



U.S. ADVISORS, INC.

FINANCIAL ADVISORS & PLANNERS

Investment Advisor Brochure

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This brochure provides information about the qualifications and business practices of U.S. Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at 703-706-0885. 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 U.S. Advisors, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Summary of Material Changes

If material changes occur since the previous release of this brochure, this section will be updated.

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Item 4: Advisory Business

Background

U.S. Advisors, Inc. (herein referred to as “USA”) is an investment advisory firm, and has been in business since 1999. Dixie Butler is the President, CEO and 100% Stockholder.

Services Provided

USA provides ongoing, discretionary investment management services and financial planning services to its clients.

Discretionary Investment Management Services

When using USA’s discretionary investment management services, establishing an appropriate asset mix is USA’s primary strategy. USA’s approach is to reflect the client’s goals and objectives in selecting a portfolio which will take into consideration the client’s overall risk and return criteria. USA may accept reasonable limitations or restrictions on a client’s account, but all limitations or restrictions must be in writing.

In order to determine the investments and asset allocation for an individual client, we take into consideration the stated objectives, risk profile, time horizon and financial situation of the client. With this information and with client input and approval, we determine the equity to fixed-income weighting. The selection of asset managers (including but not limited to independent money management firms, other investment advisory firms, mutual fund investment companies, and variable annuity insurance companies), asset allocation and rebalancing within the parameters of the equity to fixed-income weighting is the basic strategy of USA. Market fluctuation and individual manager portfolio selection may cause the equity to fixed-income weighting to deviate; therefore from time-to-time, the weighting may vary from the client’s approved weighting.

Depending on the selection of the asset manager, rebalancing of the account may be done monthly, quarterly or semi-annually. USA’s services are guided by the stated equity to fixed-income weighting approved by the client. USA will periodically review the client’s account and make any changes deemed necessary or requested by the client. USA will implement any such changes. Assets could consist of mutual funds, exchange traded funds, variable annuities, individual stocks, bonds, or other types of securities with varying risk associated with such.

At the client’s request and based on the client’s determining an equity to fixed-income weighting, USA’s services could be retained regarding asset recommendations and rebalancing of the client’s employer retirement plan assets. Recommendations would be based on the assets and asset classes available in the employers plan. Fees associated with this service are paid by the client.

Client Assets

As of March 31, 2011, on a discretionary basis, USA manages approximately \$48 million in client assets.

Financial Planning Services

Financial planning services are tailored to the specific concerns of the client, such as but not limited to, retirement planning, estate planning, insurance issues, and income tax planning. These services are provided on an “as requested basis,” and are billed to the client at the rate of \$175 per hour. At the discretion of USA, from time-to-time financial planning services may be provided free of charge as a value added service during the relationship with the client.

Comprehensive planning, unlike services provided on an “as requested basis,” would encompass all financial aspects relevant to the client. Extensive fact gathering, in-depth interviews, and review of all pertinent documents would be part of the first phase of the planning process. These services are also billed at the rate of \$175 per hour. The average cost of a comprehensive plan is in the range of \$2,000.

Recommendations made by USA on behalf of financial planning clients may include services or products offered by USA and/or its affiliated companies (U.S. Investors, Inc., Member FINRA, SIPC or Butler Financial, Inc.). However, clients are never under any obligation to purchase services or products from any of USA’s affiliated companies.

Item 5: Fees and Compensation

USA bases its annual fees on a percentage of assets under management and is based on a “per client account basis.” For instance, a client who has various accounts being managed by USA will be billed based on the value of each individual account. Financial planning fees are based on an hourly rate of \$175.

Annual Advisory Fee Schedule: **(per separate client account)**

Per Account	Annual Fee
First \$ 250,000	1.50%
Next \$250,001 - \$ 500,000	1.25%
Next \$500,001 - \$10,000,000	1.00%
Next \$10,000,001 - ABOVE	.75%
Employer Plan	.50%
Modified Fee	.50%

Regarding the above “modified fee,” an investment advisor of USA may also be a licensed securities representative of U.S. Investors, Inc., Member FINRA, SIPC, an affiliated Broker Dealer discussed further in Item 10. It is the policy of USA to modify the advisory fee on any specific account with any specific custodian if the advisor has earned a commission within the past five years and/or is currently receiving a 12b-1 service fee from the custodian who holds the account. Investments placed through this arrangement could present a conflict of interest and may give the USA advisor the incentive to recommend investment products based on compensation received, rather than on the client’s need. This type of arrangement is generally, but not always, used when the client holds annuities or educational 529 plans in their account(s). The client always has the option to purchase investment products that USA recommends through other brokers or agents that are not affiliated with USA.

