FORM ADV PART 2A

Disclosure Brochure March 12, 2018

StillBlue Financial Partners, LLC

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This brochure provides information about the qualifications and business practices of StillBlue Financial Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 904-296-9636. 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 StillBlue Financial Partners, LLC is available on the SEC's website at www.adviserinfo.sec.gov. StillBlue Financial Partners, LLC is a registered investment adviser.

Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our firm's last annual updating amendment dated January 23, 2017, we have made no material changes to our Form ADV Part 2A.

Item 3 Table of Contents

Item 4 Advisory Business

Description of Services and Fees
StillBlue Financial Partners, LLC is a registered investment adviser with a business model built on flexibility (a network of Investment Adviser Representatives ("IARs") and based in Jacksonville, Florida and Boca Raton, FL. We are organized as a limited liability company under the laws of the State of Florida. We have been providing investment advisory services since 2013. Joseph L Smith and Melissa L Manley are our principal owners. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- Portfolio Management Services
- Financial Planning/Consulting Services
- Selection of Other Advisers
- Pension/Retirement Plan Consulting Services

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "SFP", "we", "our" and "us" refer to StillBlue Financial Partners, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm.

Portfolio Management Services
Through our IARs, the firm manages individually tailored investment portfolios for clients. We provide continuous advice regarding the investment of client funds based on the individual needs of the client. Our Investment Committee ("IC") conducts ongoing investment research and investment model development/analysis for IAR construction purposes of their own client individualized portfolios and may deviate from IC investment models. Through personal discussions in which goals and objectives based on a client's particular circumstances are established by its selected IAR(s), a client's personal investment policy or individual investment plan is developed and a portfolio based on that policy or plan is created and managed. During the data-gathering process, the IAR will typically determine the client's individual objectives, time horizons, risk tolerance, net worth, net income, age, tax situation, liquidity needs, and other suitability factors, as necessary.

For our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

Financial Planning/Consulting Services
Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. The key defining aspect of financial planning is that through the financial planning process, all questions, information and analysis will be considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service will receive a written report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. In general, the financial plan may address any or all of the following areas of concern:

- Personal: Family records, budgeting, personal liability, estate information and financial goals;
- Tax & Cash Flow: Income tax and spending analysis and planning for past, current and future years. We may illustrate the impact of various investments on a client's current income tax and future tax liability;
- Death & Disability: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis;
- Retirement: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals;
- Investments: Analysis of investment alternatives and their potential effect on a client's portfolio;
- Estate: Analysis of financial issues with respect to living trusts, wills, estate tax, powers of attorney, asset protection plans, nursing homes, Medicare and/or Medicaid and elder law; and
- Insurance: Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.

Our IARs gather required client information through a combination of in-depth personal interviews and telephone and electronic communications. Information gathered includes a client's current financial status, tax status, future goals, return objectives and attitudes towards risk. IARs carefully review supporting documents supplied by the client. Financial planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature. The implementation of any specific financial plan recommendations is entirely at the client's discretion.

Typically, the financial plan will be presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided to SFP by the client. Clients can also receive investment advice on a more limited basis. This may include advice on isolated area(s) of concern such as estate planning, retirement planning, insurance issues, annuity advice, or any other specific topic.

Selection of Other Advisers
We may also, when appropriate, recommend direct investment with independent third-party managers ("MM"), typically when those managers demonstrate knowledge and expertise in a particular investment strategy.

As part of this service, we perform management searches of various registered investment advisers. Based on a client's individual circumstances and needs (as described in each client's Investment Policy Statement ("IPS") we will determine which selected registered investment adviser's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the input of each client and the investment philosophy of the selected registered investment adviser. We encourage clients to review each third-party manager's disclosure document regarding the particular characteristics of any program and managers selected by us.

We will regularly and periodically monitor the performance of the selected registered investment adviser(s). If we determine that a particular selected registered investment adviser(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's IPS or desired performance, we will remove the client's assets from that selected registered investment adviser(s) and place the client's assets with another registered investment adviser(s) at our discretion and without prior consent from the client.

