

**Schedule F of  
Form ADV  
Continuation Sheet for Form ADV  
Part II**

Applicant: Westover Capital Advisors, LLC	SEC File Number: 801-	Date: 03/04/2009
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: Westover Capital Advisors, LLC	IRS Empl. Ident. No.: 51-0394662
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Item of Form (identify)	Answer
1.D	<p>This brochure provides information about the qualifications and business practices of Westover Capital Advisors, LLC (hereinafter "WCA"). Please contact Murray Sawyer, President &amp; Managing Member of WCA, if you have any questions about the contents of this brochure. 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.</p> <p>Additional information about WCA is available on the Internet at <a href="http://www.adviserinfo.sec.gov">www.adviserinfo.sec.gov</a>. You can search this site by a unique identifying number, known as a CRD number. The CRD number for WCA is 126520.</p> <p><b><u>ADVISORY SERVICES</u></b></p> <p><b>PORTFOLIO MANAGEMENT SERVICES:</b></p> <p>WCA provides Investment Supervisory Services, defined as giving advice to a client and making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, WCA develops a client's personal asset allocation model and creates and manages a portfolio based on that model. WCA will manage advisory accounts on a discretionary and non-discretionary basis. The investment model will contain assets in classes that WCA believes, based on historical data, have attractive combinations of return, risk, and correlation. Account supervision is guided by the objectives of the client in conjunction with his particular investment model.</p> <p>For each account, WCA creates a portfolio consisting of one or more of the following: individual equities, fixed instruments, exchange traded funds (ETFs), cash, and load, no-load and load-waived mutual funds. WCA allocates the client's investable assets among various instruments taking into consideration the asset allocation model selected by the client. Should mutual funds be used, they will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between market capitalization and market sectors is determined by each client's individual needs and circumstances. Clients have the opportunity to place reasonable restrictions on the types of investments to be made on the client's behalf. Clients retain ownership of all holdings.</p>

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	<p><b>CONSULTING SERVICES:</b></p> <p>Clients can also receive investment advice on a more limited basis. This may include advice on other area(s) of concern such as estate planning, retirement planning, reviewing a client's existing portfolio, or any other specific topic. WCA also provides specific consultation and administrative services regarding investment and financial concerns of the client.</p> <p>Additionally, WCA provides advice on non-securities matters. Generally, this is in connection with the rendering of estate planning, retirement planning, philanthropic and charitable planning, bill payment, as well as trust, insurance and/or annuity advice.</p>