How we take our Fee

Depending on the custodian, the fees can be directly deducted from the client’s account. When this is an option the client can choose to aggregate the fee and request that it be taken from one particular account, aggregate some of the fee, or take each fee from each individual account. Also, the client has the option to be billed directly. The specific manner in which fees are charged is established in the client’s written agreement. All fees are billed in arrears.

The Billing Cycle and Fee Calculation

The initial fee accrual begins upon the date at which the Advisory Agreement is signed and ends upon the date at which the Advisory Agreement is terminated. Fees will be prorated based on

these two dates only. Therefore the first and last fee will be calculated based on the number of days in the particular billing cycle. We prorate the first (date the Advisory Agreement was signed) and the last (date Advisory Agreement is terminated) by assuming that each month has 30 days. The normal billing cycle is semi-annual and runs from January 1 through June 30, and July 1 through December 31. Our semi-annually billing is based on the values of the client's accounts as of the ending date of each billing cycle (June 30 and December 31). Our billing is prepared based on the values supplied to us by the various custodian computer downloads. These figures could vary slightly from your statement(s) for the same time cycles.

Financial Planning Fees

Financial planning fees are separate and distinct from the above advisory fee schedule. Financial planning fees are billed at the rate of \$175 per hour. These services are provided on an "as requested basis" or on a comprehensive basis.

Other Possible Fees

USA's advisory fees are separate and distinct from fees and expenses that may be charged by broker dealers, custodians, mutual fund companies, insurance companies, trust companies, or any other third party associated with the client's accounts. A description of any such fees and expenses will be provided by these parties. These additional fees and charges could include but are not limited to, transaction fees, short term trading fees, custodial fees, mutual fund management fees, 12(b)-1 distribution fees, surrender charges, processing fees, commissions, and IRA and qualified retirement plan fees.

Fees Are Negotiable

In certain circumstances, fees, account minimums and payment terms are negotiable. This could depend on, but not limited to, a client's unique situation, such as size of the aggregate related portfolio, family holdings, passively advised investments and other situations.

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

USA is never compensated on the basis of share of capital gains or capital appreciation of the funds or any portion of the funds of a client.

Item 7: Types of Clients

Who We Cater To

USA provides services to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

Account Minimums

Generally, a client must have an aggregate account value of \$250,000. However, this is negotiable and can be waived at the discretion of the advisor.

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

Methods of Analysis and Information Gathering

USA employs the following analytic methods: economic, fundamental, technical, and cyclical, interest rate, market, asset class, valuation analysis, and industry/sector. The main sources of information that USA uses include: financial newspapers and magazines, inspection of corporate activities, research materials provided by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, company press releases,

prospectuses, investment managers, financial service companies, internet, financial journals, data base companies and government sources.

USA may receive information from mutual fund companies, insurance companies, custodians and other firms that it recommends to clients, and therefore may use this information to make client recommendations.

Investment Strategies

The investment strategies used to implement any investment advice given to clients include: long-term purchase (securities held at least a year), short-term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, and margin transactions. Other recommended third party firms may use a variety of investment strategies, which would be explained to the client in their disclosure documents.

Risk of Loss

All investments involve the potential loss of value and clients should be prepared to bear any such losses. Examples of some types of risk are outlined below.

- **Interest Rate Risk:** Fluctuations in interest rates may cause fixed investment prices to fluctuate. For example, an investor with a holding of long-term bonds has assumed interest rate risk because the market value of those bonds will fall if interest rates rise.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible or intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market risk.
- **Inflation Risk:** When inflation is present, a dollar today will not buy as much as a dollar tomorrow, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return.
- **Business Risk:** These risks are associated with a particular industry or company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Poor Security Selection Risk:** Advisors, mutual fund managers or others could cause a portfolio to underperform based on the selection of securities or asset classes.

Item 9: Disciplinary Action

Neither USA, nor any of its advisors or employees has been involved in any legal or disciplinary action or events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Other Arrangements

USA has arrangements that are material to its advisory business or its clients with a related company who is a broker-dealer, U.S. Investors, Inc., Member FINRA, SIPC and USA is affiliated with TD Ameritrade Institutional, Member FINRA, SIPC. Also, USA has arrangements with financial services companies Butler Financial, Inc. and Divorce Planning, Inc.

