

**Trinity Charitable Advisors, LLC**

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This brochure provides information about the qualifications and business practices of **Trinity Charitable Advisors, LLC** (TCFA). If you have any questions about the contents of this brochure, please contact us at (918) 314-1220. 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 TCFA also is available on the SEC's website at

[www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

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## **Advisory Business**

### General Information.

Trinity Charitable Advisors, LLC, an Oklahoma limited liability company ("TCFA"), commenced operations in March of 2008. Randy Cloud is the sole owner of TCFA. Besides management of TCFA, Randy Cloud has served as President of Cloud Capital LLC and its predecessor firm since 1988. Mr. Cloud attended college for 1 year. TCFA currently provides investment advisory services to individuals, pension and profit sharing plans and other businesses.

### Individualized Account Advisory Service.

TCFA provides investment advisory services to separately managed accounts that are tailored to the needs of the individual client ("Individualized Account Advisory Services") as set forth in the investment management agreement between each client and TCFA. TCFA also provides investment management services to 401k and defined benefit plans as well as and to collective funds administered by Trust companies for use by 401k and defined benefit plans. Investment Advisory Services are delivered from a fully discretionary perspective.

### Discretionary Services.

All of TCFA's investment advisory services are provided on a discretionary basis. As of December 22, 2014, TCFA had approximately **\$16,000,000** in assets under management.

## **Fees and Compensation**

### General Fee Information.

TCFA charges clients based on a percentage of assets under management. Clients are charged between 0.1% and 3.0% annually, depending on the size of, and services provided to, the account and as otherwise negotiated between TCFA and each client. Notwithstanding the foregoing, TCFA may also provide investment advisory services for a fixed fee or for fees charged on an hourly basis. Fixed fees as well as hourly fees may vary widely, depending on the scope and duration of services to be provided. Hourly fees are \$300 per hour. Fixed fees range from a minimum of \$5,000 to no maximum.

The client's custodian generally deducts asset based fees from client accounts and remits them to TCFA on a monthly basis in arrears, pursuant to the terms of each investment advisory agreement. Fixed or hourly fees are invoiced by TCFA and remitted directly to us from the Client. Invoiced fees are payable on delivery.

In addition to management fees charged by TCFA, clients also pay mutual fund expenses, custodian fees, brokerage expenses and other transactional expenses incurred in managing the account. See additional information under “Brokerage Practices” below.

### **Performance-Based Fees and Side-By-Side Management**

TCFA does not have any performance-based fee arrangements.

### **Types of Clients**

TCFA may provide individualized account services to individuals, pension and profit-sharing plans, corporations, banking or thrift institutions. TCFA may also provide advisory services to collective funds. While TCFA may make exceptions, the minimum portfolio value eligible for services is generally **\$2,000,000**.

### **Methods of Analysis, Investment Strategies and Risk of Loss**

#### Method of Analysis and Investment Strategies.

TCFA generally selects individual stocks for client accounts. In making selections of individual stocks for client portfolios, TCFA may use any of the following types of analysis:

**Enhanced Indexing** - purchasing all or most of the constituents in a given benchmark index, but in different percentage allocations than the index in an attempt to create added return or lower risk.

**Fundamental Analysis** – involves review of the business and financial information about an issuer. Without limitation, the following factors generally will be considered:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios.

**Technical Analysis** – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

In addition to the foregoing investment strategies, TCFA may design investment strategies for individualized advisory accounts based on the investment objectives, risk tolerance and financial circumstances of the individual client.

### Risk of Loss.

While TCFA actively manages client portfolios in an effort to achieve returns and 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 portfolios face.

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

*Economic Conditions.* Changes in economic conditions, including, for example, interest rates, inflation rates, employment conditions, competition, technological developments, political and diplomatic events and trends, and tax laws may adversely affect the business prospects or perceived prospects of companies. While TCFA performs due diligence on the companies in which it invests, economic conditions are not within the control of TCFA and no assurances can be given that TCFA will anticipate adverse developments.

*Lack of Diversification.* TCFA client portfolios may not have a diversified portfolio of investments at any given time. While investing large amounts of assets in a very small number of companies or industries or types of investments from time to time will be easier for TCFA to monitor the investment portfolios, a substantial loss with respect to any particular investment in an undiversified portfolio will have a substantial negative impact on the aggregate value of the portfolio.

*Equity Securities.* TCFA will invest portions of client portfolios into domestic and international equity securities. Investments in stocks and other equity securities are subject to the risks of declines in these equity markets.

*Foreign Securities.* While foreign investments are important to the diversification of client investment portfolios, foreign investments are subject to political or stability risks not generally found in the United States, such as nationalization, confiscation without fair compensation, political or social instability and war. Foreign securities also involve currency risks, market risks relative to their applicable countries, and risks related to less regulation and reporting than is required for U.S. investors. Additionally, foreign banks and securities depositories that hold securities and cash for client portfolios may have limited or no

regulatory oversight over their operations, and the laws of certain countries may limit TCFA's ability to recover these assets if one of these institutions, or any of their agents, goes bankrupt.

