

Item 1

**Advisors Financial, Inc.
Part 2A of Form ADV
Brochure**

SEC File Number 801-68238

510 N. Washington Street, Suite 300
Falls Church, VA 22046
www.advisorsfinancial.com

Updated: March 18, 2011

This brochure provides information about the qualifications and business practices of Advisors Financial, Inc. (AFI). If you have any questions about the contents of this brochure, please contact us at 703-883-0300. 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 AFI is also available on the SEC's website at:
www.adviserinfo.sec.gov.

Item 2 Material Changes

AFI's most recent update to Part 2 of Form ADV was made in March 2010. AFI's business activities have not changed materially since the time of that update. However, in 2010 the SEC required significant changes to the content and format of Part 2 of Form ADV. This brochure, which reflects those changes, is materially different from brochures used by AFI in prior years.

Item 3 Table of Contents

Item 1	Cover Page	12
Item 2	Material Changes	2
Item 3	Table of Contents	2
Item 4	Advisory Business.....	2
Item 5	Fees and Compensation.....	3
Item 6	Performance Based Fees and Side-by-Side Management.....	5
Item 7	Types of Clients	5
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9	Disciplinary Information.....	7
Item 10	Other Financial Industry Activities and Affiliations.....	7
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	7
Item 12	Brokerage Practices.....	8
Item 13	Review of Accounts	11
Item 14	Client Referrals and Other Compensation	11
Item 15	Custody	12
Item 16	Investment Discretion	12
Item 17	Voting Client Securities	12
Item 18	Financial Information.....	13

Item 4 Advisory Business

A. Advisors Financial, Inc. (AFI) was incorporated in Virginia in June 2007. It is the successor corporation of Advisors Financial, Inc. that was founded in 1985 and that sold all of its assets to AFI as of June 27, 2007. AFI's registration became effective on August 3, 2007. The firm is owned by Joseph M. Van Name.

B. AFI primarily provides customized investment management services and financial planning to individuals and associated trusts, estates, pension and profit sharing plans, and other legal entities. AFI generally invests client assets in domestic and international stocks, bonds, mutual funds, and exchange traded funds (ETF's).

The three major areas of our advisory business are listed below:

Financial Planning Services

AFI believes that coordinated financial planning services are a valuable component of a client's financial life. We provide financial planning services to clients on a fixed fee basis and on an hourly basis with hourly rates ranging from \$125 to \$300 per hour. Prior to engaging in any such services the clients are required to enter into an agreement with AFI setting forth the terms of the engagement. Each agreement describes the services included.

The Investment Management System (TIMS II)

Managed accounts utilizing The Investment Management System (TIMS II) refer to an asset allocation system offering clients managed accounts. The funds used and the asset allocation are determined by AFI's Investment Committee research. The accounts may be composed of mutual funds, ETF's, stocks and individual bonds depending on the specific needs of individual clients.

All TIMS II accounts are custodied at Pershing and serviced through an agreement with Cadaret Grant & Co., Inc. an SEC Registered and FINRA member broker-dealer.

The minimum investment required to participate is generally \$100,000. Accounts below the stated minimums may be accepted on an individual basis and are subject to additional below minimum account charges.

AFI Investment Supervisory Services (AFI ISS)

Managed accounts utilizing AFI Investment Supervisory Services (AFI ISS) refer to asset allocation system on the Genworth Financial Wealth Management (GFWM) Platform offering multiple institutional level strategists.

The minimum investment required in the GFWM Platform depends upon the Investment Solution chosen for a client's account and is generally \$25,000-\$50,000 for Mutual Fund and Variable Annuity accounts, \$100,000 for ETF Accounts, \$250,000 for Distribution Strategies and from \$50,000 to \$500,000 for Privately Managed and Unified Managed Accounts. Accounts below the stated minimums may be accepted on an individual basis at the discretion of the Platform sponsor.

C. AFI works with each client to establish an appropriate investment profile. The specific investment profile is tailored to each client based on their situation and the information provided by the client. Clients can/may impose reasonable restrictions on AFI's management of their accounts.

E. As of March 18, 2011 AFI managed \$59,100,000 on a discretionary basis on behalf of approximately 214 client accounts.