It is our aim to conduct appropriate due diligence on all independent third-party managers, making reasonable inquiries into their performance calculations, policies and procedures, Code of Ethics, other operational and compliance matters deemed important to account performance and risk management.

Pension/Retirement Plan Consulting Services
We provide several pension/retirement consulting services separately or in combination. Clients may choose to use any or all of these services.

• *Investment Policy Statement ("IPS") Development or Review*
Our IARs will meet with the client in person and/or over the telephone to determine or review the client's investment needs and goals. For clients without an existing IPS, we will prepare a written IPS stating their needs and goals and encompassing a policy under which these goals are to be achieved. The IPS will also list the criteria for the selection of investment vehicles and the procedures and timing interval for monitoring investment performance.

• *Selection of Investment Vehicles and Independent Money Managers*
We review various investments, consisting primarily of mutual funds, service providers and strategies to determine which ones are appropriate to implement the client's IPS.

Based on a client's individual circumstances and needs, we determine which independent manager's portfolio may be appropriate for that client. Factors we consider in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the independent adviser. If we believe that a selected independent adviser is not performing adequately or if we believe that a different manager is more suitable for a client's particular needs, then we may suggest that a client contract with a different adviser. While we may assist the client in selecting a new adviser, retaining a particular new adviser is solely at the discretion of the client.

• *Monitoring of Investment Procedures and Performance*
We will monitor client investments periodically based on the procedures and timing intervals delineated in the IPS. Although we will not be involved in any way in the purchase or sale of these investments, we will monitor the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate. The frequency of reviews will be determined by the client's needs and the IPS.

• *Employee and/or Plan Participant Communications:*
For pension, retirement, profit sharing and 401(k) plan clients in self-directed plans, we will provide periodic educational support and investment workshops designed for the plan participants. Topics to be discussed will be determined in conjunction with the plan sponsor and in accordance with guidelines established in ERISA Section 404(c). The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Types of Investments
Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will primarily include advice regarding no-load or load-waived mutual funds and exchange-traded funds ("ETFs"). On a limited and as-needed or as-requested basis, client portfolio holdings may also include exchange-listed and over-the-counter securities, corporate debt securities, Master Limited Partnerships ("MLPs"), United States governmental securities, certificates of deposit, warrants, commercial paper, and municipal securities. We offer advice on all types of investments including any investments we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management
As of February 23, 2018, we managed approximately $46,721,476 in client assets on a discretionary

basis, and approximately $8,123,413 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

Portfolio Management Services
Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

Investment Adviser Fee Schedule

Assets Under Management	Annualized Fee*
$0 - $500,000	1.50%
$500,001 - $1,000,000	1.25%
$1,000,0001 - $3,000,000	1.00%
$3,000,0001 - $5,000,000	0.75%
$5,000,001 and above	0.50%

*Our annual portfolio management fee is billed and payable quarterly in arrears based on the value of your account on the last day of the quarter.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when the following requirements are met:

- You provide our firm with written authorization permitting the fees to be paid directly from your account held by the qualified custodian.
- We send you a fee statement showing the amount of the fee, the value of the assets on which the fee is based, and the specific manner in which the fee was calculated.
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts dispersed from your account including the amount of the advisory fee paid directly to our firm.

You may terminate the portfolio management agreement upon 30-days' written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. We encourage you to reconcile our fee statement with the statement(s) you receive from the qualified custodian. If you find any inconsistent information between our fee statement and the statement(s) you receive from the qualified custodian, please call our main office number located on the cover page of this brochure.

Financial Planning Services
Your initial consultation for financial planning service will be complimentary. Thereafter, we charge an hourly fee of $275 for financial planning services, which is negotiable depending on the scope and complexity of the plan, your situation, and your financial objectives. An estimate of the total time/cost will be determined at the start of the advisory relationship. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee.

We require that you pay up to $500 of the fee in advance and the remaining portion upon the completion of the services rendered. We will not require prepayment of a fee more than six months in advance and in excess of $500.