### **Disciplinary Information**

Neither TCFA, Mr. Cloud, nor Cloud Capital LLC have any disciplinary events to disclose.

### **Other Financial Industry Activities and Affiliations**

TCFA does not have any industry affiliations and does not represent any brokerage firms or insurance companies. Randy Cloud is the President of Cloud Capital LLC, also a registered investment advisor, that is federally regulated. There are no contractual relationships between Cloud Capital and TCFA and TCFA does not represent Cloud Capital.

Cloud Capital operates two mutual funds that are part of the Valued Advisers Trust (the "Cloud Mutual Funds"). TCFA clients who invest in the Cloud Mutual Funds will pay the respective fees associated with these funds. The Cloud Mutual Funds have entered into a contractual waiver of management fees through September 2016.

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

Code of Ethics. Under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), TCFA and its officers, directors and employees ("Supervised Persons") owe fiduciary duties to their clients. Consistent with these duties, TCFA has adopted a Code of Ethics ("Code") which, among other things, requires that its Supervised Persons reflect the professional standards expected of investment advisers and comply with federal and state securities laws and regulations pertaining to TCFA. Under the Code, Supervised Persons should place the interests of clients first, ahead of their own personal interests, and generally seek to treat clients fairly. In addition, Supervised Persons are prohibited from engaging in any practice that defrauds or misleads any client or investor, or engaging in any manipulative or deceitful practice with respect to clients, investors or securities.

The Code also includes provisions addressing personal trading by Supervised Persons, as summarized below:

Personal Trading. Under the Code, Supervised Persons are generally required to submit information about their personal trading activities to TCFA's chief compliance officer ("CCO") or

the CCO's designee for review. In addition, Supervised Persons are generally required to notify the CCO and obtain advance approval of certain personal trades in securities that may be traded by TCFA for client accounts. Violations of the Code may result in disciplinary action up to and including dismissal.

Participation or Interest in Client Transactions. Because client accounts are invested most often in stocks in typical U.S. equity indexes, there is little opportunity for a conflict of interest between personal trades by TCFA Supervised 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, TCFA's goal is to place client interests first.

TCFA will provide the Code to any client or prospective client upon request.

### **Brokerage Practices**

For each trade where it exercises investment discretion, TCFA seeks "best execution", which is a combination of price and execution relative to our instructions, and other factors.

Brokerage Selection. In making brokerage determinations, TCFA considers a number of judgmental factors, including, without limitation, clearance and settlement capabilities, quality of confirmations and account statements, the ability of the broker to settle the trade promptly and accurately, the financial standing, reputation and integrity of the broker-dealer, access to markets, research capabilities, market knowledge, any "value added" characteristics, TCFA's past experience with the broker-dealer, TCFA's past experience with similar trades, and other factors. Recognizing the value of these factors, TCFA may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction.

Soft Dollar Transactions. TCFA does not engage in soft dollar transactions.

Aggregation of Trades. TCFA may aggregate trades for client accounts if the trade is consistent with the principles of best execution. Generally, accounts participating in an aggregated order will receive an average share price of all trades placed that trading day and pay their ratable share of brokerage costs.

### **Review of Accounts**

TCFA's portfolio managers and Chief Operating Officer ("COO") review the Funds' accounts on an annual basis, and more frequently as necessary. Triggering factors of more frequent reviews include retirement, job changes, children entering college, etc. The level of review may range from

confirming the client's investment objective, suitability, and satisfaction with services provided, to full scale planning of retirement, current savings amounts, tax planning or other financial considerations. On a monthly basis, the custodians provide the clients' statements showing each financial transaction.

### **Other Compensation**

TCFA does not receive compensation directly or indirectly from any party other than our clients.

### **Custody**

Custody of securities in client accounts is maintained at "qualified custodians," as such term is defined under Rule 206(4)-2 of the Advisers Act. Clients should request statements from their custodians at least monthly, with paper or electronic copies provided to TCFA and clients should carefully review such statements. Clients should promptly notify TCFA if they do not receive a monthly statement from their custodian.

### **Investment Discretion**

TCFA has discretionary authority over the client portfolios that it manages pursuant to the terms of each investment advisory agreement.

### **Voting Client Securities**

TCFA does not have authority to vote proxies for client securities. TCFA's clients receive proxies and other solicitations directly from their respective custodians or from transfer agents. TCFA's clients may contact TCFA with questions about a particular solicitation by calling (918) 492-1080.

### **Financial Information**

TCFA does not require or solicit prepayment of fees six months or more in advance, and TCFA currently does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.