

Nottingham Advisors, Inc.

The information contained herein is provided to clients and prospective clients in accordance with Form ADV, Part II, Uniform Application for Investment Adviser Registration. (SEC File number 801-17685).

WRAP FEE PROGRAMS BROCHURE

SELECT MANAGERS PROGRAM

GLOBAL ETF PROGRAM

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This wrap fee program brochure provides information about the qualifications and business practices of Nottingham Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (716)-633-3800 and/or www.nottinghamadvisors.com. 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 Nottingham Advisors, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

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SERVICES, FEES AND COMPENSATION

SELECT MANAGERS PROGRAM

The Nottingham Advisors Select Managers Program (“Program”) offers portfolios of mutual funds that correspond to specific investor profiles. Portfolios ranging from conservative to aggressive are offered for both qualified and non-qualified investors. After thorough analysis, we select proven active managers that have demonstrated skill in creating value within a defined asset class. We bring together “the best of the best” across market capitalization, style, sector, industry, country and region. The result is superior long-term returns with reduced volatility and risk. Based upon their financial situations, clients may participate in any of the following Program options:

Tax Sensitive	Non Tax Sensitive
Fixed Income	Fixed Income
Income	Income
Balanced	Moderately-Conservative
All-Asset	All-Asset
Growth	Growth
Aggressive Growth	Aggressive Growth

GLOBAL ETF PROGRAM

The Global ETF Program is comprised of a core strategic allocation, complemented by a smaller tactical allocation. Our approach to equities utilizes exchange-traded funds (ETFs) in the context of a dynamic asset allocation model. The strategic allocation forms the nucleus of the portfolio and includes the primary global markets. Our investment team then studies economic trends and selects tactical allocation weightings that will enhance the strategic investments.

Tactical weightings in the portfolio allow us to target specific areas of the market to provide incremental portfolio performance and help to reduce portfolio risk and volatility over time. Tactical asset classes can

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be added to the core strategic portfolio in carefully constructed weightings. These weightings can be customized based on the risk tolerance and needs of each investor.

Clients may participate in any of the following Program options:

GLOBAL EQUITY

Higher Risk

Higher Reward

Focus on Growth of Capital

100% Equity

GLOBAL BALANCED

Lower Risk

Lower Reward

Focus on Capital Preservation

Income-Oriented

GLOBAL ALL-ASSET

Varying Levels of Risk and Return Based on Clients' Needs

Focus on Both Capital Preservation and Growth

GLOBAL INCOME

Focus On Current Income

Emphasis on Safety of Principal

Significant Fixed Income Exposure

Real Return

Focus on Protecting Purchasing Power

Goal to Exceed Inflation by 3%

Equal Weighting to 4 Asset Classes: Equity, Fixed Income, Alternatives and Currencies/Precious Metals

Both programs are recommended by Advisors, who receive a portion of the applicable Total Program Fee as compensation for their services.

The client's annual fee covers costs associated with the Program, including fees imposed by Invest Financial Corp., the broker dealer, and Investment Manager. The fee includes Invest's investment advisory services, the Investment Manager's investment management fee, quarterly reports, administrative and operational expenses. In addition to the Total Program Fee, clients may be responsible for expenses related to retirement account custodial fees, and nominal fees such as postage and exchange fees that are assessed by Invest's clearing firm. Additionally, for new accounts transferring assets in, Invest reserves the right to be reimbursed for the cost of liquidation of incoming securities.

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Advisor's Fee	
ACCOUNT VALUE	FEE
\$25,000. - 499,999	0.35%
Next \$500,000. - 999,999	0.30%
\$1,000,000. - 1,999,999	0.25%

Custodial Fee	
ACCOUNT VALUE	FEE
\$25,000 - 249,999	0.25%
Next \$250,000 (up to \$499,999.)	0.10%
Next \$500,000 (up to \$999,999.)	0.08%
Next \$1,000,000 (up to \$1,999,999.)	0.07%
Next \$3,000,000 (up to \$4,999,999.)	0.06%
Next \$1. (Over \$5,000,000.)	0.05%

The Program Fee is paid quarterly in advance and is based on the market value of the account as of the end of the previous quarter. Typically, Invest's clearing firm will withdraw the Total Program Fee from the client's account. In the event the Client Agreement is terminated, either by the investment advisor, client or Invest, the client will be charged a fee based on the number of days in the final quarter in which the client's account is open, and a pro-rata adjustment of fees will be made.

The Total Program Fee may be higher or lower than the fees that Invest would charge the account if the client had purchased the services covered by the fee separately and may be higher or lower than the fees that Invest charges other clients, depending on the extent of services provided to those clients and the cost of such services; and may be higher or lower than the cost of similar services offered through other financial firms.

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In the Select Managers Program the client, as well as all other shareholders, will bear a proportionate share of the fees and expenses of any mutual fund in which assets may be invested. These fees and expenses may include investment advisory, administrative, distribution, transfer agent, custodial, legal, audit and other customary fees and expenses, including redemption fees, related to investments in mutual funds and are in addition to the Program Fee. Clients are encouraged to read the prospectuses of any mutual funds in which assets are invested for a more complete explanation of these fees and expenses.

ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

Clients investing in the Program will need to meet the following minimum initial investment and account balance requirements. The minimum account size for the Select Managers Program is \$25,000, and \$100,000 in the Global ETF Program. Nottingham reserves the right to terminate any client account that falls below the minimum account requirement due to withdrawals or market action, or require that additional cash or securities be deposited to the account.

