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## **Part 2A of Form ADV: Firm Brochure**

**Dated: July 2021**

### **Valuable Capital Advisors LLC**

1 Castillo Del Mar  
Dana Point, CA 92624

**This brochure provides information about the qualifications and business practices of Valuable Capital Advisors LLC and its investment advisory services that should be considered before becoming a client of the Program. If you have any questions about the contents of this brochure, please contact us at [vcusadviser@gmail.com](mailto:vcusadviser@gmail.com). This information has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any regulatory authority.**

**Additional information about Valuable Capital Advisors LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Adviser is a registered investment adviser with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communication of an adviser provides you with information with which you determine to hire or retain an adviser.**

## Item 2

### **Material Changes**

Registered investment advisers are required to disclose all material changes of fact regarding its brochure since its last annual update. The following sections have been updated in this filing:

- This is the initial filing and thus no updates are applicable.

We will provide you with a new brochure as necessary based on any material changes or new information, at any time, and without charge. Our brochure may be requested free of charge by contacting us at [vcusadviser@gmail.com](mailto:vcusadviser@gmail.com).

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### **Advisory Business**

Valuable Capital Advisors LLC (“Adviser”) is an SEC registered investment adviser that provides investment advisory services and investment consulting services to individuals, pension and profit-sharing plans, trusts, estates, or charitable organizations, and/or small businesses (“Client” or “Clients”). Adviser is 100% owned by Valuable Capital US Holding Inc. (“Holdings”) which also owns Valuable Capital Securities LLC, an affiliate of the Adviser. Holdings is 100% owned by Consolidated Capital Group Holding Ltd.

**VCA RIA Program:** The Adviser offers Clients an investment advisory service named the Valuable Capital Advisors LLC RIA Program (“VCA RIA Program”). The Adviser and its Investment Adviser Representatives (“IARs”) may assist the Client in determining, among other things, investment objectives, risk tolerance, investment time horizon, and holding limits. The service available under the program may, depending upon the individual Client needs and circumstances, be offered according to different formats and levels of complexity. Clients may impose restrictions on investing in certain securities or types of securities. Additional terms and information about each program are contained herein and in the Investment Management Agreement (“the Agreement”) with the Client.

**Minimum Account Size:** Generally, the minimum account size for opening a VCA RIA Program account is an initial value of \$5,000. Adviser may, however, waive this requirement depending on the circumstances of the Client.

**Investment Advisory Services:** In the VCA RIA Program, Adviser, through its IARs gathers information from the Client to determine the investment objectives, risk tolerance, investment time horizon, and holding limits. Once determined, Adviser will provide Client with investment advice which may include asset allocation advice designed to identify one or more optimal account allocations or portfolios and/or assist in selecting appropriate investments within those portfolios.

In the case of discretionary services, Adviser will determine the mix of assets for the Clients VCA RIA Program portfolio. In the case of non-discretionary services, Adviser will first obtain approval from the Client before executing the mix of assets for the VCA RIA Program portfolio.

VCA RIA Program IARs may utilize asset allocation software provided by unaffiliated parties in the development of an asset allocation recommendation. Asset allocation is designed for VCA RIA Program portfolio diversification with a

goal of reducing risk of loss due to variation of investment returns of any particular asset class.

VCA RIA Program portfolios may include a range of assets including, but not limited to; common and preferred stocks, bonds, municipal securities, government securities, unit investment trusts, exchange traded funds, mutual funds, and variable annuities. Clearing and custodian services are provided by Volant Clearing that was chosen at the Adviser's discretion.

Subject to the specific services contracted, Clients are provided with a periodic custodial report provided by Volant Clearing and a quarterly performance report provided by the Adviser. The custodial report provides a detail of the transactions and other activity during the period, and a listing of the securities positions and their end-of-period fair market values. The quarterly performance report provides a detailed analysis of the account asset allocation, transactions and other activity during the period, securities positions and their end-of-period fair market values, investment performance for the period, and a fee billing notice.

