

Item 1 – Cover Page

Spectrum Financial Alliance, Ltd., L.L.C.

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Date of Brochure: June 2011

This brochure provides information about the qualifications and business practices of Spectrum Financial Alliance, Ltd., L.L.C. If you have any questions about the contents of this brochure, please contact us at (859) 223-6333. 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 Spectrum Financial Alliance, Ltd., L.L.C. is also available on the Internet at www.adviserinfo.sec.gov. You can view information on this website by searching for Spectrum Financial Alliance, Ltd., L.L.C.'s or the firm's CRD number: 125147.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that Spectrum Financial Alliance, Ltd., L.L.C. provides to clients as required by applicable rules and regulations. This Disclosure Brochure, dated June 2011, is a new document prepared according to the new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous Form ADV Part II and Schedule F did not require. In the future, this item will discuss only specific material changes that are made to the Disclosure Brochure and provide readers with a summary of such changes. We will also reference the date of the last annual update of the brochure.

In the past our firm has offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new rules, we will ensure that you receive a summary of any material changes to this and subsequent Disclosure Brochures within 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer a copy of the most current Disclosure Brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Ownership

Spectrum Financial Alliance, Ltd., L.L.C. (“Advisor” or “we”) is an investment advisor registered with the Securities and Exchange Commission since January 2005. We are a Delaware limited liability company and our sole member (owner) is C. Kelly Buckley.

General Description of Primary Advisory Services

We offer personalized advisory services including financial planning and asset management services. The following are brief descriptions of our primary services. A detailed description is provided in **Item 5, Fees and Compensation**, so that clients and prospective clients (“clients” or “you”) can review the services and description of fees more thoroughly.

Financial Planning Services (Plans and Consultations)

Financial planning can be described as helping individuals determine and set their long-term financial goals, through investments, tax planning, asset allocation, risk management, retirement planning and other areas. The role of a financial planner is to find ways to help clients understand their overall financial situation and help them set financial objectives.

We offer advisory services in the form of financial plans and consultations. These services do not involve actively managing your accounts. Instead, comprehensive planning services focus on you overall financial situation. Modular planning services and consultations (both one-time and on-going) focus on specific areas of concern to you.

Asset Management Services

We offer asset management services providing you with continuous and on-going supervision over your accounts. This means that we continuously monitor your account and make trades in that account when necessary.

Limits Advice to Certain Types of Investments

We provide advice to the following types of investments:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issues
- Warrants
- Corporate debt securities (other than commercial debt)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- Exchange-traded funds (ETFs)
- United States government securities
- Option contracts on securities and commodities

While we generally limit our advice to the investment products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives. We also provide advice about any type of investment held in a client's portfolio at the beginning of the advisory relationship. Please refer to **Item 8, Methods of Analysis, Investment Strategies and Risk of Loss** for more information.

Tailor Advisor Services to Individual Needs of Clients

Our services are always provided based on your specific needs. You have the ability to impose restrictions on your accounts, including specific investment selections and sectors. However, we will not enter into an investment advisor relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Wrap-Fee Program versus Portfolio Management Program

In traditional management programs, advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis. In wrap-fee programs, advisory services and transaction services are provided for one fee. We do not act as a portfolio manager of or sponsor wrap fee programs.

Client Assets Managed by Advisor

The amount of assets managed by Advisor totaled \$72,500,000 as of May 31, 2011, all on a discretionary basis.

Item 5 – Fees and Compensation

In addition to the information provided in **Item 4, Advisory Business**, this section provides details regarding our services along with descriptions of the fees and compensation arrangements.

You have sole discretion about whether or not to contract for our services. In addition, you have sole discretion about whether or not to implement any recommendations made by us. If you do decide to implement the recommendations, you are responsible for taking any actions or implementing any transactions required. You are free to select any broker/dealer and/or insurance agent to implement our recommendations. If you elect to use us to implement, you must enter into a written agreement with us setting forth the terms and conditions of the engagement.