Item 5 Fees and Compensation

A. AFI charges its clients investment management and financial planning fees based on the investment program chosen according to the schedules listed below.

Continuing Advisory Services

AFI charges its Continuing Advisory Services clients an annual retainer based on the below schedule to provide various services as described in the agreement. The fee is based on the client's total investable assets per the below schedule, minus income received from other sources including commissions, trail commissions and fees from managed accounts.

Total Investable Assets	Annual Fee
First \$500,000	1.00%
Next \$500,000	0.75%
Next \$1,000,000	0.50%
Over \$2,000,000	0.25%

AFI has waived or negotiated lower fees for certain clients, such as charitable organizations, employees' family members or in other special situations.

If a client terminates the Continuing Advisory Services Agreement with AFI in the middle of a billing period AFI will reimburse the client the pro-rata portion of unearned fees.

Coordinated Financial Planning Agreement and General Advisory Services Agreement

AFI Clients governed by our Coordinated Financial Planning Agreement and General Advisory Services Agreement (Hourly) are billed at hourly rates ranging from \$125 - \$300 per hour.

AFI has waived or negotiated lower fees for certain clients, such as charitable organizations, employees' family members or in other special situations.

The Investment Management System (TIMS II)

TIMS II is an asset allocation system offering clients managed accounts. The funds used and the asset allocation are determined by AFI's Investment Committee research. The accounts may be composed of mutual funds, ETF's, stocks and individual bonds depending on the specific needs of individual clients.

The asset management fee generally is 1.10%, but may be reduced by AFI.

AFI charges fees quarterly in advance based on the account value at the end of the prior quarter. Most clients authorize AFI to deduct fees automatically from their brokerage accounts, but clients may request that AFI send quarterly invoices to be paid by check.

In addition to AFI's investment management fees, clients may bear certain trading costs and custodial fees. To the extent that clients' accounts are invested in mutual funds, these funds pay a separate layer of management, trading, and administrative expenses.

Additional details are available in the TIMS II Client Agreement which is available in advance upon request.

AFI Investment Supervisory Services (AFI ISS)

Accounts on the GFWM Platform are assessed a total Account Fee. This Account Fee includes the Financial Advisor's fee plus the fees for utilizing the GFWM Platform (together the "Advisory Fee"). Additionally, the Account Fee may also include fees payable to any third-party Discretionary Manager under the IMA, CMA or UMA investment solutions. After the GFWM Platform Fee is deducted from the Advisory Fee, the resulting net fees are payable to the Financial Advisor.

The fee schedule for Mutual Fund and ETF models is as follows:

Assets Under Management	Annual Fee
First \$250,000	1.35%
Next \$250,000	1.20%
Next \$500,000	1.00%
Next \$1,000,000	0.85%
Over \$2,000,000	0.84%

The fee schedule for Privately Managed Accounts is as follows:

Assets Under Management	Annual Fee
First \$1,000,000	1.70%
Next \$2,000,000	1.35%
Next \$2,000,000	1.20%
Over \$5,000,000	1.05%

Client fees are payable quarterly, in advance, based on average daily value for the previous quarter. Clients may terminate GFWM accounts at any time and receive a full pro-rata refund of any unearned fees.

Additional details are available in the Client Services Agreement which is available in advance upon request.

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

AFI does not charge or accept any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures. However, these conflicts of interest are not applicable to AFI.

Item 7 Types of Clients

AFI primarily provides customized investment management services to high-net-worth individuals and associated trusts, estates, pension and profit sharing plans, and other legal entities. AFI's minimum investable asset size is generally \$500,000, but this amount is negotiable.

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

All investing involves a risk of loss.

AFI's Investment Committee works together to conduct fundamental analysis on all securities and strategists recommended for client accounts. This analysis varies depending on the security in question. For stocks and bonds the analysis generally includes a review of:

- The issuer's management;
- The amount and volatility of past profits or losses;
- The issuer's assets and liabilities, as well as any material changes from historical norms;
- Prospects for the issuer's industry, as well as the issuer's competitive position within that industry; and
- Any other factors considered relevant.