**Investment Consulting Services:** For Clients seeking financial advice involving analysis of a particular investment or financial situation, Adviser provides consultation services designed to meet the Client's specific financial objectives and needs. The consulting services generally take the form of a financial plan. In addition to general financial planning, consulting services may include, but are not necessarily limited to; retirement planning, estate planning, college planning, cash flow analysis, or any other financial analysis related to the investment of lump sum distributions from employer pension and profit-sharing plans.

In preparing a financial plan for a Client, the IAR gathers information deemed relevant to the particular service through a possible combination of personal interviews, documents and/or other information supplied by the Client. Each service includes an analysis of the Client's information which may, but is not necessarily required, to include such things as their current assets and investments, liabilities, short and long-term capital and liquidity needs, risk tolerance, and short and long-term financial goals and objectives.

Should a Client choose to implement the recommendations contained in the financial plan, Adviser suggests that the Client work closely with his or her attorney, accountant, insurance agent and/or securities broker. IARs generally make recommendations with respect to products or services offered by Adviser and its affiliates. The decision to implement any such decision, however, rests exclusively with the Client, and the Client has no obligation to implement any such recommendation through Adviser and its affiliates.

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## **Fees and Compensation**

**Investment Advisory Services.** In the VCA RIA Program, Adviser generally charges a management fee based on a percentage of the value of the assets under management based on the schedule detailed below. The fees are negotiable on an individual basis at the IARs discretion provided they do not exceed the stated parameters.

Depending upon the method selected by the Client, fees are payable quarterly, and will be calculated either in arrears or in advance, based upon a valuation of the Client's account at the ending of each quarterly period. For advanced billing Clients, a pro rata fee will be assessed to any account opened intra-quarter which shall be calculated on a daily valuation basis and shall be based on the client's assets under management. A pro rata refund of fees charged will be made if a Client account is closed within the billing period with 30 days prior notice by mail to Adviser.

Clients who wish to terminate their account must notify Adviser verbally within five (5) business days of its execution with written notice to follow within the next twenty-four (24) hours. If services are terminated within (5) business days of executing the client agreement, services will be terminated without penalty. After the initial (5) business days, the client may be responsible for payment of fees for the number of days services are provided by Adviser prior to receipt of the notice of termination.

Additionally, Adviser may receive concessions and/or 12b-1 fees from certain mutual funds, variable annuities and/or other types of investment vehicles paying such servicing fees where such fees are applicable.

Fees charged in the VCA RIA Program are based on assets under management and are as follows:

<u>Market Value of Portfolio</u>	<u>Maximum Annual Fee</u>
Up to \$250,000	2.00%
\$250,001 to \$500,000	1.75%
\$500,001 to \$750,000	1.50%
\$750,001 to \$1,250,000	1.25%
\$1,250,001 and above	1.00%

An additional 0.10% is charged to each account to cover clearing, execution, and other maintenance activity fees.

Fee schedules negotiated with the client may not exceed the maximum rate at the respective account size level and may be no less than .50% at any level.

There is a one-time account opening fee of \$50 and, if the Client terminates the Agreement within the first twelve months, an early termination charge of \$100. The opening fee is designed to help offset the administrative costs associated with establishing the VCA RIA Program account. The termination charge helps compensate Adviser for the administrative costs associated with terminating the Client's VCA RIA Program account and processing the Client's assets and instructions. Upon termination of the Agreement, any prepaid fees will be refunded to the Client on a pro-rata basis.

When Adviser effects securities transactions for the Client's VCA RIA Program account, Adviser passes on the securities clearance and execution fees charged by Volant Clearing, with an added charge to compensate Adviser for the cost of its resources utilized in processing the transactions. In addition, there may be other fees and charges imposed by Volant Clearing or product sponsor related to opening, maintaining, or terminating a Client's account.

Each Client will receive a billing statement showing the amount of the management fee charged for the period, the value of the VCA RIA Program account assets on which the management fee was based, and the way the management fees were calculated.

**Investment Consulting Services.** The fees for consulting services are negotiated between the IAR and the Client. Fees may be assessed on an hourly basis or a flat fee basis for the consulting project that may be either a set dollar amount or a percentage of the fair market value of assets that are subject to the Agreement.