Dixie Butler, President of USA, is also President of U.S. Investors, Inc., Member FINRA, SIPC. Ms. Butler is also President of Butler Financial, Inc., a financial services firm engaged in various financial consulting. Further, Dixie Butler is President of Divorce Planning, Inc., a firm specializing in financial issues related to a divorce. She also holds an insurance license and a real estate license.

Clients of related companies may be referred and offered services of another related or affiliated company however they are not obligated to use these services.

Broker Dealer Affiliation

USA is affiliated through common ownership with U.S. Investors, Member FINRA, SIPC and is affiliated through an Advisor Agreement with TD Ameritrade Institutional, Member FINRA, SIPC. USA may offer to buy or sell securities through these affiliated companies; however clients are not obligated to do so. Clients always have the right to select the broker dealer of their choice.

As stated In Item 5, an Investment Advisor of USA may also be a licensed securities Registered Representative of U.S. Investors, Inc., Member FINRA, SIPC. It is the policy of USA to discount the advisory fee on any specific account with any specific custodian, such as a broker dealer, if the advisor has earned a commission within the past five years and/or is currently receiving a 12b-1 service fee.

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

Code of Ethics

Our Code of Ethics is based on the principle that all employees of the Company and certain other persons have a fiduciary duty to place the interest of clients ahead of their own and the Company's.

The following is a list of duties described in USA's Code of Ethics and a brief description of each:

- **Gifts:** An employee may not accept gifts with the exception of promotional items, customary business meals, or gifts of nominal value. An employee may not solicit gifts. Employees may not give a gift of over \$100 to any client or person who does business with the firm.
- **Company Opportunities:** Employees may not take personal advantage of any opportunity that would otherwise be acquired for a client.
- **Undue Influence:** Employees shall not sway any client to purchase, sell, or hold any security in a manner calculated to create any personal benefit for that employee.
- **Reporting, Review and Recordkeeping:** All violations of this Code must immediately be reported to the CCO. The CCO will review employee's personal trading reports in order to monitor adherence to this Code.

- Sanctions: If an employee is in violation of this Code, the CCO will determine the proper disciplinary action to take.
- Exceptions: Exceptions to this Code may be granted from the CCO on a case-by-case basis.
- Compliance Certification: All employees must sign a certificate, upon employment, that proves his or her receipt of this Code.

The preceding list is just a brief outline of USA's Code of Ethics. A copy of the actual Code may be provided upon request.

Participation in Client Transaction

USA may buy or sell for itself securities that it also recommends to clients. USA is affiliated with several Registered Broker Dealers, as discussed in Item 10. USA's policy is to never buy or sell securities (other than mutual funds or variable annuity products) for itself until 30 days after the same transaction is executed in a client's account.

Item 12: Brokerage Practices

Custodians (Generally)

USA uses the services of TD Ameritrade Institutional, Member FINRA, SIPC who provides us with access to institutional trading, custody services, research, and a platform on which to manage our accounts.

USA also uses the services of U.S. Investors, Inc., Member FINRA, SIPC and may solicit the sale of mutual funds and/or variable annuities through this firm. U.S. Investors, Inc., Member FINRA, SIPC never takes custody of the client's money or assets; custody is given to the particular mutual fund or insurance company where the transaction is being executed.

Clients are permitted to direct USA to use a different broker dealer or custodian(s). By a client directing brokerage, they may pay more costs because USA may not be able to aggregate orders or receive the most favorable execution.

Soft Dollar Benefits

As a result of the business that USA places with TD Ameritrade Institutional, Member FINRA, SIPC and U.S. Investors, Inc., Member FINRA, SIPC our advisors may receive certain soft dollar benefits. These benefits include, but may not be limited to educational and training services which could be on-line or live, due diligence meetings, investment and other research, or various other services that may benefit all or some of USA clients.

Conflict of Interest

Because we are a fiduciary, and are always acting in our client's best interest, our desire to collect most client assets at TD Ameritrade Institutional, Member FINRA, SIPC or U.S. Investors, Inc., Member FINRA, SIPC may be based in part on the benefit of our accessibility to some of the products and services (soft dollar benefits) at no or little cost to us. This may cause our clients to pay higher transaction fees, commissions, and principal mark ups and mark downs than those charged by other custodians. However, we try our best to negotiate fees with all broker dealers that we recommend. Also, generally we refer clients to custodians of significant size and financial prowess to ensure security of our client's assets. For all of these reasons, the lowest cost custodian may not always be used by USA.