For mutual funds and ETFs the analysis generally includes a review of:

- The fund's management team;
- The fund's historical risk and return characteristics;
- The fund's exposure to sectors and individual issuers;
- The fund's fee structure; and
- Any other factors considered relevant.

AFI's Investment Committee is led by Joseph M. Van Name, and also includes Amy C. Hoffman, Cynthia Irving, Susan Warren and other staff as needed. The Investment Committee generally meets monthly to discuss existing and prospective investments. Investments are evaluated independently, as well as in the context of clients' existing holdings and sector exposures.

AFI primarily invests for relatively long time horizons, often for a year or more. However, market developments could cause AFI to sell securities more quickly.

The AFI ISS (GFWM) platform uses model portfolios of mutual funds, Exchange Traded Funds (ETF's) and Variable Annuity sub-accounts provided by a number of institutional investment strategists. AFI evaluates these strategists for selection based on the information, research, asset allocation methodology and investment strategies they employ. AFI recommends investment strategists based on the client's needs.

AFI may also introduce clients to, and advises on the selection of, independent investment managers who provide discretionary management of individual portfolios using a variety of different securities analysis methods, sources of information and investment strategies. Clients will receive a separate disclosure from such investment managers regarding any such investment manager's advisory services.

With respect to clients investing in the GFWM Platform, AFI introduces clients to, and advises on the selection of, independent investment managers who provide discretionary management of individual portfolios including a wide variety of different securities types. Clients will receive a separate disclosure from such investment managers regarding any such investment manager's advisory services.

Item 9 Disciplinary Information

AFI and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

Item 10 Other Financial Industry Activities and Affiliations

A. Joseph M. Van Name, Amy C. Hoffman, Cynthia Irving and Jocelyn R. Kaplan are all registered representatives of Cadaret Grant & Co., Inc. an SEC Registered and FINRA member broker-dealer. Investment recommendations acted upon while AFI is functioning as a Registered Representative will be on a commission basis.

B. Neither AFI, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

C. 1. The persons named in "A" above are registered representatives of Cadaret Grant & Co., Inc., an SEC Registered and FINRA member broker-dealer. If the client chooses to engage in brokerage business, commissions may be incurred. All transactions are supervised by Joseph M. Van Name, the Chief Compliance Officer and OSJ Principal for the branch. The recommendation of a representative to purchase a security that provides a commission presents a potential conflict of interest and is recommended to clients based on their individual needs, not on potential commission income.

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

AFI has adopted a written code of ethics that is applicable to all employees. Among other things, the code requires AFI and its employees to act in clients' best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. AFI's restrictions on personal securities trading apply to employees, as well as employees' family members living in the same household. A copy of AFI's code of ethics is available upon request.

AFI's employees are expected to purchase or sell securities for their personal accounts only after trading of that same security has been completed in client accounts. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions. Employees are required to report securities transactions and holdings for all accounts in which the employee has a direct or indirect beneficial ownership interest.

AFI maintains a watch list of securities that are being considered for client accounts, as well as securities already held in client accounts. Any proposed employee transaction involving securities on the watch list requires preclearance from the Chief Compliance Officer. The Chief Compliance Officer does not grant preclearance where it would appear that an employee's trading could disadvantage AFI's clients.

Under certain circumstances an employee might invest in a security that is not considered suitable for client accounts because of size, liquidity, or other factors. A change in these factors could result in the security becoming more suitable for clients, but the Chief Compliance Officer might not allow the security to be purchased for client accounts in order to avoid even the appearance of employees trading ahead of clients. In AFI's experience, it is rare for an employee's personal trading to limit clients' investment opportunities, but such a situation may arise from time to time.

CFP® certification requires you to agree to adhere to the CFP Board's *Standards of Professional Conduct* – including the *Code of Ethics and Professional Responsibility*, *Rules of Conduct*, and *Financial Planning Practice Standards* – and to acknowledge the CFP Board's right to enforce them through its *Disciplinary Rules and Procedures*.