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

Adviser does not charge fees based on a per share of capital gains or capital appreciation of the Client's portfolio, i.e., performance-based fees.



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### **Types of Clients**

Adviser generally offers its investment advisory service and investment consulting service to individuals, pension and profit-sharing plans, trusts, estates, or charitable organizations, and/or small businesses.

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

In the VCA RIA program, Adviser begins with a preset asset allocation based on the Client's investment profile and stated objectives. Adviser's investment strategy focuses on building diversified portfolios using Modern Portfolio Theory which provides the framework for combining securities in a portfolio to attempt to generate the highest returns possible at a given level of risk. This is achieved through a focus on diversification, the process of building portfolios with different asset classes and securities to reduce risk. The portfolios constrain the weighting of individual holdings to ensure a fully diversified allocation.

Investing in securities involves risk of loss that Clients should be prepared to bear. All securities investment can potentially result in a total loss of the investment. Specific and material risks associated with the VCA RIA program include, but are not limited to, market risk where portfolios are generally positively correlated with the stock market indices. An overall downturn in the stock market will generally result in losses in Client portfolios.

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**Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to evaluation of Adviser or the integrity of Adviser's management.

Adviser has two (2) disclosures. The first is a censure by the CBOE for a "failure to conduct an adequate AML audit" , and the second is an "Outside Business Activity and Private Securities Transaction" violation.

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**Other Financial Industry Activities and Affiliations**

Adviser's management persons are affiliated with its related broker dealer, Valuable Capital Securities LLC. No relationships or arrangements between Adviser, its related broker dealer, or Volant Clearing, and any other persons or entities create a material conflict of interest with Adviser's Clients. Valuable Capital Securities LLC acts as the introducing broker dealer for Adviser Client accounts that are introduced to Volant Clearing. Accordingly, there are no potential material conflicts of interest with this arrangement.

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

Pursuant to SEC Rule 204A-1 of the Investment Advisers Act of 1940, Adviser has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Adviser must acknowledge the terms of the Code of Ethics annually, or as amended.

Adviser anticipates that, in appropriate circumstances, consistent with Clients' investment objectives, it may recommend to advisory Clients, the purchase or sale of securities in which Adviser, its management persons and/or Clients, directly or indirectly, have a position of interest.

Adviser's employees and persons associated with Adviser are required to follow Adviser's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Adviser and its employees may trade for their own accounts in securities, which are recommended to and/or purchased for Adviser's Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the employees of Adviser will not interfere with (i) making decisions in the best interest of advisory Clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Clients. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Adviser and its Clients.

Certain affiliated accounts may trade in the same securities with Client accounts on an aggregated basis when consistent with Adviser's obligation of best execution. In such circumstances, the affiliated and Client accounts will share commission costs equally and receive securities at the same average price. Adviser will retain records of Client orders (specifying each participating account) and their allocations. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Adviser's Clients or prospective Clients may request a copy of the firm's Code of Ethics by contacting Adviser at [vcusadviser@gmail.com](mailto:vcusadviser@gmail.com). It is Adviser's policy that the firm will not affect any principal transactions for Client accounts. Adviser will not cross trades between Client accounts.

### **Brokerage Practices**

All Clients that have selected the VCA RIA Program via the Adviser mobile application or website have brokerage accounts introduced to Volant Clearing acting as the clearing firm and qualified custodian. Adviser does not accept Clients who direct the use of brokers other than Volant Clearing.

Adviser places all trades for the VCA RIA Program through Volant Clearing. Adviser has evaluated and believes it will provide Adviser Clients with a blend of execution services, commission costs and professionalism that fulfills Adviser's best execution requirement for Client transactions. While Adviser has a reasonable belief that Volant Clearing can obtain best execution and competitive prices using various trading destinations such as exchanges, dark pools, or other executing brokers, Adviser will not be independently seeking best execution price capability through other broker dealers. Adviser reserves the right to decline acceptance of any Client account that directs the use of a broker dealer other than Volant Clearing for automated model portfolio management, if Adviser believes that this would adversely affect Adviser's duty to obtain best execution.

