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www.StrathmoreCapAdv.com

This brochure provides information about the qualifications and business practices of Strathmore Capital Advisors, Inc. "Strathmore". If you have any questions about the contents of this brochure, please contact us at (704) 364-4241 or jck@strathmorecapadv.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about Strathmore also is available on the SEC's website at www.AdviserInfo.sec.gov.

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Advisory Business

General Information

Strathmore Capital Advisors, Inc. was formed in 2005 and provides portfolio management services to its clients. At the outset of each client relationship, Strathmore spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, Strathmore generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments Strathmore will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Portfolio Management

At the beginning of a client relationship, Strathmore meets with the client, asks questions, gathers information and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by Strathmore based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Strathmore will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, Strathmore will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on Strathmore in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Strathmore.

Principal Owners

John C. Kernodle is the sole principal owner of Strathmore. Please see "***Brochure Supplement(s)***", Appendix A, for more information on Mr. Kernodle and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of January 27, 2010, Strathmore managed \$45,176,721 on a discretionary basis, and no assets on a non-discretionary basis.

Fees and Compensation

General Fee Information

Fees paid to Strathmore are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to Strathmore are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Strathmore and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Portfolio Management Fees

The annual fee schedule, based on a percentage of assets under management, is 1%.

Strathmore may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements, including establishing a minimum annual fee, where Strathmore deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either Strathmore or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Strathmore from the client will be invoiced or deducted from the client's account prior to termination.

Performance-Based Fees and Side-By-Side Management

Strathmore does not have any performance-based fee arrangements.

Types of Clients

Strathmore serves individuals. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$1,000,000, and the annual minimum fee charged is \$10,000. Under certain circumstances and in its sole discretion, Strathmore may negotiate such minimums.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

In accordance with the Investment Plan, Strathmore will primarily invest client portfolios in mutual funds. Following client approval, Strathmore will implement the Investment Plan, as appropriate. As part of the process, we will evaluate and select mutual fund allocations for the client's account(s). We will determine the allocation among various asset classes, namely cash, fixed income and equities. As appropriate we may also utilize some international fund holdings as well. These allocations may be adjusted over time as market conditions and client circumstances change.

Mutual funds are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used from time to time as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation to a portfolio. Strathmore may evaluate and select bond funds based on a number of factors including, without limitation, rating, yield and duration.

Occasionally clients may hold legacy stock positions in a managed account. Generally Strathmore does not actively manage these positions.

Investment Strategies

Strathmore portfolios integrate funds managed by **Dimensional Fund Advisors** (DFA), a multi-billion dollar institutional portfolio manager. DFA manages assets exclusively for institutional investors and the clients of **registered financial advisors** like Strathmore. DFA serves corporate pension plans, state/local governments, universities, and charitable organizations. DFA funds are not available to the general public.

DFA views the markets as an ally, not an adversary. Rather than positioning for market mistakes, DFA participates in preferred exposures, and focuses on the fundamentals of long-term growth. With an investment philosophy grounded in robust academic research, DFA uses economic and investment models to help investors arrange portfolios to ensure that allocations are commensurate with client goals and risk tolerance.

Risk of Loss

While Strathmore seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Strathmore manages client investment portfolios based on Strathmore's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying mutual funds and other securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Strathmore allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that Strathmore's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Strathmore will invest client portfolios primarily in mutual funds, and may use ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. Strathmore does not generally manage individual stock holdings. Client accounts may hold a limited number of legacy positions, but these are not selected by or actively

managed by Strathmore. Accordingly the client retains the responsibility for the risks carried by these securities.

Fixed Income Risks. Strathmore may invest portions of client assets into pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Strathmore may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Disciplinary Information

Strathmore has no disciplinary events to report.

Other Financial Industry Activities and Affiliations

Neither Strathmore nor its Management Person(s) has any other financial industry activities or affiliations to report.