We request that you notify us if there is ever a change in your financial situation or investment objectives so that we can review, evaluate and/or revise any prior recommendations made or services provided. We contact you at least annually to determine whether your financial situation or investment objectives have changed, or if you want to impose and/or modify any reasonable restrictions on your accounts.

Financial Planning Services

Financial Plans

We offer financial planning services in the form of written or oral financial plans that can be comprehensive or segmented (modular) in format. Plans can include, but are not limited to, the topics of estate planning, investments, taxes and insurance.

C. Kelly Buckley is our sole investment advisor representative (“representative”). He and our other associates meet with you to gather information and documentation needed to perform an analysis and review of your situation as well as your objectives and goals. One or more meetings may be required in order to gather all needed information and determine the services best suited to help meet your needs. We rely on the information provided by you. Therefore, it is very important that the information you provide is complete and accurate. We are not responsible for verifying the information supplied by you or your other professional consultants (i.e., attorney, accountant, etc.).

After completing a review and analysis of the information and documents received, our representative develops his analyses and recommendations and presents a written plan that can be comprehensive or modular (segmented), as you request. A comprehensive plan focuses on your overall financial situation and covers several of the areas previously noted, as needed by your specific situation. A modular (segmented) plan focuses only on one or more specific areas of concern to you. You should be aware that other important issues may not be taken into consideration when our representative develops his analyses and recommendations. All of our recommendations are generic in nature and are not limited to any specific product or service offered by the financial services industry.

Our services do not include legal or tax advice. We urge you to work closely with your attorney, accountant or other professional consultants regarding your financial and personal situation. If you need assistance with estate planning matters, we refer you to an estate planning attorney who is also a part-time employee of Advisor. You are not obligated to use the services of the recommended attorney, but if you do you are charged separately for those legal services by the attorney.

There is no charge for the preparation of financial plans. We recommend that you have a review (by phone or office visit) and update of your financial situation and plan at least yearly.

Consultations

You can also request advice on one or more specific areas of concern or interest to you. The consultations can be a one-time event or involve several meetings. There is no charge for consultation services.

Seminars

We offer seminars for our clients on any topic that may be of interest or concern to them. We do not offer seminars to the public. All seminars are informational and educational in nature. There is no specific or individualized investment advice given.

Newsletters

We offer newsletters to clients and prospective clients through our website. They are informational and educational in nature and no specific or individualized investment advice is given. Newsletters are posted approximately every quarter and are available at no charge.

Asset Management Services

Some of our clients elect to engage us to provide fee-based asset management services where we are solely responsible for making all investment recommendations and also for making changes to the managed account. If you elect to engage us for this service, we develop an individualized investment program for your account(s). We provide various investment strategies through our management services; a specific investment strategy and investment policy is crafted for you and focuses on your specific goals and objectives. Asset management services are separate from and in addition to the financial planning services previously discussed.

To provide these services, we need to obtain certain information from you to determine your financial situation and investment objectives. At least quarterly, you are reminded to notify us whether your financial situation or investment objectives have changed or if you want to impose and/or modify any reasonable restrictions on management of your accounts. At least annually, we contact you to determine whether your financial situation or investment objectives have changed, or if you want to impose and/or modify any reasonable restrictions on your managed accounts. Our representative is always reasonably available to consult with you relative to the status of your accounts. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities. Your beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account. A separate account is maintained for you with the custodian and you retain right of ownership of the account (e.g., the right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations).

It is important that you understand we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions we take for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in allocating investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed appropriate for your account(s) and other accounts advised by us equitably and consistent with the best interests of all accounts involved. However, there is no assurance that a particular investment opportunity that comes to our attention is allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to your or any other client or use it for any client's benefit

Charles Schwab & Co., Inc.

