus Inv. Adv..

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

Prometheus Inv. Adv. may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Clients will pay Prometheus Inv. Adv. its standard fee in addition to the standard fee for the advisers to which it directs those clients. This relationship will be memorialized in each contract between Prometheus Inv. Adv. and each third-party advisor. The fees will not exceed any limit imposed by any regulatory agency. Prometheus Inv. Adv. will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. Prometheus Inv. Adv. will ensure that all recommended advisers are licensed or notice filed in the states in which Prometheus Inv. Adv. is recommending them to clients.

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

A. Code of Ethics

Prometheus Inv. Adv. has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Prometheus Inv. Adv.'s Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

Prometheus Inv. Adv. does not recommend that clients buy or sell any security in which a related person to Prometheus Inv. Adv. or Prometheus Inv. Adv. has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Prometheus Inv. Adv. may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Prometheus Inv. Adv. to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Prometheus Inv. Adv. will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Prometheus Inv. Adv. may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Prometheus Inv. Adv. to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Prometheus Inv. Adv. will never engage in trading that operates to the client's disadvantage if representatives of Prometheus Inv. Adv. buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on Prometheus Inv. Adv.'s duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and Prometheus Inv. Adv. may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in Prometheus Inv. Adv.'s research efforts. Prometheus Inv. Adv. will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

Prometheus Inv. Adv. recommends clients use SEI Private Trust Company and E*Trade Securities, LLC.

1. Research and Other Soft-Dollar Benefits

While Prometheus Inv. Adv. has no formal soft dollars program in which soft dollars are used to pay for third party services, Prometheus Inv. Adv. may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). Prometheus Inv. Adv. may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and Prometheus Inv. Adv. does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Prometheus Inv. Adv. benefits by not having to produce or pay for the research, products or services, and Prometheus Inv. Adv. will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that Prometheus Inv. Adv.'s acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

Prometheus Inv. Adv. receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Prometheus Inv. Adv. will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

If Prometheus Inv. Adv. buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, Prometheus Inv. Adv. would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. Prometheus Inv. Adv. would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for Prometheus Inv. Adv.'s advisory services provided on an ongoing basis are reviewed at least Monthly by Charles J Doran, Chief Compliance Officer, with regard to clients' respective investment policies and risk tolerance levels. All accounts at Prometheus Inv. Adv. are assigned to this reviewer.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by Charles J Doran, Chief Compliance Officer. Financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. Clients may request additional plans or reports for a fee.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, Prometheus Inv. Adv.'s services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of Prometheus Inv. Adv.'s advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Prometheus Inv. Adv. does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Prometheus Inv. Adv.'s clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

Prometheus Inv. Adv. may, via written arrangement, retain third parties to act as solicitors for Prometheus Inv. Adv.'s investment management services. All compensation with respect to the foregoing will be fully disclosed to each client to the extent required by applicable law. Prometheus Inv. Adv. will ensure each solicitor is properly registered in all appropriate jurisdictions.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, Prometheus Inv. Adv. will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

Prometheus Inv. Adv. provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, Prometheus Inv. Adv. generally manages the client's account and makes investment decisions without consultation

with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, Prometheus Inv. Adv.'s discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to Prometheus Inv. Adv..

Item 17: Voting Client Securities (Proxy Voting)

Prometheus Inv. Adv. will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

Prometheus Inv. Adv. neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Prometheus Inv. Adv. nor its management has any financial condition that is likely to reasonably impair Prometheus Inv. Adv.'s ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Prometheus Inv. Adv. has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

The education and business backgrounds of Prometheus Inv. Adv.'s current management person, Charles Joseph Doran, can be found on the Form ADV Part 2B brochure supplement for that individual.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

Prometheus Inv. Adv. accepts performance-based fees, fees based on a share of capital gains on or capital appreciation of the assets of a client.

Performance-Based Fees for Portfolio Management

Qualified clients will pay an annual fee of 1.00% of assets under management along with a 20.00% performance fee based on capital appreciation. If the client's portfolio rises in value, the client will pay 20.00% on that increase in value, but if the portfolio drops in value, the client will not incur a new performance fee until the portfolio reaches the last highest value, adjusted for withdrawals and deposits, which is generally known as a "high water mark."

The high water mark will be the highest value of the client's account on the last day of any previous quarter, after accounting for the client's deposits or withdrawals for each billing period.

These fees are generally negotiable and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. This service may be canceled with 30 days' notice. Clients must pay the prorated performance-based fees for the billing period in which they terminate the Investment Advisory Contract up to and including the day of termination.

Clients that are paying a performance-based fee should be aware that investment advisers have an incentive to invest in riskier investments when paid a performance-based fee due to the higher risk/higher reward attributes.

D. Material Disciplinary Disclosures for Management Persons of this Firm

No management person at Prometheus Inv. Adv. or Prometheus Inv. Adv. has been found liable in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding that is material to the client's evaluation of the firm or its management.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

See Item 10.C and 11.B.