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	<p><b>ADVISORY FEES</b></p> <p><b>PORTFOLIO MANAGEMENT:</b></p> <p>The annual fee for portfolio management services will be charged as a percentage of assets under management, according to the following schedule:</p> <table style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;">Assets under management</th> <th style="text-align: right;">Annual Fee (%)</th> </tr> </thead> <tbody> <tr> <td>First \$3,000,000</td> <td style="text-align: right;">1.50%</td> </tr> <tr> <td>Next \$2,000,000</td> <td style="text-align: right;">1.00%</td> </tr> <tr> <td>Remaining Balance</td> <td style="text-align: right;">0.75%</td> </tr> </tbody> </table> <p>Typically, clients will not be charged a fee greater than 1.50% of the client's assets under management. Fees typically fall between 1.00% and 1.50%. Non-discretionary accounts may be charged an additional 0.25%.</p> <p>A client relationship minimum of \$1,000,000 of assets under management is generally required for WCA's investment advisory services. Nevertheless, a client's acceptable relationship size may be less under certain circumstances. In addition, WCA may group certain related clients for the purposes of achieving the minimum account size and determining the annualized fee.</p> <p>Clients are invoiced on a calendar quarter in advance, based upon the value of the assets at the end of the previous quarter, except that for the initial period, clients are charged based on the value of the assets at the end of the previous month, pro-rated for the remainder of the initial calendar quarter.</p> <p><b>CONSULTING SERVICES:</b></p> <p>Consulting fees will be charged in one of two ways:</p> <ol style="list-style-type: none"> <li>1. As a fixed fee, typically ranging from \$500 - \$5,000, depending on the nature and complexity of each client's circumstances.</li> <li>2. On an hourly basis, ranging from \$150 - \$500 per hour, depending on the nature and complexity of each client's circumstances. If appropriate, an estimate for total hours may be determined at the start of the advisory relationship.</li> </ol>	Assets under management	Annual Fee (%)	First \$3,000,000	1.50%	Next \$2,000,000	1.00%	Remaining Balance	0.75%
Assets under management	Annual Fee (%)								
First \$3,000,000	1.50%								
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	<p><b>GENERAL INFORMATION ON FEES:</b></p> <p><u>Negotiability of Fees:</u> In certain circumstances, WCA fees may be negotiable.</p> <p><u>Fee Calculation:</u> The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Investment Advisers Act of 1940, as amended).</p> <p><u>Termination of Advisory Relationship:</u> A client agreement may be canceled at any time, by either party, for any reason upon delivery of written notice. Upon termination of any account, any prepaid unearned fees will be promptly refunded, and any earned unpaid fees will be due and payable.</p> <p><u>Mutual Fund &amp; ETF Fees:</u> Fees paid to WCA for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. Those fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or ETF directly, without the services of WCA. In that case, the client would not receive the services provided by WCA which are designed, among other things, to assist the client in determining which mutual fund(s) or ETF(s) are most appropriate to each client's financial condition and objectives.</p> <p><u>Advisory Fees in General:</u> Clients should note that similar advisory services may be available from other registered investment advisers for similar, higher or lower fees.</p> <p><u>Proxy Voting:</u> As a matter of firm policy and practice, WCA does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. WCA, however, may provide advice to clients regarding the clients' voting of proxies.</p>

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5.	<p><b><u>EDUCATION AND BUSINESS STANDARDS</u></b></p> <p>Advisory persons associated with WCA must possess, minimally, a college degree and/or appropriate business experience and all required licenses.</p>
6.	<p><b><u>EDUCATION AND BUSINESS BACKGROUND</u></b></p> <p>The principal, H. Murray Sawyer, Jr., was born January 10, 1946. He holds a J.D. degree issued from Vanderbilt University in 1971. He received his undergraduate degree from the University of North Carolina (Chapel Hill) in 1968. He is a lawyer admitted to practice in Delaware. He is also Chairman of The RAL Group, LLC, which is the holding company for three incorporation service companies providing company formation and filing services nation-wide. Since 2000 he has been engaged in all three activities, but his principal business and vast majority of his time has been spent providing investment management advice through Westover Capital to its clients. He holds a Series 65 license.</p> <p><b>H. MURRAY SAWYER, Jr.</b> <span style="float: right;">BORN: 01/10/1946</span> Education:</p> <p>B.A., American Studies, University of North Carolina, Chapel Hill, NC, 1968; Juris Doctor, Law, Vanderbilt University, Nashville, TN, 1971.</p> <p>Employment History: President, Managing Member &amp; CIO, Westover Capital Advisors, LLC, Wilmington, DE, 2000 to present;</p> <p>Chairman, The RAL Group, LLC, Wilmington, DE, 1/79 to present;</p> <p>Attorney-at-Law, solo practice, Wilmington, DE, 2002 to present;</p> <p>Founding Partner, Sawyer, Akin &amp; Herron, P.A., (or its predecessor firms) Wilmington, DE, 1/78 to 09/02;</p> <p>Partner, Berg, Komissaroff &amp; Sawyer, P.A. Wilmington, DE, 10/73 to 12/77;</p> <p>Deputy Attorney General, State of Delaware, 3/72 to 9/73;</p>

