

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

LM ADVISORS, LLC

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March 26, 2024

The Firm also does business under the following business name:
dba: LMA Wealth Management

This Firm Brochure ("brochure") provides information about the qualifications and business practices of LM Advisors, LLC. If you have any questions about the contents of this brochure, please contact us by phone at 619-814-1400 or by email at jchatfield@lmadvisors.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. Registration with the SEC, or with any state securities authority, does not imply a certain level of skill or training.

Additional information about LM Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The firm's CRD number is 153940.

Item 2 Material Changes

LM Advisors, LLC is required to advise you of any material changes to this brochure from our last annual update on March 24, 2023.

In March 2023 Jonathan Chatfield replaced Tobias Gorodzinsky as Chief Compliance Officer. Other changes were made to this Brochure which are not specified in this summary. Consequently, we encourage you to read this Brochure in its entirety.

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Item 4 Advisory Business

LM Advisors, LLC ("LM Advisors" or the "firm") is a SEC-registered investment adviser with its principal place of business located in California. LM Advisors, LLC began conducting business in June 2010, succeeding LM Advisors, Inc, a SEC registered investment adviser which began operations in September 1984. LM Advisors also conducts business under the name LMA Wealth Management.

Leonardo Simpser is the firm's principal shareholder (i.e., those individuals and/or entities controlling 25% or more of this company).

LM Advisors, LLC offers the following advisory services to our clients:

Advisory Services

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

In some instances, for a portion of the portfolio, we select a money manager (same firms as mutual fund) to manage a specific strategy in a client's account. In those instances, we monitor the portfolio and performance of the strategy and make changes accordingly.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., capital preservation, cash flow / income and growth), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

Exchange-listed securities
Securities traded over-the-counter
Foreign issuers
Certificates of deposit
Municipal securities
United States governmental securities
Options contracts on securities
Mutual Funds and ETFs

Because some types of investments involve certain additional degrees of risk, they will be implemented/recommended when consistent with the client's stated investment objectives, time horizon, tolerance for risk, liquidity and suitability.

We offer non-discretionary services where we provide investment recommendations to a client. We do not trade the recommended securities for you. You are responsible for deciding which securities to trade in your account and executing the trade in your account.

LM Advisors provides investment advisory services to the LM Balanced Segregated Portfolio, a pooled investment vehicle. LM Advisors invests client assets in LM Balanced Segregated Portfolio, when we determine it is in the best interest of the client.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations;
- Never put our financial interests ahead of yours when making recommendations;
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

For more information about our conflicts of interest, please review items 5, 10, 11 and 14 or reach out to us using the contact information on the cover page of this brochure.

AMOUNT OF MANAGED ASSETS

As of 12/31/2023, we were managing a total of \$2,106,450,504 of client assets, on a discretionary basis

and \$16,909,183 on a non-discretionary basis.

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management as of the last day of the previous month and generally range from 0.50% to 1.00%.

The annualized fee for Investment Supervisory Services are charged monthly in arrears as a percentage of assets under management, according to the following schedule:

Assets Under Management Annual Fee

<u>Market value of assets under management</u>	<u>Fee</u>	
	Fixed Income/Equities	Options Exposure
From \$500,000 to \$1,500,000	1.00%	1.00%
From \$1,500,001 to \$3,000,000	0.85%	1.00%
From \$3,000,001 to \$5,000,000	0.70%	1.00%
From \$5,000,001 to \$10,000,000	0.60%	1.00%
Over \$10,000,000	0.50%	1.00%

Our firm directly debits advisory fees from client accounts unless alternate terms are stated in the Investment Advisory Agreement you signed with us.

Limited Negotiability of Advisory Fees: Although LM Advisors, LLC has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client- by-client basis. We may group certain related client accounts for the purpose of determining the annualized fee. Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

Our firm provides non-discretionary advisory services for a flat fee which is determined at our discretion.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice.

Mutual Fund Fees: All fees paid to LM Advisors, LLC for investment advisory services are separate

and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives.

Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Separately Managed Account Fees: When we select another investment adviser to manage a portion of your assets you are charged a separate fee on those assets in addition to the advisory fee charged by our firm. We review with clients any separate program fees that may be charged to clients.

LMA Balanced Segregated Portfolio: Client accounts that are invested in the LMA Balanced Segregated Portfolio are responsible for the fees and expenses charged to the LMA Balanced Segregated Portfolio. The fee(s) are disclosed in the LMA Balanced Segregated Portfolio offering documents that are provided to you at the time of investment. We do not charge a separate advisory fee on client assets that are investment in the LMA Balanced Segregated Portfolio.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager affects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

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

LM Advisors, LLC does not provide advisory services to clients on a performance-based fee basis.

