

Name of Investment Adviser: <b>James Stuart III Sole Proprietor</b>				
Address:	(Number and Street)	(City)	(State)	(Zip Code)
	2001 Pine Lake Road, Suite 400, Lincoln, NE	68512		
				Area Code: Telephone Number: (402) 434-7150

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any governmental authority.**

<b><u>Item Number</u></b>	<b><u>Item</u></b>	<b><u>Page</u></b>
1	Advisory Services and Fees .....	2
2	Types of Clients .....	2
3	Types of Investments .....	3
4	Methods of Analysis, Sources of Information and Investment Strategies .....	3
5	Education and Business Standards.....	4
6	Education and Business Background.....	
7	Other Business Activities.....	4
8	Other Financial Industry Activities or Affiliations.....	4
9	Participation or Interest in Client Transactions .....	5
10	Conditions for Managing Accounts .....	5
11	Review of Accounts .....	5
12	Investment or Brokerage Discretion .....	6
13	Additional Compensation.....	6
14	Balance Sheet .....	6
	Continuation Sheet .....	Schedule F
	Balance Sheet, if required .....	Schedule G

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

## Definitions for Part II

Related person X Any officer, director or partner of applicant or any person directly or indirectly controlling, controlled by, or under common control with the applicant, including any non-clerical, non-ministerial employee.

Investment Supervisory Services X Giving continuous investment advice to a client (or making investments for the client) based on the individual needs of the client. Individual needs include, for example, the nature of other client assets and the client's personal and family obligations.

1. A. **Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service.  
(See instruction below.)

Applicant:

X	(1)	Provides investment supervisory services .....	100	%
⊖	(2)	Manages investment advisory accounts not involving investment supervisory services .....	0	%
⊖	(3)	Furnishes investment advice through consultations not included in either service described above .....	0	%
⊖	(4)	Issues periodicals about securities by subscription .....	0	%
⊖	(5)	Issues special reports about securities not included in any service described above .....	0	%
⊖	(6)	Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities .....	0	%
⊖	(7)	On more than an occasional basis, furnishes advice to clients on matters not involving securities .....	0	%
⊖	(8)	Provides a timing service .....	0	%
⊖	(9)	Furnishes advice about securities in any manner not described above .....	0	%

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

Yes	No
⊖	X

B. Does applicant call any of the services it checked above financial planning or some similar term? .....

C. Applicant offers investment advisory services for: (check all that apply)

- |   |     |  |     |                   |       |
|---|-----|--|-----|-------------------|-------|
| X | (1) | A percentage of assets under management      | (4) | Subscription fees |       |
|   | (2) | Hourly charges                               | (5) | Commissions       |       |
| X | (3) | Fixed fees (not including subscription fees) | X   | (6)               | Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** X Applicant generally provides investment advice to: (check those that apply)

- |   |    |                                  |   |    |   |
|---|----|----------------------------------|---|----|---|
| X | A. | Individuals                      | X | E. | Trusts, estates, or charitable organizations                    |
|   | B. | Banks or thrift institutions     | X | F. | Corporations or business entities other than those listed above |
|   | C. | Investment companies             |   | G. | Other (describe on Schedule F)                                  |
|   | D. | Pension and profit sharing plans |   |    |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities                                       | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                             |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (3) foreign issuers  | <input checked="" type="checkbox"/> (1) securities                         |
|  | <input checked="" type="checkbox"/> (2) commodities                        |
| <input checked="" type="checkbox"/> B. Warrants  |  |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> J. Future contracts on:                           |
|  | (1) tangibles  |
|  | (2) intangibles  |
| <input checked="" type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                 | (1) real estate  |
| <input checked="" type="checkbox"/> F. Municipal securities                                    | (2) oil and gas interests  |
|  | (3) other (explain on Schedule F)  |
| <input type="checkbox"/> G. Investment company securities:                                     | <input type="checkbox"/> L. Other (explain on Schedule F)                  |
| (1) variable life insurance  |  |
| (2) variable annuities   |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                                     |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

## A. Applicant's security analysis methods include: (check those that apply)

- |   |                                   |
|---|-----------------------------------|
| (1) Charting  | (4) Cyclical                      |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) Other (explain on Schedule F) |
| (3) Technical                                       |                                   |