We recommend that your assets be maintained in a brokerage account with Charles Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker/dealer and member SIPC. See **Item 12, Brokerage Practices**, for additional discussion on our recommendation and use of Schwab. However, you are free to select any account custodian you wish. Any direction to use a specific broker/dealer or account custodian must be in writing, and we reserve the right to decline the instructions if we believe it would result in operational difficulties. We assist you in establishing a managed account at Schwab or another qualified custodian that you select. The qualified account custodian maintains custody of your funds and securities. We do not act as custodian and do not have direct access to your funds and securities except to have advisory fees deducted from your account with your prior written authorization.

We require a minimum portfolio size of \$250,000 to establish a managed account. However, at our sole discretion, we may grant an exception to this minimum by considering your anticipated future earning capacity, anticipated additional deposits, the amount of assets under management, any related accounts, account composition and your history with us. We also consider any pro bono activities that may be required or requested, such as a church donation liquidation or limited military spouse assistance. There is no charge for these types of pro bono activities. When granting an exception to the minimum portfolio size, we also consider whether this might cause a substantial investment risk beyond your identified risk tolerance level. You can bundle household accounts to reach the required minimum.

You authorize us to have trading authorization on your accounts and we provide management services on a discretionary basis only. This means we make all decisions to buy, sell or hold securities, cash or other investments in your managed account in our sole discretion without consulting with you before making any transactions. You must provide us with written authorization to exercise this discretionary authority, and you can place reasonable restrictions and limitations on the discretionary authority. See **Item 16, Investment Discretion**, for additional discussion on discretionary authority.

We charge for asset management services based on a percentage of assets under management. For assets maintained at Schwab, fees are billed monthly in arrears and calculated based on the average daily balance of the account assets during the previous month when we can readily get daily downloads from the custodian. Fees are charged according to the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
Up to \$249,000	1.50%
\$250,000 to \$499,999	1.30%
\$500,000 to \$749,999	1.10%
\$750,000 to \$999,999	1.00%
\$1,000 and Above	0.90%

The above fee schedule is negotiable based upon the complexity of your financial situation, composition of the account, previous history with us, and related accounts. In addition, you can bundle accounts of household members in order to reach a higher total account value and therefore a lower fee level. Accounts opened mid-period are prorated based on the number of days that services are provided during the first billing period.

For those accounts not maintained at Schwab and that do not have daily valuation data available, management fees are charged quarterly in arrears and based on the market value of the assets as of the last business day of the billing period. If assets calculated by market value are withdrawn mid-period, fees are prorated. These fees are billed at one-half of the Schwab fees previously disclosed and can either be deducted from your account or billed directly to you. (See **Annuity and Retirement Plan Management**, below.)

Fees are generally automatically deducted from an account designated by you and paid directly to us by the account custodian. You must provide the custodian with written authorization to have the fees deducted from the account and paid directly to us. At least quarterly, you receive an account statement from your custodian detailing transactions in your account, including advisory fees charged. You should review the account statements received from the account custodian and verify that appropriate advisory fees are being deducted. The custodian will not verify the accuracy of the advisory fees deducted. If you request fees to be billed directly to you, we provide you with a detailed billing statement that is due upon receipt.

Schwab does not generally charge a separate custodial fee although other qualified custodians may charge this separate fee. In addition, account custodians may charge brokerage commissions and/or transaction fees directly to you. We do not receive any portion of the commissions or fees from either the custodian or from you. You may also incur certain charges imposed by third parties other than us in connection with investments made through your account, including, but not limited to, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges and IAR and qualified retirement plan fees. Our management fees are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each security prospectus.

You can make additions to and withdrawals from your account at any time subject to our right to terminate the account. You can withdraw account assets upon notice to us, but withdrawals are subject to usual and customary securities settlement procedures. However, we design portfolios as long-term investments and asset withdrawals may impair the ability to achieve your investment objectives.

Additions to your account can be in cash (by check only) or securities, provided that we reserve the right to liquidate any transferred securities or decline to accept particular securities into your account. We may consult with you about the options and ramifications of transferring securities. However, you should know that when transferred securities are liquidated they may be subject to transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications. We work diligently to minimize all client costs.