Item 7 Types of Clients

LM Advisors, LLC provides advisory services to the following types of clients:

Individuals (other than high net worth individuals)

High net worth individuals

Pooled investment vehicles

Pension and profit sharing plans (other than plan participants)
Charitable organizations
Insurance companies

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current

projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

Short-Term Trading. We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

Short selling. An investment strategy where we sell a stock without having it in the client's account. We engage in short selling based on our determination that the stock will go down in price after we have sold the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, we will buy the security back and the client realizes the profit.

Margin transactions. We will purchase securities for clients' portfolio with money borrowed from their brokerage account. This allows clients to purchase more securities than they would be able to with their available cash and allows us to purchase securities without selling other holdings.

Option writing. We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. The two types of options are calls and puts:

A call gives the client the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. We will recommend the purchase of a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for a clients' portfolio.

We use "covered calls", in which we sell an option on a security a client owns. In this strategy, a client receives a fee for making the option available, and the person purchasing the option has the right to

buy the security from the client at an agreed-upon price for the specific duration of the option.

We will sell a put on a stock when we believe that the price of that stock is stable or undervalued and will stay that way for the duration of the put contract. Client will receive a fee for making the option available, and the person buying the option has the right to sell you the security at the agreed-upon price, for the specific duration of the option.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that a client buys and a call option that a client sells) for the same underlying security. This effectively puts the client on both sides of the market, but with the ability to vary price, time and other factors.

Risk of Loss. All investing and trading activities risk the loss of capital. Although we will attempt to moderate these risks, no assurance can be given that the investment activities of an account we advise will achieve the investment objectives of such account or avoid losses. Direct and indirect investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance. It is important that you understand the risks associated with investing in the types of investments listed above.

The information included in this Brochure does not include every potential risk associated with an investment strategy, technique or type of security applicable to a particular client account. You are encouraged to ask questions regarding risks applicable to a particular strategy or investment product and read all product-specific risk disclosures. It is your responsibility to give us complete information and to notify us of any changes in financial circumstances or goals.

There are certain additional risks associated with investing in securities; including, but not limited to:

- **Market Risk:** Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- **Inflation Risk:** The firm's portfolios face inflation risk, which results from the variation in the value of cash flows from a financial instrument due to inflation, as measured in terms of purchasing power. When inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Interest Rate Risk:** The price of most fixed income securities moves in the opposite direction of the change in interest rates. For example, as interest rates rise, the prices

of fixed income securities fall. If the firm holds a fixed income security to maturity, the change in its price before maturity may have little impact on the firm portfolios' performance. However, if the firm determines to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss.

- Equity (stock) market risk: Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk: When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Liquidity Risk: Certain assets may not be readily converted into cash or may have a very limited market in which they trade. You may experience the risk that your investment or assets within your investment may not be able to be liquidated quickly, thus, extending the period of time by which you may receive the proceeds from your investment. Liquidity risk can also result in unfavorable pricing when exiting (i.e. not being able to quickly get out of an investment without having to reduce the price significantly) a particular investment and therefore, can have a negative impact on investment returns.
- ETF and Mutual Fund Risk: When investing in an ETF or mutual fund, a client will bear additional expenses based on the client's pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.
- Risks Associated with Fixed Income: When investing in fixed income instruments such as bonds or notes, the issuer may default on the bond and be unable to make payments. Further, interest rates may increase, and the principal value of your investment may decrease. Individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to bonds.

- **Call Risk:** Bonds that are callable carry an additional risk because they may be called prior to maturity depending on current interest rates thereby increasing the likelihood that reinvestment risk may be realized.
- **Credit Risk:** The price of a bond depends on the issuer's credit rating, or perceived ability to pay its debt obligations. Consequently, increases in an issuer's credit risk, may negatively impact the value of a bond investment.
- **Options Risk:** Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- **Option Writing Risk:** Options are not suitable for every investor. Writing call options to generate income and to potentially hedge against market declines by generating option premiums involves risk. These risks include, but are not limited to, potential losses if equity markets or an individual equity security do not move as expected, and the potential for greater losses than if these techniques had not been used. If the market price of a security increases, a call option written against that security limits the gain that can be realized. And, there are significant differences between the securities and options markets that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its objectives.
- **Speculation Risk:** The securities markets are populated by traders whose primary interest is in making short-term profits by speculating whether the price of a security will go up or go down. The speculative actions of these traders may increase market volatility that could drive down the prices of securities.
- **Geopolitical Risk:** The risk an investment's returns could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers or military control.
- **Currency Risk:** Overseas investments and investments based on other currencies are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Foreign Market Risk:** The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets of the United States, and securities of some foreign companies are less liquid and more volatile than securities of comparable United States companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of securities, or by large dispositions of securities, than as it is in the United States.