You may terminate the financial planning agreement by providing written notice to our firm. You will incur a pro rata charge for services rendered prior to the termination of the agreement. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

Selection of Other Advisers
Advisory fees charged by MMs are separate and apart from our advisory fees. Assets managed by MMs will be included in calculating our advisory fee, which is based on the fee schedule set forth in the *Portfolio Management Services* section in this brochure. Advisory fees that you pay to the MM are established and payable in accordance with the brochure provided by each MM to whom you are referred. These fees may or may not be negotiable. You should review the recommended MM's brochure and take into consideration the MM's fees along with our fees to determine the total amount of fees associated with this program.

You will be required to sign an agreement directly with the recommended MM(s). You may terminate your advisory relationship with the MM according to the terms of your agreement with the MM. You should review each MM's brochure for specific information on how you may terminate your advisory relationship with the MM and how you may receive a refund, if applicable. You should contact the MM directly for questions regarding your advisory agreement with the MM.

Pension/Retirement Plan Consulting Services
The compensation arrangement for these services will be:

Investment Adviser Fee Schedule		
	Account Value	**Annualized Asset Based Fee**
Breakpoints and Fees	$0 - $500,000	0.50%
	$500,001 - $1,000,000	0.40%
	$1,000,0001 - $2,500,000	0.35%
	$2,500,000+	0.25%

Generally, however, our compensation arrangements for these services will be the same as those for our Portfolio Management Services as discussed above. Either party to the pension consulting agreement may terminate the agreement upon 30-days' written notice to the other party.

Additional Fees and Expenses
As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or

brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this brochure.

Compensation for the Sale of Other Investment Products
Persons providing investment advice on behalf of our firm may also be licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

Any material conflicts of interest between you and our firm, or our employees, are disclosed in this Disclosure Brochure. If at any time, additional material conflicts of interest develop, we will provide you with written notification of the material conflicts of interest or an updated Disclosure Brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's a ccount. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals and other business entities. In general, we r equire a minimum of $100,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size.

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

Each IAR's investment style, philosophy and strategy, as well as each client's specific goals and investment objectives, methods of analysis employed and investment strategies used may vary significantly. As an illustrative generalization, our IARs employ the following types of analysis to formulate client recommendations:

Fundamental Analysis: Fundamental analysis of a business involves analyzing its income statement, financial statements and health, its management and competitive advantages, and its competitors and markets. The fundamental analysis school of thought maintains that markets may misprice a security in the short run but that the "correct" price will eventually be reached. Profits can be made by trading the mispriced security and then waiting for the market to recognize its "mistake" and re-price the security. Our IARs monitor the macroeconomic environment looking for undervalued asset classes and industries.

However, fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. Therefore, unforeseen market conditions and/or company developments may result in significant price fluctuations that can lead to investor losses.

Asset Allocation: Alternatively, rather than focusing primarily on securities selection, our IARs may attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Mutual Fund and/or ETF Analysis: Our IARs look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest successfully over a period of time and in different economic conditions. The IARs also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other fund in the client's portfolio. The IARs also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as with all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable of the client's portfolio.

Third-Party Manager Analysis: Our IARs examine the experience, expertise, investment philosophies, and past performance of independent third-party managers in an attempt to determine if a manager has demonstrated an ability to invest over a period of time and in different economic conditions. They monitor the manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of their due-diligence process, the IARs may survey the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager's portfolio, there is also a risk that a manager may deviate from the stated investment strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the manager's daily business and compliance operations, it is possible for us to miss the absence of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks for all forms of analysis: Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, provide accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information. SFP customizes its model portfolios based on the risk profile and time horizon of a given model. SFP outlines five risk based strategies: conservative, moderately conservative, moderate, moderately aggressive and aggressive. These models and their updates are provided to all SFP IARs on an ongoing basis. However, as stated in Item 4 of this Brochure, the IARs are free to deviate from the models provided to them. Most SFP client portfolios are designed based on the principles of modern portfolio theory.