Item 12 Brokerage Practices

A. 1. AFI generally recommends that most clients arrange for their assets to be held with Pershing LLC (Pershing). AFI has managed client assets held at Pershing for many years and has found Pershing to offer good services at competitive prices. On occasion AFI also utilizes the services of Genworth Financial Trust Company as a custodial for selected accounts. Factors that AFI considers in recommending *Pershing* (or any other broker dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by AFI's clients shall comply with AFI's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the

best qualitative execution, taking into consideration the full range of a broker dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although AFI will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker dealer/custodian are exclusive of, and in addition to, AFI's investment management fee. AFI's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Soft Dollar Benefits

AFI receives certain products and services from Pershing free of charge or at discounted rates. These products and services include:

- The receipt of duplicate client confirmations, statements, and other account information;
- Direct advisory fee debiting capabilities;
- Access to an electronic network for order entry, including the simultaneous entry of trades on behalf of multiple client accounts;
- A portfolio management system and software that supports AFI's research processes.

AFI does not believe that clients whose accounts are held by Pershing bear any additional costs in connection with AFI's receipt of the products and services. Furthermore, Pershing's provision of these products and services is not contingent upon AFI formally committing any specific amount of business to Pershing. However, AFI would not receive these products and services if client accounts were not held in custody and traded by Pershing. AFI's receipt of these products and services creates a conflict of interest in connection with AFI's recommendation of Pershing. Also, some of the products and services listed above benefit clients whose accounts are held by other custodians, which could create a conflict of interest between the clients at Pershing, who are indirectly paying for the products and services, and the clients at other custodians who may benefit from the products and services.

The Selection of Trading Counterparties

AFI can typically trade accounts held at Pershing using other broker/dealers. However, Pershing charges clients trade-away fees that AFI believes outweigh any benefits from trading stocks, mutual funds, or ETFs with other brokers. The availability and pricing of bonds varies more widely, so prior to placing a bond trade AFI solicits bids from several dealers and then executes the trade with the dealer that offers sufficient liquidity and the most favorable pricing.

For clients who elect to have their accounts held by firms other than Pershing, AFI's approach is generally to trade stocks, mutual funds, and ETFs with the chosen custodian, and to trade bonds with the dealer that offers sufficient liquidity and the most favorable pricing.

Some clients' accounts are relatively small, in which case the custodian may not allow AFI to trade through other firms. Other clients may specifically request that their accounts only be traded

through a particular broker/dealer. AFI trades these accounts through the firm chosen by the client, which limits AFI's ability to seek best execution. Trading restrictions may result in materially higher trading costs and reduced returns.

Best Execution Reviews

On at least an annual basis AFI's Chief Compliance Officer and other senior executives evaluate the pricing and services offered by Pershing and other trading counterparties with those offered by other reputable firms. AFI has sought to make a good-faith determination that Pershing and other chosen trading counterparties provide clients with good services at competitive prices. However, clients should be aware that this determination could have been influenced by AFI's receipt of products and services from Pershing. Historically AFI has concluded that Pershing is as good as, or better than, the other firms that have been considered. AFI would notify its clients if it were to determine that another firm offered better pricing and services than Pershing.

AFI ISS

When clients utilize AFI ISS services AFI assists the client in selecting the risk/return objective and Portfolio Strategists that best suit the client's objectives. The client then specifically directs the account to be invested in accordance with the chosen asset allocation. When the client selects the asset allocation, the client further directs that the account be automatically adjusted to reflect any adjustment in the asset allocation by the selected Portfolio Strategist. This client authorization results in the purchase and sale of certain mutual funds or ETFs (or transfers between variable annuity sub-accounts) without further authorization by the client or any other party at such time as the Portfolio Strategist changes the composition of the selected model asset allocation.

The client receives confirmation of all transactions in the account and is free to terminate participation in the Platform and retain or dispose of any assets in the account at any time. The AFI has no authority to cause any purchase or sale of securities in any client account, or change the selected model asset allocation or to direct the account to be invested in any manner other than as previously authorized by the client.

If a client selects an IMA, UMA or CMA investment solution, the third-party Discretionary Managers are granted the authority to manage the accounts on a discretionary basis, including the authority to buy, sell, select, remove and select securities and other investments for the account, and to select broker-dealers or others through which transactions will be effected.