There is no restriction as to type of client accepted by the Program. Investment advice is provided to individuals, trusts, investment companies, pension plans, etc.

PORTFOLIO MANAGER SELECTION AND EVALUATION (Select Managers Program)

The mutual funds for the Nottingham Advisors Select Managers Program are chosen utilizing a proprietary screening process that considers factors such as historical performance, manager tenure, expense ratio, fund volatility and Sharpe ratio. Both qualitative and quantitative measures are used in the selection process. Nottingham Advisors utilizes and relies on information provided primarily by Morningstar Associates to evaluate individual fund performance.

Nottingham Advisors selects the mutual funds that we believe create the most value for shareholders over the long-term. Furthermore, mutual funds are reviewed on a quarterly basis to monitor performance and

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ensure adherence to their stated objectives. Funds can be replaced at the discretion of Nottingham Advisors. Reasons for change may include a material decline in performance, personnel change at the portfolio manager level, style-drift away from the fund's original intent or the discovery of a better fund.

Proprietary asset allocation models correspond to various investor risk and return profiles. These models are continuously monitored and updated as and when determined by the Nottingham Advisors Investment Committee. Separately Managed Accounts will be used for all investors in the Nottingham Advisors Select Managers Program.

CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

Clients seeking to participate in either program will complete the Client Questionnaire with the assistance of their Advisor. The Client Questionnaire is a tool designed to help identify a client's risk tolerance, investment objectives and financial goals, as well as to indicate any reasonable restrictions a client may wish to place on the management of the client's assets. The client is responsible for providing accurate personal and financial information and to inform Invest in writing of any material changes in the client's circumstances that might affect the manner in which client's assets should be invested. The client's Advisor is responsible for obtaining all necessary financial data and relevant documents from the client, reviewing the client's responses to the Client Questionnaire, and Investor Profile, and assisting the client in determining the client's investment selections. Based upon the client's responses to the Client Questionnaire and Investor Profile, a proposal will be generated that includes investment in one of the offered options. If a client's situation changes, the client will need to complete a new Client Questionnaire and Investor Profile, and a new proposal will be generated.

CLIENT CONTACT WITH PORTFOLIO MANAGERS

There are no restrictions placed on any clients' ability to contact or consult with any of Nottingham's portfolio managers.

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ADDITIONAL INFORMATION

Brokerage Practices

The client may direct Nottingham Advisors in writing to use a particular Financial Institution to execute some or all transactions for the client, rather than one recommended by the Firm ("Directed Broker"). In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and Nottingham Advisors will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by Nottingham Advisors. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Nottingham Advisors may decline a client's request to direct brokerage if, in Nottingham Advisors' sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Certain Directed Broker Financial Institutions do not permit Nottingham Advisors to use an outside broker dealer to execute trades of its clients. Nottingham Advisors places trades for the stepped-out brokers first, and then with Directed Brokers on a rotation basis. The rotation for Directed Brokerage trades may be based upon the amount of assets or clients with a broker-dealer so that a smaller relationship isn't favored. The timing in which the investment models are updated for clients of the Investment Model Services are integrated into the rotation of the Directed Brokers.

Additional Disclosures

Nottingham requires, of each employee who provides investment advice to clients, a college degree in finance or a related field or at least five years of investment-related experience. See the ADV Part 2B Supplement for detailed information for all Nottingham's investment professionals.

There have been no disciplinary events for any of Nottingham's management personnel.

Nottingham is a wholly-owned subsidiary of Community Bank Systems Inc.

Nottingham has an agreement with Invest Financial Corp. to provide investment management services to clients that have entered into an agreement with Community Investment Services Inc. to pay a single fee for brokerage, consulting, custody and investment management services, commonly referred to as a wrap fee account ("Wrap Fee"). Both programs are sponsored and managed by Nottingham, an affiliate of Community Investment Services Inc.

Nottingham has adopted a Code of Ethics that emphasizes the high standards of conduct that Nottingham has always sought to observe. The Code of Ethics recognizes that Nottingham is a fiduciary to its clients and requires its officers and employees to act with the utmost integrity. In addition, the Code of Ethics places restrictions on officer and employee personal securities transactions including (a) a prohibition on

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purchases of initial public offerings and limited offerings, and (b) a requirement for officers and employees to obtain prior approval of most of their personal securities transactions. The Code of Ethics also requires officers and employees to report periodically, with a few minor exceptions set forth in Rule 204A-1 under the Investment Advisers Act, their personal securities transactions and holdings. A copy of the Code of Ethics is available to all clients and prospective clients. Please contact Nottingham at 716-633-3800 or send a written request to Nottingham Advisors Inc., 500 Essjay Road, Suite 220, Williamsville, NY 14221.

Nottingham does not have any arrangements relating to the Programs under which it or a related person compensates a third party for client referrals. In addition, Nottingham receives no economic benefit from any person who is not a client for providing advisory services to clients.

Occasionally, Nottingham or one or more of its employees or affiliates may invest in a security which has been or is to be recommended to clients, but only if there is a large and active market for such security, so that all firm employee, affiliates and client transactions together will not have a significant impact on the market price of the security. Nottingham also reserves the right to take investment positions which are different from or inconsistent with those which it recommends to clients.