Modern Portfolio Theory (MPT): The focus of modern portfolio theory is to maximize portfolio expected return for a given amount of portfolio risk. SFP IARs manage risk by allocating portions of client portfolios to asset classes that have historically demonstrated low levels of correlation with one another. Historically, portfolios assembled with securities with low levels of correlation are expected to have lower standard deviations. The following investment strategies may be employed during the implementation of recommendations based on modern portfolio theory:

Long-term purchases: IARs mostly purchase securities with the idea of holding them in the clients account for a year or longer. They may do this because they believe the securities to be currently undervalued. They may do this because they want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if expectations prove incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: At times, IARs may also purchase securities for clients with the expectation of selling them within a relatively short time (typically a year or less). They may do this in an attempt to take advantage of conditions that they believe will soon result in a price swing in the securities they purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading: On very rare occasions, IARs may purchase securities with the idea of selling them very quickly (typically within 30 days or less). They may do this in an attempt to take advantage of our belief that the security will experience brief price swings.

A risk in a short-term purchase is the potential for sudden losses if the anticipated price swing does not materialize. Moreover, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as the less favorable tax treatment of short-term capital gains.

Margin transactions: On occasion, IARs may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows us to purchase more stock than we would be able to with your available cash, and allows us to purchase stock without selling other holdings. It may also be used to meet client liquidity needs.

A risk of margin trading is that, in volatile markets, securities prices can fall very quickly. If the value of the securities in your account minus what you owe the broker-dealer falls below a certain level, the broker-dealer will issue a "margin call", and you will be required to sell your position in the security purchased on margin or add more cash to the account. In some circumstances, you may lose more money than you originally invested.

Option writing: On very rare occasions, IARs may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. IARs may buy a call if they believe that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. IARs will buy a put if believe that the price of the stock will fall before the option expires.

IARs may use options to speculate on the possibility of a sharp price swing. They may also use options to "hedge" a purchase of the underlying security; in other words, they will use an option purchase to limit the potential downside of a security they have purchased for your portfolio. IARs may use "covered calls", in which they sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss. IARs may use a "spread strategy", in which they purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors. A risk of spread strategies is that the ability to fully profit from a price swing is limited.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets. Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First-In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss
Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal. Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities
As disclosed under the *Advisory Business* section in this brochure, we primarily recommend no-load or load-waived mutual funds and exchange-traded funds ("ETFs"). However we recommend all types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with that investment.

Mutual Funds and ETFs: Mutual funds and exchange traded funds (ETFs) are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Exchange traded funds differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

Item 9 Disciplinary Information

StillBlue Financial Partners, LLC has been registered and providing investment advisory services since 2013. Neither our firm nor any of our management persons has any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

Joseph L. Smith, Principal, is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Smith for insurance related activities. This outside business activity presents a conflict of interest because Mr. Smith may have a financial incentive to recommend insurance products to you for. In efforts to mitigate this conflict of interest, it is our firm's policy and fiduciary duty to act in our client's best interest. Clients are under no obligation, contractually or otherwise, to purchase insurance products from Mr. Smith.

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

Description of Our Code of Ethics
We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions
Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices
Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

The Custodian and Brokers We Use
We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 - Custody*, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker/dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see "*Your Brokerage and Custody Costs*").

How We Select Brokers/Custodians
We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)

- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see "*Products and Services Available to Us From Schwab*")

Your Brokerage and Custody Costs
For our clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. For some accounts, Schwab may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. This commitment benefits you because the overall [commission rates [and] asset-based fees] you pay are lower than they would be otherwise. In addition to [commissions [and] asset-based fees], Schwab charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How We Select Brokers/Custodians*").

Products and Services Available to Us From Schwab
Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage— trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Following is a more detailed description of Schwab's support services:

Services That Benefit You. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)

- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us.
Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services
The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep their assets in accounts at Schwab. This may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "*How We Select Brokers/Custodians*") and not Schwab's services that benefit only us. We do not believe that recommending our clients to collectively maintain assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Brokerage for Client Referrals
We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage
In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. This practice may prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades
Typically, our IARs do not block client trades. Thus, they implement client transactions separately for each account. Due to this practice, certain client trades may be executed before others, at a different price and/or commission rate. Additionally, our clients may not receive volume discounts available to advisers who block client trades. If an IAR should determine that aggregation of trades in a certain situation will be beneficial to our clients, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed from each client account on any given day. Clients

should carefully review the disclosure documents of selected third-party managers and/or program sponsor(s) for detailed information about their best execution, aggregation and allocation practices.