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	<p>Associate, Richards, Layton &amp; Finger, PA, Wilmington, DE 12/71 to 2/72</p> <p><b>HAROLD M. SAWYER, III</b></p> <p>Harold M. Sawyer, III, Vice President and Chief Compliance Officer, was born February 13, 1975. He holds a B. S. of Psychology which he received from the University of North Carolina (Chapel Hill) in 1997. In 2004, he completed his M.B.A., graduating with honors from the University of North Carolina's Kenan-Flagler Business School and also completed the CFA program earning the right to use the Chartered Financial Analyst designation.</p> <p><b>HAROLD M. SAWYER, III</b> <span style="float: right;">BORN: 02/13/1975</span></p> <p>Education:</p> <p>B.S., Psychology, University of North Carolina, Chapel Hill, NC, 1997; M.B.A., University of North Carolina, Chapel Hill, NC, 2004.</p> <p>Employment History:</p> <p>Vice President &amp; CCO, Westover Capital Advisors, LLC, Wilmington, DE, 2008 to present;</p> <p>Research Associate, Tucker Capital, 2004 to 2008</p> <p>Equity Trader, Jurika &amp; Voyles, 1997 to 2002</p>

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7.C & 8.C(8)	<p><b><u>OTHER BUSINESS ACTIVITIES</u></b></p> <p>H. Murray Sawyer, Jr. is an attorney licensed to practice law in Delaware and Pennsylvania. Legal services provided by Mr. Sawyer are separate and distinct from the advisory services offered by WCA. No WCA client is obligated to use Mr. Sawyer for any legal services.</p> <p>H. Murray Sawyer, Jr. is the Chairman and majority owner of The RAL Group, LLC, which is the holding company for several incorporation service companies providing company formation services nation-wide. The RAL Group is a privately held company. Mr. Sawyer is generally not involved in the day to day operations of that business.</p> <p>Mr. Sawyer spends the majority of his time on WCA advisory activities.</p>

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9.E	<p><b><u>PARTICIPATION OR INTERESTS IN CLIENT TRANSACTIONS</u></b></p> <p>WCA has adopted a Code of Ethics consistent with the Advisers Act requirements. WCA's Code of Ethics provides for a high ethical standard of conduct for all WCA's professionals and employees, compliance with federal securities laws, and policies and procedures for the reporting of certain personal securities transactions on a quarterly basis and initial and annual security holdings by WCA's professionals and employees. The ideals of honesty, integrity and trust are the hallmarks of WCA's professional conduct for all its employees. Among other things, WCA's Code of Ethics also requires the prior approval of any IPO and private placement investments, supervisory reviews, enforcement and record keeping. A copy of WCA's Code of Ethics is available to WCA's advisory clients upon written request to H. Murray Sawyer, Jr. at WCA's principal address.</p> <p>WCA or individuals associated with WCA may buy or sell securities identical to or different than those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.</p> <p>It is the policy of WCA that no officer, member or employee of WCA may purchase or sell any security on any one day in advance of an identical or similar transaction being implemented for an advisory account, thereby, preventing WCA employees from potentially benefiting from transactions placed on behalf of WCA's advisory accounts.</p> <p>As these situations represent a conflict of interest, WCA has established the following restrictions in order to ensure its fiduciary responsibilities:</p> <p>1) A director, (officer or member) or employee of WCA shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No persons employed by WCA shall prefer his or her own interest to that of WCA's advisory client.</p> <p>2) WCA maintains a list of all securities holdings of its members and employees, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by WCA's Chief Compliance Officer.</p>

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	<p>3) WCA acknowledges the unrestricted right of any of its clients to decline to implement any advice tendered.</p> <p>4) WCA acknowledges the unrestricted right of any of its clients to select any broker-dealer he wishes.</p> <p>5) WCA requires that all members and employees act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.</p> <p>6) Any individual not acting in observance of the above requirements may be subject to termination.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 9