Asset management services are considered ongoing although either party can terminate services at any time by providing written notice to the other. Termination is effective upon receipt of the notice or ten days from the date of termination notice, whichever occurs sooner, or at a later date specified in the notice. If termination is at a later date, we continue working until effective on existing items but do not begin any new services without your specific instruction. If services are terminated we charge a prorated fee based on the number of days that services were provided prior to the effective date of termination.

Annuity and Retirement Plan Management

We also offer to management services relative to: (1) variable life/annuity products that you own, and/or (2) your individual employer-sponsored retirement plan (i.e., 401(k) plan, pension plan, profit sharing plan, etc.). The managed assets are maintained at either the specific insurance company that issued your variable life/annuity product or at the custodian designated by the sponsor of your retirement plan. When managing these assets, we either recommend or implement the allocation of product or the retirement plan portfolio. If we implement transactions, you must provide us with trading authority, including any access to accounts using assigned identification numbers and/or passwords, and discretionary authority. See **Item 16, Investment Discretion**, for additional discussion on discretionary authority. Any authorizations we have are strictly limited in order to avoid having custody of your accounts (as determined by applicable state and federal rules and regulations). Specifically, we do not have authority to open an account on your behalf, to designate or change your address of record with a qualified custodian or to withdraw funds or securities or transfer them to an account not in your name at a qualified custodian.

We charge for these services based on a percentage of assets under management. Fees are billed quarterly in arrears and calculated based on the ending balance of the account assets during the previous quarter. If assets calculated by market value are withdrawn mid-period, fees are prorated. Fees are charged according to the following schedule:

<u>Portfolio Value</u>	<u>Annual Fee</u>
Up to \$249,000	0.75%
\$250,000 to \$499,999	0.65%
\$500,000 to \$749,999	0.55%
\$750,000 to \$999,999	0.50%
\$1,000 and Above	0.45%

The above fee schedule is negotiable based upon the complexity of your financial situation, composition of the account, previous history with us, and related accounts. In addition, you can bundle accounts of household members in order to reach a higher total account value and therefore a lower fee level. Accounts opened mid-quarter are prorated based on the number of days that services are provided during the first billing period.

Fees are generally automatically deducted from an account designated by you and paid directly to us by the account custodian. You must provide the custodian with written authorization to have the fees deducted from the account and paid directly to us. At least quarterly, you receive an account statement from your custodian detailing transactions in your account, including advisory fees charged. You should review the account statements received from the account custodian and verify that appropriate advisory fees are being deducted. The custodian will not verify the accuracy of the advisory fees deducted. If you

request fees to be billed directly to you, we provide you with a detailed billing statement that is due upon receipt.

The account custodians may charge a separate custodial fee and may also charge brokerage commissions and/or transaction fees directly to you. We do not receive any portion of the commission or fees from either the custodian or from you. In addition, you may incur certain charges imposed by third parties other than us in connection with investments made through your account, including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges and IAR and qualified retirement plan fees. Our management fees are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each security prospectus.

These services are considered ongoing although either party can terminate services at any time by providing written notice to the other. Termination is effective upon receipt of the notice or ten days from the date of termination notice, whichever occurs sooner, or at a later date specified in the notice. If termination is at a later date, we continue working until effective on existing items but do not begin any new services without your specific instruction. If services are terminated we charge a prorated fee based on the number of days that services were provided prior to the effective date of termination.

Additional Compensation

Advisor is also a licensed insurance entity in the State of Kentucky. However, all insurance commissions earned by the Advisor in that capacity are paid to Kevin Stinnett, an employee (but not an investment advisor representative).

Advisor does not receive any additional compensation for expense reimbursement, marketing expenses, travel expenses, etc.

Comparable Services

We believe our fees for advisory services are reasonable with respect to the services provided and the fees charged by other investment advisors offering similar services. However, lower fees for comparable services may be available from other sources.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. We do not receive performance-based fees.