Adviser may use block trades when advantageous to Clients. Block trades permit the trading of aggregate blocks of securities composed of assets from multiple Client accounts so long as transaction costs are shared equally and on a prorated basis between all accounts included in any such block. Block trading allows Adviser to execute trades in a timelier, equitable manner and to reduce overall commission charges to Clients. Adviser does not have any arrangements to compensate any broker dealer for Client referrals. Adviser does not participate in any research or other soft-dollar arrangements.

Adviser may open margin accounts on behalf of non-retirement accounts and non-ERISA accounts of Clients or convert an existing account to a margin account.

Adviser does not offer the margin directly, instead, the margin is provided by Volant Clearing. All disclosures are provided by Volant Clearing, and Clients should read disclosures carefully and contact Adviser at [vcusadviser@gmail.com](mailto:vcusadviser@gmail.com) if they have any questions.

### **Review of Accounts**

Adviser uses proprietary as well as commercially available software to review Client portfolios daily to ensure that its model portfolios and asset allocations are in line with the allocation the Client selected. Additional reviews may be triggered by material changes in variables such as a Client's individual circumstances, or the market, political or economic environment.

Clients using the VCA RIA Program have access to account details continuously through the Adviser website and mobile application, including current account balances and positions. Volant Clearing prepares account statements showing all transactions and account balances at least quarterly. All information relating to Client accounts are provided on the Adviser website and/or sent via email, as agreed to with each Client at the time of their account opening.

Adviser conducts separate reviews related to the ETFs used for the VCA RIA Program. Adviser has the authority, if necessary, to take any corrective action such as the addition, removal, or replacement of any specific individual stocks or ETFs from the portfolios.

### **Client Referrals and Other Compensation**

Adviser does not receive compensation or other economic benefits from persons other than clients for providing investment advice or advisory services to its clients. Adviser does not, but did previously, engage in prospecting and promotional campaigns from time to time to attract new clients ("Referral Programs"). These Referral Programs include compensating affiliates, strategic partners, or third-party solicitors for having referred Adviser to prospects. Compensation includes additional advisory services, reduced, or waived advisory fees, gift shares, branded promotional items or payments based on certain performance triggers, like having enrolled the VCA RIA Programs. Clients are not charged any fee, nor do they incur any additional costs for us running these Referral Programs. Adviser has oversight of third parties involved in the Referral Programs, and prospects were informed of any such Referral Programs receiving compensation prior to becoming a Client.



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### **Custody**

Clients receive at least quarterly statements from Volant Clearing who is the qualified custodian to hold and maintain Clients' portfolio assets. Adviser urges Clients to carefully review such statements and compare such official custodial records to the account statements that we may provide.

### **Investment Discretion**

In the VCA RIA Program, Clients may opt to provide the Adviser with or without discretionary authority. If Adviser takes no discretionary authority in its advisory relationship with the Client to select the identity and amount of any securities to be bought or sold in the Client's account, then Clients must approve all trades placed in their portfolios.

If Clients opts to provide Adviser with discretion, then Adviser will exercise discretionary trading authority in a manner consistent with the portfolio recommended to and accepted by the Client or with the portfolio selected by the Client.

Client may also purchase individual securities at their own discretion. The Adviser takes no responsibility in any individual security decisions that any client may make in their account held at Volant clearing under this advisory program.

### **Voting Client Securities**

As a matter of firm policy and practice, Adviser does not have any authority to and does not vote proxies on behalf of Clients. Clients retain sole responsibility for receiving and voting proxies for securities maintained in Client portfolios. Clients will receive shareholder notices directly from Volant Clearing. Adviser may provide advice to Clients regarding the Clients' voting of proxies. Adviser will neither advise nor act on behalf of the Client in legal proceedings involving companies whose securities are held or previously were held in the Client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, Clients may direct Adviser to transmit copies of class action notices to the Client or a third party. Upon such direction, Adviser will make commercially reasonable efforts to forward such notices in a timely manner.

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### **Financial Information**

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