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10.	<p><b><u>CONDITIONS FOR MANAGING ACCOUNTS</u></b></p> <p>The minimum client relationship size for WCA accounts will generally be \$1,000,000. Minimum relationship size limitations may be waived in WCA's discretion based on a client's particular circumstances.</p>
11.A	<p><b><u>REVIEWS AND REVIEWERS OF ACCOUNTS</u></b></p> <p><b>PORTFOLIO MANAGEMENT</b></p> <p>The underlying securities within Portfolio Management Services accounts are regularly monitored. Each individual account is reviewed at least annually and most accounts are reviewed more frequently than that. Murray Sawyer, Jr and Harold M. Sawyer, III are the account managers and the individuals responsible for the supervision and review of all investment accounts. Accounts are reviewed in the context of each client's stated asset allocation agreement and the current market environment. Reviews more frequent than annually may be triggered by material changes in variables such as the client's individual circumstances, the markets, or political or the economic matters. Consideration is given to the interest rate environment for the debt investments and the timing of their purchases. Both Morningstar and Value Line rating services (including Value Line Select, Ratings and Reports, Special Situations as well as Morningstar Stock Investor), as well as brokerage recommendations, including those from Merrill Lynch and Charles Schwab, are relied upon in helping to determine what to buy and when to sell, as well as fundamental and, occasionally technical, analysis independently conducted by WCA. WCA is presently a two-person firm: Murray Sawyer, Jr. and Harold M. Sawyer, III. They perform the analysis personally using the data secured from the sources noted above for their decision-making.</p>

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11.B	<p><b><u>REGULAR REPORTS PROVIDED TO CLIENTS</u></b></p> <p><b>PORTFOLIO MANAGEMENT:</b></p> <p>Clients receive monthly or quarterly statements and confirmations of transactions from their broker dealers. If clients choose Merrill Lynch as their custodian they also may choose to receive annual and semi-annual Performance Reports. Other custodians may also provide annual performance reporting information. Additionally, H. Murray Sawyer, Jr. and Harold M. Sawyer, III meet with clients at least once annually, either in person or by phone, unless the client declines the invitation. The annual review with a client includes portfolio positions, values, market commentary and performance among other things. WCA may provide additional information by special agreement with advisory clients.</p> <p><b>CONSULTING SERVICES:</b></p> <p>These client accounts will receive reports as contracted for at the inception of the advisory relationship.</p>
12.A(1) & 12.A(2)	<p><b><u>INVESTMENT DISCRETION</u></b></p> <p>For clients who permit WCA to hold discretionary investment authority, WCA requires that the client acknowledge said authority in the Investment Management Agreement the client signs preceding the engagement. WCA customarily advises the client by email, and sometimes by phone, of purchase and sales it has made on behalf of the client. Transactions are also reflected on the brokerage statement received by the client.</p>

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12.B	<p><b><u>BROKERAGE RECOMMENDATIONS</u></b></p> <p><b>PORTFOLIO MANAGEMENT:</b></p> <p>WCA does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid. Clients must direct WCA to the broker dealer they wish to be used. In directing the use of a particular broker or dealer, it should be understood that WCA will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. In addition and if the brokers are different, a disparity in commission charges may exist for WCA's clients.</p> <p>WCA recommends Merrill Lynch to clients who are in need of brokerage, trading and custodial services. WCA clients must evaluate this broker themselves before opening an account with Merrill. The factors considered by WCA when making this recommendation are the broker's ability to provide professional services, WCA's years of experience with the broker, the broker's reputation, the broker's quality of execution services and the costs of such services, among other factors. Clients are under no obligation to effect trades through any WCA-recommended broker.</p> <p>As a consequence of the Merrill Lynch-WCA relationship, WCA receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13.A. of this Schedule F narrative).</p>

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13.A	<p><b><u>ADDITIONAL COMPENSATION</u></b></p> <p>WCA recommends Merrill Lynch in part because Merrill will provide discounted commissions and fee charges to WCA's clients. Specifically, the client is charged five cents per share on equity trades and is afforded institutional prices on debt obligations. While there is no direct linkage between the investment advice given by WCA and Merrill Lynch, economic benefits are received by WCA's clients which would not ordinarily otherwise be received. These benefits include: discounted commission and fee charges, preparation of performance reports, timely responses to all inquiries and fast execution of WCA's orders. WCA also has the benefit of using a specifically dedicated team at Merrill, including a broker and three administrative account representatives, to service WCA's clients and their accounts. WCA does not rely solely on Merrill's equity recommendations but generally relies on Merrill's debt inventory and recommendations in the fixed income arena. WCA receives no products or research not otherwise available to Merrill's retail customers.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 13