Item 7 – Types of Clients

We generally provide investment advice to:

- Individuals (including high-net worth individuals)
- Pension and profit sharing plans
- Trusts, estates or charitable organizations
- Corporations or other business entities

Minimum Investment Amounts Required

We require a minimum portfolio size of \$250,000 to establish an account managed at Schwab or another qualified custodian selected by you. However, at our sole discretion, we may grant an exception to this minimum by considering your anticipated future earning capacity, anticipated additional deposits, the amount of assets under management, any related accounts, account composition and your history with us. We also consider any pro bono activities that may be required or requested, such as a church donation liquidation or limited military spouse assistance. There is no charge for these types of pro bono activities. In addition, we consider whether granting an exception to the minimum portfolio size might cause a substantial investment risk beyond your identified risk tolerance level. You can bundle household accounts to reach the required minimum.

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

Methods of Analysis

We use fundamental, technical, charting and cyclical analysis when considering investment strategies and recommendations for clients.

Fundamental

Fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. In other words, fundamental analysts try to determine its true value by looking at all aspects of the business, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, “brand” names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Technical

This method of evaluating securities analyzes statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity. Technical analysts believe that the historical performance of stocks and markets are indications of future performance.

Charting

Charting is a technical analysis that charts the patterns of stocks, bonds and commodities to help determine buy and sell recommendations for clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

Cyclical

Cyclical analysis looks at recurring periods of expansion and contraction that can impact a company's profitability and cash flow. Cyclical stocks tend to rise quickly when the economy turns up and fall quickly when the economy turns down (i.e., housing, automobiles, telecommunications, paper, etc.). Non-cyclical industries (i.e., food, insurance, drugs, health care, etc.) are not as directly impacted by economic changes.

Analysis Risks

There are risks involved in all analysis methods. Fundamental analysis takes a long-term approach to analyzing markets, often looking at data over a number of years. The data reviewed is released over years (e.g., quarterly financial statements). Technical analysis uses a shorter timeframe—often weeks or days. The price and volume data reviewed is released on a daily basis. Therefore, fundamental analysis could mean a gain is not realized until a security's market price rises to its "correct" value over the long run--perhaps several years.

As a general statement, technical analysis is used for a trade while fundamental analysis is used for an investment. It could also be said that traders buy assets they believe they can sell to someone else at a greater price while investors buy assets they believe will increase in value. The frequency of trading securities using technical analysis could have both a positive or negative impact and could also lead to increased brokerage and transaction costs, thus lowering performance. The less frequent trading practices of fundamental analysis could also have a positive or negative impact on a client's portfolio value, but likely has reduced brokerage and transaction costs.

Charting and cyclical analysts look for patterns to help identify the direction the market is going at any given time. However, patterns and expected ranges or time frames may not occur as anticipated due to any number of factors (i.e., natural disasters, political upheaval, etc.).

Investment Strategies

When implementing investment advice, our investment strategies may include:

- Long term purchases (securities held at least a year)
- Short term purchases (securities sold within a year)
- Short sales
- Margin transactions (Investor pays for part of the purchase and borrows the rest from a brokerage firm; e.g., investor buys \$5,000 worth of stock in a margin account by paying for \$2,500 and borrowing \$2,500 from a brokerage firm. Clients cannot borrow stock from Advisor.)
- Option writing (Including covered options, uncovered options or spreading strategies.) (Note: options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.)

We gather information from financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectus and other filings with the Securities and Exchange Commission and company press releases.

Risk of Loss

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. However, you should be aware that past performance of any security is not necessarily indicative of future results. Therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee

that your goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk:

- Market Risk. Either the 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 referred to as systemic risk.
- Equity (Stock) Market Risk. Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.
- Company Risk. There is always a certain level of company or industry specific risk when investing in stock positions. This is referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value may be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).
- Options Risk. Options on securities may be subject to greater fluctuations in value than investing in the underlying securities. Purchasing and writing put or call options are highly specialized activities and involve greater than ordinary investment risk. Puts and calls are the right to sell or buy a specified amount of an underlying asset at a set price within a set time.
- Fixed Income Risk. Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk. ETF and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients also incur brokerage costs when purchasing ETFs.
- Management Risk. Your investments also vary with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our strategies do not produce the expected returns, the value of your investments will decrease.