The limited liquidity of some foreign markets may affect our ability to acquire or dispose of securities at a price and time it believes is advisable. Further, many foreign governments are less stable than that of the United States. There can be no

assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries.

- **Counterparty and Broker Credit Risk:** Certain assets will be exposed to the credit risk of the counterparties when engaging in exchange-traded or off-exchange transactions. There may be a risk of loss of assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions, or the bankruptcy of an exchange clearinghouse.
- **Market Volatility:** The profitability of the portfolios substantially depends upon the firm correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The firm cannot guarantee that it will be successful in accurately predicting price and interest rate movements.
- **Management Risk:** Your investments will vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If you implement our financial planning recommendations and our investment strategies do not produce the expected results, you may not achieve your objectives.
- **Accuracy of Public Information:** The firm selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the firm by the issuers or through sources other than the issuers. Although the firm evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the firm is not in a position to confirm the completeness, genuineness, or accuracy of such information and data. In some cases, complete and accurate information is not available.
- **Trading Limitations:** For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the account to loss. Also, such a suspension could render it impossible for the firm to liquidate positions and thereby expose the Client account to potential losses.
- **Recommendation of Particular Types of Securities:** In some cases, the firm recommends mutual funds. There are risks involved with these funds. These funds have portfolio managers that trade the fund's investments in agreement with the fund's objective and in line with the fund prospectus. While these investments generally provide diversification there are some risks involved especially if the fund is concentrated in a particular sector of the market, uses leverage, or concentrates in a certain type of security (i.e. foreign equities). The returns on mutual funds are

reduced by the costs to manage the funds. And the shares rise and fall in value according to the supply and demand. Open end funds may have a diluted effect on other investors' interest due to the structure of the fund while closed end funds have limited shares which rise and fall in value according to supply and demand in the market. In addition, closed end funds are priced daily and as a result they may trade differently than the daily net asset value ("NAV").

- **Firm's Investment Activities:** The firm's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by the firm. Such factors include a wide range of economic, political, competitive and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The markets may be volatile, which may adversely affect the ability of the firm to realize profits on behalf of its Clients. As a result of the nature of the firm's investing activities, it is possible that the firm's results may fluctuate substantially from period to period.
- **Material Non-Public Information:** By reason of their responsibilities in connection with other activities of the firm and/or its principals or employees, certain principals or employees of the firm and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The firm will not be free to act upon any such information. Due to these restrictions, the firm may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have bought or sold.
- **Legal and Regulatory Risks:** The regulation of the U.S. and non-U.S. securities and futures markets investment funds are subject to change. The effect of regulatory changes on accounts and/or underlying investment funds, while impossible to predict, could be substantial and adverse.
- **Epidemics, Pandemics, Outbreaks of Disease and Public Health Issues:** Our business activities could be materially adversely affected by pandemics, epidemics and outbreaks of disease in Asia, Europe, North America and/or globally or regionally, such as COVID-19, Ebola, H1N1 flu, H7N9 flu, H5N1 flu, Severe Acute Respiratory Syndrome (SARS), and/or other epidemics, pandemics, outbreaks of disease, viruses and/or public health issues. Specifically, COVID-19 spread rapidly around the world since its initial emergence in China in December 2019 and severely negatively affected (and may continue to materially adversely affect) the global economy and equity markets (including, in particular, equity markets in Asia, Europe and the United States). Although the long-term effects or consequences of COVID-19 and/or other epidemics, pandemics and outbreaks of disease cannot be predicted, previous occurrences of other pandemics, epidemics and other outbreaks of disease, such as H5N1 flu, H1N1 flu, SARS and the Spanish flu, had a material adverse effect on the economies and markets of those countries and regions in which they were most prevalent. Any occurrence or recurrence (or continued spread) of an outbreak of any kind of epidemic, communicable disease

or virus or major public health issue could cause a slowdown in the levels of economic activity generally (or cause the global economy to enter into a recession or depression), which would adversely affect the business, financial condition and operations of the Adviser. Should these or other major public health issues, including pandemics, arise or spread farther (or continue to spread or materially impact the day to day lives of persons around the globe), the Adviser could be adversely affected by more stringent travel restrictions, additional limitations on the Adviser's operations or business and/or governmental actions limiting the movement of people between regions and other activities or operations (or to otherwise stop the spread or continued spread of any disease or outbreak).

- **Geopolitical Risk:** Geopolitical and other events (e.g., war or terrorism) may disrupt securities markets and adversely affect global economies and markets, thereby decreasing the value of an account's investments. Sudden or significant changes in the supply or prices of commodities or other economic inputs such as oil may have material and unexpected effects on both global securities markets and individual countries, regions, sectors, companies, or industries, which could significantly reduce the value of an account's investments. War, terrorism and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally.