Item 13 Review of Accounts

Portfolio Management and Retirement Plan Account Reviews
Model portfolios provided to IARs are monitored by the SFP Investment Committee ("IC") on an ongoing basis and rebalanced at least twice a year. Models portfolios are reviewed in the context of the investment objectives and guidelines of each model. The IC is currently comprised of Joseph L Smith, Managing Member, of StillBlue Financial Partners, LLC and Melissa L Manley, Managing Member, of StillBlue Financial Partners, LLC.

Each IAR is ultimately responsible for reviewing his/her client's investment portfolios. IARs will continuously monitor the underlying securities within client accounts as well as any selected third-party managers/programs and perform at least annual formal account reviews. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Firm-wide investment strategy shifts and significant political and macroeconomic events may also trigger reviews.

We will not provide you with additional or regular written reports in conjunction with account reviews. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

Financial Planning/Consulting Account Reviews
We provide these clients with relevant financial analysis. We do not typically provide any periodic or on-going reviews or additional reports unless otherwise specified at the inception of the advisory relationship.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with Schwab.

As disclosed under the *Fees and Compensation* section in this brochure, Mr. Joseph L Smith provides investment advice on behalf of our firm and is a licensed insurance agent. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the *Fees and Compensation* section.

Item 15 Custody

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees when you specifically authorize us to do so. This ability to deduct our advisory fees from your accounts causes our firm to exercise "limited" custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fees deducted from your account.

You should compare our statements with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement, or if you did not receive a statement from your custodian, please contact us directly at the telephone number on the cover page of this brochure.

Item 16 Investment Discretion

For clients granting us discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for their account(s), we require that such authority be granted in writing, typically in the executed investment management agreement. With respect to the use of third-party managers, our firm does not manage these client portfolios, or this portion of these client assets, in the traditional sense. Rather, we monitor the managers. As such, the client may grant us the authority to hire and fire the selected registered investment adviser(s) directly. Discretionary investment authority granted to us may be delegated by us to selected third-party managers without prior client consent.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing and are subject to SPF approval. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

Without exception, we will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than $500 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Item 19 Requirements for State-Registered Advisers

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.

Our firm is not actively engaged in any business other than giving investment advice.

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings or administrative proceedings.

Neither our firm, nor any of our management persons have a material relationship or arrangement with any issuer of securities.

Item 20 Additional Information

Your Privacy
We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors
In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, you will keep the profit.

Class Action Lawsuits
We do not determine if securities held by you are the subject of a class action lawsuit. Moreover, we do not determine whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf.

Melissa L Manley

StillBlue Financial Partners, LLC
301 W. Bay Street Suite 14111
Jacksonville, FL 32202

Telephone: 904-296-9636
Facsimile: 904-212-0819

www.stillbluefinancial.com

March 12, 2018

FORM ADV PART 2B BROCHURE SUPPLEMENT

This brochure supplement provides information about Melissa L Manley that supplements the StillBlue Financial Partners, LLC brochure. You should have received a copy of that brochure. Please contact us at 904-296-9636 if you did not receive StillBlue Financial Partners, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Melissa L Manley is available on the SEC's website at www.adviserinfo.sec.gov.

Form ADV 2B Brochure Supplement for Melissa L Manley

Item 2 Educational Background and Business Experience

Year of Birth: 1980
Education after high school:

- University of North Florida, BA Management, 2006

Business Background for the last five years:

- StillBlue Financial Partners, LLC, CCO/Managing Member, 08/2013 to present
- Independent Financial Partners, Investment Adviser Representative, 08/2011 to 04/01/2014
- LPL Financial, Registered Representative, 04/2010 to 08/2013
- Morgan Stanley Smith Barney, Investment Adviser Representative, 06/2009 to 04/2010
- Citigroup Global Markets, Registered Representative, 03/2007 to 06/2009

Item 3 Disciplinary Information

Melissa L Manley does not have any reportable disciplinary disclosure.