When you purchase securities, you may pay for the securities in full or borrow part of the purchase price from your account custodian or clearing firm. If you borrow part of the purchase price then you are engaging in margin transactions and there is risk involved with this. The securities held in your margin account are collateral for the custodian or clearing firm that loaned you the money. If those securities decline in value, then the value of the collateral supporting your loan also declines. As a result, the brokerage firm is required to take action in order to maintain the necessary level of equity in your account. The brokerage firm may issue a margin call and/or sell other assets in your account.

It is important that you fully understand the risks involved in trading securities on margin, including:

- You can lose more funds than you deposit in your margin account
- The account custodian or clearing firm can force the sale of securities or other assets in your account
- The account custodian or clearing firm can sell your securities or other assets without contacting you
- You are not entitled to choose which securities or other assets in your margin account may be liquidated or sold to meet a margin call

- The account custodian or clearing firm may move securities held in your cash account to your margin account and pledge the transferred securities
- The account custodian or clearing firm can increase its “house” maintenance margin requirements at any time and are not required to provide you advance written notice
- You are not entitled to an extension of time on a margin call

Primary Recommend One Type of Investment

We do not recommend any specific type of investment to clients. Instead, we recommend any financial investment that may be suitable for each client relative to their specific circumstances and needs. However, if mutual funds are recommended, they are always load-waived or no-load funds.

Item 9 – Disciplinary Information

We have no legal or disciplinary events that are material to your evaluation of our business or the integrity of our management. Therefore, this item is not applicable to our brochure.

Item 10 – Other Financial Industry Activities and Affiliations

We do not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- An accountant or accounting firm
- An insurance company or agency
- A pension consultant
- A real estate broker or dealer
- A sponsor or syndicator of limited partnerships

We are an independent registered investment registered advisor and only provide investment advisory services. We are not engaged in any other business activities except the advisory and insurance activities described in this Disclosure Brochure.

Insurance Sales

Advisor is licensed as an insurance entity in the State of Kentucky. However, all insurance commissions earned by the Advisor in that capacity are paid to Kevin Stinnett, an employee (but not an investment advisor representative) who sells insurance products through Advisor as a licensed insurance entity. We do not retain any of the commissions earned on the insurance products sold through us. In addition, Mr. Stinnett owns Premier Financial Group, Inc., a licensed insurance entity and sells insurance products through that agency as well.

Securities and Advisory Affiliations

Kevin Stinnett, one of our employees, is also a registered representative and an investment advisor representative with another advisor firm. Mr. Stinnett does not provide advisory services to our clients and we do not refer our clients to him for either advisory or securities services.

Legal Services

Judy Walden, one of our employees, is a licensed attorney providing estate planning services. Ms. Walden does not provide advisory services to our clients. However, if our advisory clients need assistance with estate planning matters (i.e., preparation of legal documents), we refer clients to her. You are not obligated to use these separate services legal services, but if you do you are charged a fee for those legal services that is separate from the fee charged for our advisory services. We do not receive any portion of the legal fees Ms. Walden charges.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment advisor is considered a fiduciary and has a fiduciary duty to clients. We have established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects our fiduciary obligations and those of our supervised persons and requires compliance with federal securities laws. Our Code of Ethics covers all individuals that are classified as “supervised persons.” All employees, officers, directors and investment advisor representatives are classified as supervised persons. We require our supervised persons to consistently act in clients’ best interests in all advisory activities. We impose certain requirements on our affiliates and supervised persons to ensure that they meet our fiduciary responsibilities to clients. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is only intended to provide current and potential clients with a description of our Code of Ethics. If current or potential clients wish to review the Code of Ethics in its entirety, they are provided a copy promptly upon request.