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

Code of Ethics and Personal Trading

Strathmore has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Strathmore's Code has several goals. First, the Code is designed to assist Strathmore in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Strathmore owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Strathmore associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Strathmore's associated persons (managers, officers and employees). Under the Code's Professional Standards, Strathmore expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Strathmore associated persons are not to take inappropriate advantage of their positions in relation to Strathmore clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Strathmore's associated persons may invest in the same securities recommended to clients. Under its Code, Strathmore has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's

personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because client accounts are invested almost exclusively in open-end mutual funds and ETF's, there is little opportunity for a conflict of interest between personal trades by Strathmore associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, Strathmore's goal is to place client interests first.

Consistent with the foregoing, Strathmore maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a Strathmore associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Strathmore's written policy.

Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Strathmore seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Strathmore may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Strathmore's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Strathmore participates in Fidelity's Institutional ("FI") service program. While there is no direct link between the investment advice Strathmore provides and participation in the FI program, Strathmore receives certain economic benefits from the FI program. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitates trade execution (and allocation of aggregated orders for multiple client accounts), provides research, pricing information and other market data, facilitates the payment of Strathmore's fees from its clients' accounts, and assists with back-office functions, recordkeeping and client reporting. Many of these services may be used to service all or a substantial number of Strathmore's accounts, including accounts not held at Fidelity. Fidelity may also make available to Strathmore other services intended to help Strathmore manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Fidelity may make available, arrange and/or pay for these types of services to be rendered to Strathmore by independent third parties. Fidelity may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party

providing these services to Strathmore, and/or Fidelity may pay for travel expenses relating to participation in such training. Finally, participation in FI provides Strathmore with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors.

The benefits received through participation in the FI program do not necessarily depend upon the proportion of transactions directed to Fidelity. The benefits are received by Strathmore, in part because of commission revenue generated for Fidelity by Strathmore's clients. This means that the investment activity in client accounts is beneficial to Strathmore, because Fidelity does not assess a fee to Strathmore for these services. This creates an incentive for Strathmore to continue to recommend Fidelity to its clients. While it may be possible to obtain similar custodial, execution and other services elsewhere at a lower cost, Strathmore believes that Fidelity provides an excellent combination of these services.

Directed Brokerage

Clients may direct Strathmore to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that Strathmore has with Fidelity is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Strathmore to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Strathmore that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

Strathmore typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts.

Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Strathmore. Also, portfolios are reviewed upon client request or upon receipt of information material to the management of a client portfolio, such as a change in a client's individual situation. John C. Kernodle, Strathmore's President, and William G. Kernodle, Strathmore's Business Development Officer, review all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Strathmore provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Client Referrals and Other Compensation

As noted above, Strathmore may receive some benefits from Fidelity based on the amount of client assets held at Fidelity. Please see ***"Brokerage Practices"*** for more information. However, neither Fidelity nor any other party is paid to refer clients to Strathmore.

Custody

Fidelity is the custodian of nearly all client accounts at Strathmore. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Strathmore of any questions or concerns. Clients are also asked to promptly notify Strathmore if the custodian fails to provide statements on each account held.

From time to time and in accordance with Strathmore's agreement with clients, Strathmore will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting and pending trades.

Investment Discretion

As described above under ***"Advisory Business"***, Strathmore manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client's investment portfolio, Strathmore will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney ("LPOA") is executed by the client, giving Strathmore the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Strathmore then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Strathmore and the requirements of the client's custodian. The discretionary relationship is further described in the agreement between Strathmore and the client.

Voting Client Securities

As a policy and in accordance with Strathmore's client agreement, Strathmore does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Strathmore with questions relating to proxy procedures and proposals; however, Strathmore generally does not research particular proxy proposals.

Financial Information

Strathmore does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Brochure Supplement for
John Charles Kernodle

of

Strathmore Capital Advisors, Inc.

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May 25, 2011

This brochure supplement provides information about John Charles Kernodle, and supplements the Strathmore Capital Advisors, Inc. ("Strathmore") brochure. You should have received a copy of that brochure. Please contact Strathmore at (704) 364-4241 if you did not receive Strathmore's brochure, or if you have any questions about the contents of this supplement.

Additional information about John Charles Kernodle is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

John Charles Kernodle (year of birth 1963) is President and Founder of Strathmore Capital Advisors, Inc. John Charles began his financial services career in 1994 with First Union (Wachovia now Wells Fargo) in their Capital Markets Group, gaining institutional experience working on the Money Market sales desk. In the late 1990s, he worked with a bond management firm that marketed their product directly to regional broker dealers. John Charles gained valuable insight into how products are packaged and sold in mass through retail networks.