## B. The main sources of information applicant used include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspaper and magazines     | (5) Timing services   |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities   | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) Other (explain on Schedule F)   |

## C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |   |  |
|---|--|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions  |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)              | (7) Other (explain on Schedule F)  |
| (4) <input checked="" type="checkbox"/> Short sales   |  |

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... Yes No

X

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |   |   |
|---|---|
| <input type="radio"/> (1) broker-dealer   | <input type="radio"/> (7) accounting firm                                       |
| <input type="radio"/> (2) investment company  | <input type="radio"/> (8) law firm  |
| <input type="radio"/> (3) other investment adviser  | <input type="radio"/> (9) insurance company or agency                           |
| <input type="radio"/> (4) financial planning firm   | <input type="radio"/> (10) pension consultant                                   |
| <input type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="radio"/> (11) real estate broker or dealer                         |
| <input type="radio"/> (6) banking or thrift institution   | <input type="radio"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? ..... Yes No

X

⊖

(If yes, describe on Schedule F the partnerships and what they invest in.)

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?.....

Yes      No  
            **X**

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

## Reviews

Each managed account is reviewed by the applicant at least annually. Reviews include risk assessment, return expectations, and Account constraints.

## Reviewers

Each managed account is reviewed by the applicant.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Each managed account receives account statements at least annually.

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  |          |    |
|--|----------|----|
|  | Yes      | No |
| (1) securities to be bought or sold? .....               | <b>X</b> |    |
| (2) amount of the securities to be bought or sold? ..... | Yes      | No |
|  | <b>X</b> |    |
| (3) broker or dealer to be used? .....                   | Yes      | No |
|  | <b>X</b> |    |
| (4) commission rates paid? .....                         | Yes      | No |
|  | <b>X</b> |    |

B. Does applicant or a related person suggest brokers to clients?.....	Yes	No
		<b>X</b>

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |     |          |
|---|-----|----------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from non-client in connection with giving advice to clients? ..... | Yes | No       |
|   |     | <b>X</b> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes | No       |
|   |     | <b>X</b> |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? .....	Yes	No
		<b>X</b>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

**James Stuart III, Sole Proprietor**

SEC File Number:

801-60006

Date:

1-6-2004

Official Use

(Answers for Form ADV part I Item 8.)

1. This Schedule requests information on the owners and executive officers of the applicant.
2. Please complete for each person, including trustees, who participates in directing or managing the applicant.
3. Give each listed person's title or status, and describe the person's authority and beneficial interest in applicant. So9le proprietors must be identified in the "title of Status" column.
4. Asterisk (\*) names reporting a change in title, status, stock owndership or partnership interest. Double asterisk (\*\*) names new on this filing.

FULL NAME			Beginning Date		Title or Status	CRD No., or, if none, Social Security Number	Description of Authority And Beneficial Interest
Last	First	Middle	Month	Year			
Stuart, III	James		06	1993	Sole Proprietor	2666617	Sole Proprietor

List below names reported on the most recent previous filing under this item that are being DELETED:

FULL NAME			Ending Date		CRD. No., or, if none, Social Security Number
Last	First	Middle	Month	Year	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

**James Stuart III, Sole Proprietor**

SEC File Number:

801-60006

Date:

January 6, 2004

(Answers for Form ADV Part I Items 11 and 12.)

This Schedule is submitted for an individual who is: (Check all boxes that apply).

- ☒ A. the applicant, named in Part I Item 1A
- B. a control person, named in Part I Item 10A
- C. an owner of at least 10% of a class of applicant's equity securities
- D. an officer or director, partner, or individual with similar status of applicant, described in Schedule A Item 2a, Schedule B Item 2, or Schedule C Item 2
- E. a member of the applicant's investment committee that determines general investment advice to be given to clients
- F. if applicant has no investment committee, an individual who determines general client advice (if more than five, complete for their supervisors only)
- G. an individual giving investment advice on behalf of the applicant in the jurisdictions checked below:

AL\_\_\_\_ AK\_\_\_\_ AZ\_\_\_\_ AR\_\_\_\_ CA\_\_\_\_ CO\_\_\_\_ CT\_\_\_\_ DE\_\_\_\_ DC\_\_\_\_ FL\_\_\_\_ GA\_\_\_\_ HI\_\_\_\_ ID\_\_\_\_  
IL\_\_\_\_ IN\_\_\_\_ IA\_\_\_\_ KS\_\_\_\_ KY\_\_\_\_ LA\_\_\_\_ ME\_\_\_\_ MD\_\_\_\_ MA\_\_\_\_ MI\_\_\_\_ MN\_\_\_\_ MS\_\_\_\_ MO\_\_\_\_  
MT\_\_\_\_ NE X NV\_\_\_\_ NH\_\_\_\_ NJ\_\_\_\_ NM\_\_\_\_ NY\_\_\_\_ NC\_\_\_\_ ND\_\_\_\_ OH\_\_\_\_ OK\_\_\_\_ OR\_\_\_\_ PA\_\_\_\_  
RI\_\_\_\_ SC\_\_\_\_ SD\_\_\_\_ TN\_\_\_\_ TX\_\_\_\_ UT\_\_\_\_ VT\_\_\_\_ VA\_\_\_\_ WA\_\_\_\_ WV\_\_\_\_ WI\_\_\_\_ WY\_\_\_\_ Puerto Rico\_\_\_\_  
Other: \_\_\_\_\_  
(Specify)

- ☐ H. involved in any yes answer to the disciplinary question, Part I Item II

Complete amended pages in full, circle amended items and file with execution page (page 1).



Applicant: <b>James Stuart, Sole Proprietor</b>	SEC File Number: 801-60006	Date: January 6, 2004
--	-------------------------------	--------------------------

(Answers for Form ADV Part I Items 11 and 12.)

1. Applicant investment adviser: (see Part I Item 1A) <b>James Stuart III, Sole Proprietor</b>			IRS Empl. Ident. No.:			
2. Individual's full name for whom this Schedule is being completed: James Stuart III	Social Security Number: 507 62 8960	CRD No., if any: 2666617	IRS Empl. Ident. No.:			
3. (a) Residence of individual: 2801 Bonacum		(Number and Street) Lincoln,	(City) NE	(State) 68502	(Zip Code)	
(b) Birth Date: 12/04/63	(c) City: Lincoln	(d) State or Province: NE	(e) Country USA			
4. NAMES USED. List all names other than the one given in Item 2 above that the individual has used, including maiden names: (Last) (First) (Middle) none.						
5. EDUCATION. Start with last high school attended. If no degree received, state "none."						
School: (Name, City and State)		Years Attended	Year Graduated	For College and above Degree Major		
Prospect High School, Saratoga, CA		1979-1982	1982	Diploma		
University of Nebraska – Lincoln		1982-1987	1987	BS Business Administration Finance		
6. BUSINESS BACKGROUND. Provide complete consecutive statement of all employment for the past ten years, beginning with the most recent position first.						
Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
			Month	Year	Month	Year
West Gate Bank Lincoln, Nebraska	Bank	Director	08	2003	Present	
James Stuart III Sole Proprietor	Consulting	Self Employed	06	1993	Present	
Great Plains Funds Lincoln, Nebraska	Registered Investment Co.	Vice President	08	1997	08	2000
First Commerce Bancshares Lincoln, Nebraska	Bank and Investments	Director	04	1997	06	2000
First Commerce Investors Lincoln, Nebraska	Investments	Chairman/ Chief Exec Officer	07	1996	06	2000
National Bank of Commerce Lincoln, Nebraska	Bank	Director	05	1996	06	2000
7. EXAMINATIONS/PROFESSIONAL DESIGNATIONS. List all jurisdiction, self-regulatory organization, and professional examinations and designations. Give examination or designation name (include any examination's title and number), body giving it, and date take or conferred. If examination was waived, give details.  NASD Uniform Investment Advisor Law – Series 65 September, 1995						
8. PROCEEDINGS. For each 'yes' answer to Part I Item 11 involving the individual, give the following details of any court or regulatory action:						

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of Form ADV**  
**Continuation Sheet for Form ADV Part II**