Some of our representatives are also Certified Financial Planners[™] (CFP[®]) and abide by the Code of Ethics and Responsibility of the Certified Financial Planner[™] Board of Standards, Inc. The Code of Ethics and Responsibility requires CFP[®] designees to not only comply with all applicable laws and regulations but to also act in an ethical and professional responsible manner in all professional services and activities. The principles guiding CFP[®] designees are:

- Integrity
- Objectivity
- Competence (in providing services and maintaining knowledge and skills to do so)
- Fairness (to clients, principals, partners and employers and disclosing any conflicts of interest in providing services)
- Confidentiality (keeping all client information confidential without the specific client consent unless in response to legal process or in defense of charges of wrongdoing or civil dispute)
- Professionalism
- Diligence

You can obtain a copy of the Code of Ethics and Responsibility Code by requesting a copy from us.

Affiliate and Employee Personal Securities Transactions Disclosure

We and our representative may buy or sell securities for our own accounts that are recommended to clients. We may also recommend the purchase or sale of different securities for different clients at different times. This could result in contrary advice being given or action taken on behalf of clients and in our personal accounts and our representative's personal accounts.

We are and will continue to be in compliance with *The Insider Trading and Securities Fraud Enforcement Act of 1988*. To prevent conflicts of interest, we developed policies and procedures that include personal investment and trading policies for our representatives, employees and immediate family members (collectively, "associated persons"):

- Associated persons do not prefer their own interests to that of the client
- Associated persons do not purchase or sell any security for their personal accounts prior to implementing transactions for client accounts
- Associated persons do not buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investment public upon reasonable inquiry
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider"
- Associated persons are discouraged from frequent personal trading
- Associated persons are generally prohibited from serving as board members of publicly-traded companies unless an exception has been granted by our principal officers and/or Chief Compliance Officer

To the extent we or an associated person maintain an outside account, the associated person must make arrangements to send quarterly statements to us, complete an annual certification concerning their personal securities activities and provide additional information about personal trading activities as may be required under our insider trading policy and Code of Ethics. Any associated persons not observing our policies may be subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

If you wish to implement our advice, you are free to select any broker/dealer or investment advisor you wish. If we assist you in implementing any recommendations, we have a duty to ensure that you receive the best execution possible. Best execution does not necessarily mean the lowest price but includes the overall services received from a broker/dealer.

For annuity and benefit plan management services, the assets are maintained at either the specific insurance company that issued the variable life/annuity product or at the custodian designated by the sponsor of your retirement plan. There is no choice in these custodians or brokers.

For our other asset management services, we recommend you establish a brokerage account at Schwab. Schwab provides us with access to their institutional trading and custody services which are typically not available to retail investors. The services from Schwab include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab also makes available to us other products and services that benefit us but may not benefit our clients' accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements)

- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of our fees from client accounts
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services generally may be used to service all, or a substantial number, of our accounts, including accounts not maintained at Schwab. Schwab also makes available other services intended to help us manage and further develop our business. These services may include:

- Consulting, publications and conferences on practice management
- Information technology
- Business succession
- Regulatory compliance
- Marketing

In addition, Schwab may make available, arrange and/or pay for these types of services rendered to us by independent third party providing these services to us. As a fiduciary, we endeavor to act in your best interest. Our recommendation that you maintain your assets in accounts at Schwab may be based in part on the benefit to us in the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab. This may create a potential conflict of interest.

You are under no obligation to act on our recommendations. You may select a broker/dealer or custodian other than Schwab. There may be other platforms that are less expensive and may provide faster execution capabilities. While we attempt to seek best execution for client accounts, we may be unable to achieve the most favorable execution of your transactions if you direct the use of a specific custodian. Further, we may place directed trades after effecting non-directed trades. We may also decline your request to direct the use of a specific broker/dealer or custodian if, in our sole discretion, that directed brokerage arrangement would result in additional operational difficulties.

Soft Dollar

Investment advisors may direct portfolio brokerage commissions to a particular broker/dealer in return for services and research used in making investment decisions in client accounts. The commissions used to acquire these services and research are known as “soft dollars.” Section 28(e) of the *Securities Exchange Act of 1934* provides a “safe harbor” that allows an investment advisor to pay more than the lowest available commission for brokerage and research services if it determines in good faith that the commission paid was reasonable in relation to the brokerage and research services provided.