Item 9 Disciplinary Information

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

LM Advisors is affiliated with LLJ Ventures, a private equity real estate company and with LM Capital Group, LLC, a registered investment adviser.

LM Advisors is the investment adviser to the LMA Balanced Segregated Portfolio (the "Portfolio"). Leonardo Simpser, a managing member of LM Advisors is also a managing member of the Portfolio. LM Advisors invests client assets in the Portfolio. A conflict of interest may arise as investment in the Portfolio may create an incentive to recommend the Portfolio based on the compensation LM Advisors receives. We address this potential conflict of interest by adhering to our fiduciary duty, under the Advisors Act, to place the interests of our clients above our own. We have established policies and procedures to place the client's best interest above our own.

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

Our firm has adopted a Code of Ethics which sets forth ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

LM Advisors, LLC and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly personal securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

LM Advisors, LLC's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and our prospective clients. You may request a copy by email sent to jchatfield@lmadvisors.com or by calling us at (619) 814-1400.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of our advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
2. Our firm requires prior approval of personal securities transactions, including IPO's or private

placement investments, by supervised persons of the firm unless the particular security is exempted.

3. Our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
4. We have established policies and procedures for the reporting of Code of Ethics violations to our senior management.
5. Any individual who violates any of the above restrictions are subject to disciplinary action up to and including termination.

Item 12 Brokerage Practices

LM Advisors, LLC requires that clients indicate to us the broker to place trades through. LM Advisors, LLC has evaluated brokers and, if asked, could suggest to a client the brokers we believe will provide a blend of execution services, commission costs and professionalism that will assist our firm to meet our fiduciary obligations to clients.

We reserve the right to decline acceptance of any client account for which the client directs the use of a broker when we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account. If you direct us to use a specific broker that we do not utilize on a regular basis, LM Advisors, LLC will not have the authority to negotiate commissions or to “batch” or combine your trades with other client trades which may impact the commission cost you pay for transactions, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to you and those charged to other clients.

LM Advisors, LLC will aggregate trades where possible and when advantageous to clients. Aggregating trades permits the trading of the same security for multiple client accounts at the same time and at the same brokerage firm. Aggregating trades allows us to equitably allocate trades among you and other clients the prices, commissions and any other transaction costs that you may not have received had each order been placed independently.

The Firm receives research products and services from the broker dealer/custodians where client securities transactions are executed and custodied. The research and other services are to be used to benefit LM Advisors’ clients. The practice is known as “soft dollar” trading.

LM Advisors may also receive proprietary research from its executing brokers-dealers, which may be received in the form of published reports and analyses of issuers, industries, market trends and related technical information, on-line data links, as well as access to analysts on the telephone and at research conferences and seminars. In obtaining research or other products and services with soft dollars, LM Advisors receives a benefit because the Firm does not have to produce or pay for the research, products or services. As a result of receiving these benefits, LMA Advisors may have an incentive to

select or recommend a broker-dealer based on our interest in receiving research and other products or services rather than our clients' interest in receiving most favorable execution. Research information or services furnished by broker-dealers may be used in servicing any or all of our clients. LMA Advisors does not attempt to allocate soft dollar benefits proportionately to the accounts that generated the soft dollar credits.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Accounts are reviewed by managing members and/or money managers of the Firm.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide monthly reports summarizing account performance, balances and holdings.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm pays referral fees to independent persons or firms ("Promoters") for introducing clients to us. The arrangements are in compliance with the applicable requirements of the Investment Advisers Act of 1940 as these persons or firms are entitled to compensation from us under such arrangements and these persons or firms have a financial incentive to recommend us.

LM Advisors, LLC refers clients to a third-party investment advisory firm and receives a referral fee.

It is LM Advisors, LLC's policy not to accept or allow our related persons to accept any form of compensation from a third party in conjunction with the advisory services we provide to our clients.

Item 15 Custody

LM Advisors does not maintain custody of client cash or securities. However, we previously disclosed in the "Fees and Compensation" section (Item 5) of this brochure that our firm directly debits advisory fees from client accounts. If you agree to allow us to direct debit fees from your

account(s), we require authorization in writing from you.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also make available account statements directly to our clients on a monthly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions and holdings are correct and current.

Item 16 Investment Discretion

LM Advisors, LLC provides discretionary asset management services, which means we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary agreement with our firm and may limit this authority by giving us written instructions. Clients may also change and amend such limitations by providing us with written instructions.

Item 17 Voting Client Securities

We do not vote proxies for client accounts; however, clients have the right to vote proxies themselves. Clients can exercise this right by instructing their brokerage firm or custodian to send proxies directly to them.

Item 18 Financial Information

LM Advisors has no financial commitments that may impair our ability to meet our contractual obligations to our clients.

We do not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.