Applicant:  
**James Stuart III, Sole Proprietor**

SEC File Number:  
801-60006

Date:  
January 6, 2004

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No: 507-62-8960
<b>James Stuart III, Sole Proprietor</b>		
Item of Form (identify) 1.C.6.	The applicant receives the greater of a disclosed percentage of assets or a disclosed percent of positive total return.	
1.D.	The applicant provides discretionary and non-discretionary investment supervision services for compensation. This compensation, paid in arrears, is based on <ul style="list-style-type: none"><li>1) a percentage of assets under management;</li><li>2) a fixed annual fee;</li><li>3) a percentage of annual total return; or</li><li>4) negotiated fees.</li></ul>	
8.D.	The applicant is the managing member of an investment partnership, Highland LLC. The LLC is available only to accredited investors.	
9.D.	The applicant may recommend to clients an investment in which the applicant holds a position.	
9.E..	The applicant is a member of a LLC for which the applicant is the managing member.	

**Schedule F of Form ADV**  
**Continuation Sheet for Form ADV Part II**

Applicant:  
James Stuart III, Sole Proprietor

SEC File Number:  
801-60006

Date:  
January 6, 2004

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Complete amended pages in full, circle amended items and file with execution page (page 1).

## **Proxy Voting**

James Stuart III, Sole Proprietor, (JSIII SP), in his capacity as investment advisor or trustee, may have authority to vote proxies. When this authority is granted by legal documents governing accounts over which JSIII SP has discretionary investment authority, such proxies will be voted in a manner consistent with the best interest of the client or beneficiary. JSIII SP may elect to refrain from voting proxies when it is clearly in the best interest of the client or beneficiary to do so.

JSIII SP will look at each ballot proposal from the viewpoint of owners of the company. Ballot proposals will be voted on in a manner that is in the best interests of the client or beneficiary, in many instances may coincide with the recommendation of management.

JSIII SP will generally vote as directed by management for the ratification of company Auditors.

In general, JSIII SP will vote against poison pills, favoring boards that have what JSIII SP considers to be the best interests of shareholders in mind.

Company proposals will be voted on positively if they do not materially dilute the interests of shareholders. Proposals must also be fair to the officers that are running the company. Amendments to compensation plans will be looked at carefully before being voted on.

Conflicts of interest: When proxies are received, conflict of interest issues will be identified. If a conflict is identified, JSIII SP will provide a written 'negative consent' notice to the appropriate client or beneficiary detailing 1) the identified conflict, 2) how the proxy will be voted if no response is received by the client or beneficiary, and 3) a reply-by date after which JS3 SP will vote the proxy as outlined in the notice.

Documentation of Proxy Voting: A dated copy of each proxy, as voted by JSIII will be retained at the business office of JSIII SP for a period consistent with applicable rules and regulations.

Corporate Event Monitoring, elections, & record keeping: Corporate events of companies held in discretionary accounts are monitored in the ordinary course of business. Such events could include changes in state of reorganization, mergers, corporate restructuring, management compensation issues, and social responsibility issues. Voluntary corporate action decisions are made consistent with the best interest of the client or beneficiary. Documentation of voluntary elections for corporate actions will be retained consistent with applicable rules and regulations.

Availability of records for clients & beneficiaries: These policies and procedures, as well as proxy voting records specific to the client or beneficiary, are available to such client and beneficiary upon written request and are made a part of JSIII SP's ADV Part II by reference.

## **Ethics Policy**

### *Standards of Conduct*

The advisor and access persons will comply with the CFA Institute Code of Ethics and Standards of Professional Conduct. This code is publicly available on-line at <http://www.cfainstitute.org/centre/codes/ethics/>

### *Personal Trading*

All access persons will report personal securities holdings and transactions. This reporting will be accomplished by submitting an initial schedule of holdings. Quarterly brokerage statements including transaction history and current holdings will be provided to the advisor within 30 days of the calendar quarter. The Advisor will review and maintain the brokerage records as required by securities rules & regulation.

### *Acknowledgement of Code*

Access persons will be provided a copy of the Code & Ethics Policy annually or upon update. The advisor will maintain records of the delivery of the Code & Ethics Policy as required by securities rules & regulation.