We do not have any soft dollar arrangements currently in place.

Trade Errors

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and we absorb any resulting loss if the error was caused by us. If the error is caused by the broker-dealer, the broker-dealer is responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain remains in the client’s account unless the same error involved other client account(s) that should also receive the gains. It is not permissible for all clients to retain the gain. We may also confer with clients to determine if the client should forego the gain (e.g., due to tax reasons). We never benefit or profit from trade errors.

Block Trades

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading, or block trading and may be used when we believe such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. Under this procedure, transactions are generally averaged as to price and are allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. If we determine that a prorated allocation is not appropriate under the particular circumstances, the allocation is made based on other relevant factors, including:

- If only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates
- Allocations may be given to one account when it has limitations in its investment guidelines which prohibit it from purchasing other securities that are expected to produce similar investment results and can be purchased by other accounts
- If an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed)
- With respect to sale allocations, allocations may be given to accounts low in cash
- In cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, we may exclude the account(s) from allocation; the transactions may be executed on a pro rata basis among the remaining accounts
- In cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which our associated persons may invest, we do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither we nor our associated persons receive any additional compensation or remuneration as a result of blocking trades.

Item 13 – Review of Accounts

Account Reviews

Financial planning and consultation services terminate upon presentation of the plan or completion of the consultations and no ongoing reviews are performed. However, we recommend that you have your financial situation reviewed at least annually. At least annually, we contact you about completing a review and update either in person or over the telephone. Managed accounts are reviewed at least quarterly.

While the calendar is the main triggering factor, reviews can also be conducted at your request, due to changes in your financial situation or due to changes in market conditions.

All accounts are reviewed by C. Kelly Buckley. Absent your specific instructions, we review accounts to verify portfolio holdings, appropriate asset allocation, possible re-balancing needs, anti-money laundering concerns, fee calculation accuracy, continued suitability and that performance continues to work toward your investment goals and objectives.

Account Reports

Financial planning clients do not receive any reports other than the plan originally contracted for. You receive a statement at least quarterly from the broker/dealer, investment advisor or custodian where your managed account is maintained. At your request, we can provide a position and/or performance report to you at no additional charge.

Item 14 – Client Referrals and Other Compensation

We do not directly or indirectly compensate anyone for client referrals to us.

Please see **Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations** and **Item 12, Brokerage Practices**, for additional discussion about solicitor/referral fees from third party managers, other compensation and non-economic benefits.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined as having access or control over client funds and/or securities, but does **not** include the ability to execute transactions in client accounts. Custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody for purposes of the *Investment Advisers Act of 1940* and must ensure proper procedures are implemented. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody. We are deemed to have custody of client funds and securities whenever we are given the authority to have fees deducted directly from client accounts. Our procedures do **not** result in our maintaining custody of client funds and securities.

For accounts where we are deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the creation of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from us. When clients have questions about their account statements, they should contact us or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

In addition to having trading authority on your accounts, asset management services are provided on a discretionary basis only. This means we make all decisions to buy, sell or hold securities, cash or other investments in the managed account in our sole discretion without consulting with you before

implementing any transactions. You must provide us with written authorization to exercise this discretionary authority.

When discretionary authority is granted, it is limited. We do not have access to your funds and/or securities with the exception of having advisory fees deducted from your account and paid to us by the account custodian. Any fee deduction is done pursuant to your prior written authorization provided to the account custodian. You have the ability to place reasonable restrictions on the types of investments that may be purchased in an account. You may also place reasonable limitations on the discretionary power granted to us so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

We do not vote proxies on your behalf. You are solely responsible for all proxy voting decisions. You should read through the information provided with the proxy voting document and make a determination based on the information provided.

Item 18 – Financial Information

This item is not applicable to our brochure. We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. All advisory fees are billed in arrears. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.