Non-Aggregation Client Trades

USA does not generally aggregate client trades to receive reduced commissions or transaction fees, as most trades are mutual fund purchases at net asset value (NAV), or mutual fund sales. All trades are typically made on an individual client account level after review by an advisor

Item 13: Review of Accounts

Investment Advisory Clients

Advisory accounts (defined as an account for which USA receives an on-going fee and in which the client has signed an agreement) are reviewed no less than quarterly by Dixie Butler, President and Chief Compliance Officer, and may be reviewed more frequently depending on material market, economic, or political events or at a client's request. Advisory accounts, which are associated with an independent money management firm or other registered advisor who is responsible for the portfolio's investments (defined as the firm in which the client has signed an agreement) may be reviewed by these firms.

Financial Planning Clients

Financial planning services are provided on an "as requested basis" and are billed to the client on an hourly basis. These services are not reviewed unless requested by the client. However, clients are encouraged to continually (at least annually) revisit and update their financial plans and concerns.

Reports

All monthly and/or quarterly statements or reports will be provided by the custodian. Some custodians may provide a monthly and/or quarterly performance report. Account statements generally include positions, purchases, sales, paid dividends and capital gains, cost basis, deposits and withdrawals. Correctness of all statements and/or performance reports is the responsibility of the issuing third-party firms and the client. Clients may occasionally receive other information or correspondence from these firms and/or USA, such as position-detail reports, asset allocation reports, newsletters or correspondence regarding their account or financial situation.

Item 14: Client Referrals and Other Compensation

Referrals

USA does not compensate individuals or firms for providing client referrals.

Additional Compensation

USA does not receive economic benefits or cash from a non-client in connection with providing investment management or giving advice to clients.

Item 15: Custody

USA does not take custody of a client's money. As discussed in Item 14, it is up to the custodian and the client to make sure that the information provided on the statements and reports is correct.

Item 16: Investment Discretion

Asset Allocation, using various asset classes and styles, is determined by USA by taking into consideration the stated objectives, risk profile, time horizon, and financial situation of the client as discussed in Item 4. According to the pre-determined equities to fixed-income selection and dependent upon the selection of assets available from the custodian, USA has the discretion to

choose which securities and amount of securities to be bought or sold. Rebalancing of the account is also discretionary and may be done monthly, quarterly, or semi-annually.

Investment Advisors of USA may offer to buy securities through U.S. Investors, Inc., Member FINRA, SIPC as discussed in Item 10. USA still maintains discretionary authority if provided by the client.

Item 17: Voting Client Securities

USA does not have any authority to and does not vote proxies on behalf of clients. USA also does not render advice to or take any actions on behalf of clients with respect to any legal proceedings, including bankruptcies and shareholder litigation. Clients retain the responsibility for receiving and voting proxies and any legal proceedings for securities maintained in their portfolios; clients receive these corporate actions directly from either custodians or transfer agents.

Item 18: Financial Information

USA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

USA does not serve as a custodian for client funds or securities, and does not require prepayment of fees.

Item 19: State-Registered Advisors

Dixie Butler

Dixie Butler is the President of USA. She is also the President of U.S. Investors, Inc., Member FNRA, SIPC, Divorce Planning, Inc., a pre-divorce financial planning firm, and Butler Financial, Inc., a financial services firm. Ms. Butler is a member of The Financial Planning Association, the Institute for Certified Divorce Planners, and the National Association of Tax Professionals.

Ms. Butler has worked in the investment and financial planning industries for over 25 years. She attended the Financial College of Denver and George Washington University.

In addition to being a Registered Investment Advisor, Ms. Butler is a Certified Financial Planner (CFP®), a Certified Divorce Financial Analyst (CDFA), and an Enrolled Agent (EA), which entitles her to practice before the Internal Revenue Service. She holds a Series 24-General Securities Principal, Series 27 – Financial and Operations Principal, Series 7 – General Securities Representative, Series 53 – Municipal Securities Principal, Series 63 – Uniform Securities Agent State Law Exam, and Series 65 – Uniform Investment Advisor Law Exam. She also holds an insurance license in various states and an inactive real estate license.

Ms. Butler was born in Washington, DC and currently resides in Northern Virginia. She has served on the City of Falls Church Retirement Pension Board and the city's Police Department Pension Board. She has also served on the Falls Church City Business Development Commission and the Industrial Development Authority.