B. Aggregated Trades

AFI client accounts that make use of the AFI ISS typically use aggregated trades. Clients participating in a bunched order receive the same average price and incur trading costs that are the same as would be paid if they were trading individually. Employees may be included side-by-side in bunched client trades. If an order is partially filled, clients will have their orders fully filled on a randomized basis; AFI will seek to have completed any unfilled client orders on the next trading day. Employees are excluded from bunched trades whenever client orders are only partially filled. AFI client accounts that make use of other options typically do not make use of aggregated

trades as the timing of the trading is frequently dictated by individual meeting and re-balancing schedules.

Item 13 Review of Accounts

Accounts under AFI's management are monitored on an ongoing basis by the individual financial planners and the Chief Compliance Officer. The financial planners review each account on at least an annual basis, as well as in connection with each client meeting. On at least a quarterly basis, the Chief Compliance Officer reviews a number of reports that are designed to identify accounts that are outside the expected ranges for returns, exposure to asset classes, and exposure to industry sectors. Reviews of client accounts will also be triggered if a client changes his or her investment objectives, or if the market, political, or economic environment changes materially.

Clients receive account statements directly from their chosen custodian on at least a quarterly basis for both the TIMS II and GFWM platforms. AFI may supplement these custodial statements with reports provided during client meetings or as requested.

Item 14 Client Referrals and Other Compensation

A. AFI may receive from Pershing indirect economic benefits including research, information and access to technology. From time to time the costs of due diligence visits may be borne by outside management firms.

With respect to the AFI ISS and the GFWM Platform, AFI may, subject to negotiation with GFWM, receive certain allowances, reimbursements or services from GFWM in connection with AFI's investment advisory services to its clients.

Under GFWM's Gold/Platinum Premier Consultant Program, AFI is entitled to receive a quarterly business development allowance for reimbursement for qualified marketing/practice management expenses incurred by AFI. These amounts range from \$5,000 to \$105,000 annually, depending on the amount of the adviser's client assets managed within the Platform.

GFWM may also bear the cost of airfare for firms such as AFI to attend GFWM's annual conference or to conduct due diligence visits to GFWM's offices. In addition, GFWM may, from time to time, contribute to the costs incurred by participating firms such as AFI in connection with conferences or other client events conducted by such firms and their representatives. In addition, GFWM may agree to provide the firm or its representatives with organizational consulting, education, training and marketing support.

B. AFI does not compensate, directly or indirectly, any person for client referrals.

Item 15 Custody

All clients' accounts are held in custody by unaffiliated broker/dealers or banks, but AFI can access many clients' accounts through its ability to debit advisory fees. For this reason AFI is considered to have custody of client assets. Account custodians send statements directly to the account owners on at least a quarterly basis. Clients should carefully review these statements, and should compare these statements to any account information provided by AFI.

Item 16 Investment Discretion

AFI has investment discretion over all clients' accounts. Clients grant AFI trading discretion through the execution of a limited power of attorney included in AFI's advisory contract.

Clients can place reasonable restrictions on AFI's investment discretion. For example, some clients have asked AFI not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low tax basis.

Item 17 Voting Client Securities

TIMS II

Without exception, AFI does not vote proxies on behalf of clients. All proxy materials received on behalf of a client account are to be sent directly to our client or a designated representative of the client, who is responsible for voting the proxy. AFI personnel may answer client questions regarding proxy-voting matters in an effort to assist the client in determining how to vote the proxy. However, the final decision of how to vote the proxy rests with the client.

AFI ISS

The Client retains the right to vote proxies if the Account is invested in a Mutual Fund, ETF or Variable Annuity Investment Solution. If the Account is invested in an IMA, CMA, or UMA Investment Solution, the Client designates the applicable Discretionary Manager as their agent to vote proxies on securities in the Account. Client acknowledges that as a result of this voting designation they are also designating the Discretionary Manager as their agent to receive proxies, proxy solicitation materials, annual reports provided in connection with proxy solicitations and other materials provided in connection with the above actions relating to the assets in the Account. However, the Client retains the right to vote proxies and may do so by notifying AFI in writing of the desire to vote future proxies.

Item 18 Financial Information

AFI has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.