Item 4 Other Business Activities

Melissa L Manley is not actively engaged in any other business or occupation (investment-related or otherwise) beyond her capacity as Managing Member of StillBlue Financial Partners, LLC. Moreover, Ms. Manley does not receive any commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 5 Additional Compensation

Melissa L Manley does not receive any additional compensation for providing advisory services beyond that received as a result of her capacity as Managing Member of StillBlue Financial Partners, LLC.

Item 6 Supervision

Joseph L Smith, Managing Member of StillBlue Financial Partners, LLC is responsible for supervising the advisory activities of Melissa L Manley. Joseph L Smith can be reached at 904-296-9636.

In the supervision of our associated persons, advice provided is based on the restrictions set by StillBlue Financial Partners, LLC, and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

Item 7 Requirements for State Registered Advisers

Melissa L Manley does not have, or has ever had, any reportable arbitration claims. Ms. Manley has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.

Joseph L. Smith, CFP®

StillBlue Financial Partners, LLC

301 W. Bay Street Suite 14111
Jacksonville, FL 32202

Telephone: 904-296-9636
Facsimile: 904-212-0819

www.stillbluefinancial.com

March 12, 2018

FORM ADV PART 2B
BROCHURE SUPPLEMENT

This brochure supplement provides information about Joseph L. Smith that supplements the StillBlue Financial Partners, LLC brochure. You should have received a copy of that brochure. Please contact us at 904-296-9636 if you did not receive StillBlue Financial Partners, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Joseph L. Smith is available on the SEC's website at www.adviserinfo.sec.gov.

Form ADV 2B Brochure Supplement for Joseph L. Smith

Item 2 Educational Background and Business Experience

Financial Adviser: Joseph L. Smith, CFP®
Year of Birth: 1978
Education after high school:

- University of Florida, BS, Business Administration with Honors, 2001

Business Background for the last five years:

- StillBlue Financial Partners, LLC, President/Managing Member, 10/2013 to present
- Independent Financial Partners, Investment Adviser Representative, 05/2010 to 04/01/2014
- LPL Financial, Registered Representative, 03/2010 to 08/2013
- Morgan Stanley Smith Barney, Registered Representative, 06/2009 to 03/2010
- Citigroup Global Markets, Registered Representative, 07/2007 to 06/2009

Professional Designation:

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional*

- *Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

Joseph L. Smith does not have, nor has he ever had, any disciplinary disclosure.

Item 4 Other Business Activities

Joseph L. Smith is separately licensed as an independent insurance agent. In this capacity, he can effect transactions in insurance products for his clients and earn commissions for these activities. The fees you pay our firm for advisory services are separate and distinct from the commissions earned by Mr. Smith for insurance related activities. This outside business activity presents a conflict of interest because Mr. Smith may have a financial incentive to recommend insurance products to you for. In efforts to mitigate this conflict of interest, it is our firm's policy and fiduciary duty to act in our client's best interest. Clients are under no obligation, contractually or otherwise, to purchase insurance products from Mr. Smith.

Item 5 Additional Compensation

Please refer to the *Other Business Activities* section above for disclosures on Mr. Smith's receipt of additional compensation as a result of his activities as a licensed insurance agent.

Also, please refer to the *Fees and Compensation* section and the *Client Referrals and Other Compensation* section of StillBlue Financial Partners, LLC's firm brochure for additional disclosures on this topic.

Item 6 Supervision

Melissa L. Manley, Chief Compliance Officer is responsible for supervising the advisory activities of Joseph L. Smith. Melissa L. Manley can be reached at 904-296-9636.

In the supervision of our associated persons, advice provided is based on the restrictions set by StillBlue Financial Partners, LLC, and by internal decisions as to the types of investments that may be included in client portfolios. We conduct periodic reviews of client holdings and documented suitability information to provide reasonable assurance that the advice provided remains aligned with each client's stated investment objectives and with our internal guidelines.

Item 7 Requirements for State Registered Advisers

Joseph L. Smith does not have, or has ever had, any reportable arbitration claims. Mr. Smith has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.