Prior to founding Strathmore, John Charles worked at Eastover Capital Management, an investment management firm where he spent five years working directly with individual, high-net worth clients. It was the culmination of these industry experiences that drove John Charles to find a better solution for individuals and families that need a high level of involvement from a firm in coordinating and managing the complexities of generational family wealth. Now, as a Family CFO, John Charles can provide clients with the wealth management they deserve.

John Charles holds the Series 65 (Uniform Investment Adviser Law Exam) license and is a North Carolina Registered Investment Advisory Representative. Born and raised in Burlington, North Carolina, he has lived in Charlotte since 1987. A graduate of North Carolina State University, John Charles is married and enjoys the shared duties of raising three children.

Disciplinary Information

There is no disciplinary information to report regarding John Charles.

Other Business Activities

John Charles is not engaged in any other business activities.

Additional Compensation

John Charles has no other income or compensation to disclose.

Supervision

As the sole owner of Strathmore Capital Advisors, Inc., John Charles Kernodle supervises all duties and activities of the firm, and is responsible for all advice provided to clients. His contact information is on the cover page of this disclosure document.

Brochure Supplement for
William G. Kernodle
of
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Additional information about William Kernodle is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

William G. Kernodle (year of birth 1968) is Director of Business Development & Client Services of Strathmore Capital Advisors, Inc. William joined Strathmore in January 2009. He holds the Series 65 (Uniform Investment Adviser Law Exam) license and is a North Carolina Registered Investment Advisory Representative.

William possesses a keen focus on comprehensive wealth management and providing client solutions. Prior to joining Strathmore, William had a long, successful career in healthcare sales and client service. He worked as an account manager at General Electric Healthcare for four years and worked at David Tyre & Associates as a Sales Representative for eight years.

William has had many years of distinguished service which resulted in national recognition and awards for excelling in Business Development and Client Satisfaction.

William was born and raised in Burlington, North Carolina. He is a 1990 graduate of the University of North Carolina-Chapel Hill with a BA degree in Economics. William and his wife, Anne, are raising two children.

Disciplinary Information

There is no disciplinary information to report regarding William.

Other Business Activities

William is not engaged in any other business activities.

Additional Compensation

William has no other income or compensation to disclose.

Supervision

John Charles Kernodle, President of Strathmore Capital Advisors, Inc., is responsible for supervising William Kernodle and for reviewing accounts. John Charles can be reached at (704) 364-4241.

Brochure Supplement for
Robert D. Kernodle
of
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May 25, 2011

This brochure supplement provides information about Bob Kernodle, and supplements the Strathmore Capital Advisors, Inc. ("Strathmore") brochure. You should have received a copy of that brochure. Please contact Strathmore at (704) 364-4241 if you did not receive Strathmore's brochure, or if you have any questions about the contents of this supplement.

Additional information about Bob Kernodle is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Robert D. Kernodle (year of birth 1964) joined Strathmore Capital Advisors, Inc. in February of 2011. Bob began his financial services career in 1986, working with Wachovia. His extensive banking background focused on delivering proactive financial services and advice on both the private banking and commercial banking platforms, across central North Carolina.

Bob graduated from North Carolina State University with a BA degree in Business Management in 1986. He holds the FINRA (Financial Industry Regulatory Authority) Series 65 certification as a North Carolina Registered Investment Advisor Representative.

Bob was born and raised in Burlington, North Carolina and currently resides there with his wife, Christiana and their three boys. He is very involved in the community and serves on the United Way, Salvation Army Boys & Girls Club and Boy Scouts of America Advisory Boards. Bob also volunteers as a Lacrosse Coach with Burlington Recreation & Parks.

Disciplinary Information

There is no disciplinary information to report regarding Bob.

Other Business Activities

Bob is not engaged in any other business activities.

Additional Compensation

Bob has no other income or compensation to disclose.

Supervision

John Charles Kernodle, President of Strathmore Capital Advisors, Inc., is responsible for supervising Bob Kernodle and for reviewing accounts. John Charles can be reached at (704) 364-4241.