

FORM ADV**Part II - Page 1****Uniform Application for Investment Adviser Registration****OMB APPROVAL**

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Name of Investment Adviser: Passante Associates, LLC				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
216 Route 299	Highland	NY	12528	(845) 691-4035

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Passante Associates, LLC

SEC File Number:

801-62926

Date:

5/3/06

1. **A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.

(See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 98% |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 2% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 0% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | 0% |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does the applicant call any of the services it checked above financial planning or some similar term?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply):

- | | |
|--|---|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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Applicant:

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801- 62926

Date:

10/4/04

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | |
| <input type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> K. Interests in partnerships investing in: |
| | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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Applicant:

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Date:

12/17/08

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input checked="" type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?
- Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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Part II - Page 5

Applicant:

Passante Associates, LLC

SEC File Number:

801- 62926

Date:

10/4/04

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes

No



(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Financial planning accounts terminate upon presentation of the financial plan or completion of the consultations. Unless clients contract for on-going consultation services, no account reviews are performed. However, the applicant suggests that all clients have their financial plan reviewed and updated at least annually. If clients elect to do so, a new client agreement may be required and additional fees may be charged.

Managed accounts will be reviewed at least monthly. Accounts at other money managers will be reviewed when statements and/or reports are received from the money manager, usually quarterly.

The calendar is the main triggering factor, although changes in the client's financial situation and/or changes in market conditions may trigger a more frequent review. Each investment advisor representative will be responsible for reviewing their own client accounts.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Clients will receive statements and/or confirmations from the investment company, broker/dealer, clearing broker/dealer and/or money manager where each client's account is maintained.

Clients participation in FAP and/or LifeGuide may receive quarterly, monthly or on-demand reports showing the investment performance of their accounts from Securities America, Inc.

Clients participating in the Genworth program will receive monthly account statements, transaction ledgers and quarterly reports showing the investment performance of their account from Genworth.

Applicant:

Passante Associates, LLC

SEC File Number:

801-62926

Date:

3/15/00

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:
Passante Associates, LLCSEC File Number:
801-62926Date:
12/18/08

(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 Part I of Form ADV: Passante Associates, LLC	IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer
Part II, Page 2 #1D	<p style="text-align: center;">FINANCIAL PLANNING SERVICES</p> <p><u>Financial Plans</u></p> <p>The applicant provides financial planning services in the form of written and oral comprehensive and modular financial plans. A comprehensive plan can include, but is not limited to, the areas of retirement planning, estate planning, insurance planning and analysis, education planning and analysis, long term care planning and analysis and benefit plan analysis.</p> <p>Fees for financial plans can be either hourly or fixed, at the client's discretion. The initial meeting is free, and at that meeting the applicant's associated person will gather information from the client regarding his or her current situation, goals and objectives. If the client elects to proceed with a written or oral plan and selects an hourly fee, the associated person will inform the client of the estimated hours it will take to complete the service at a rate not to exceed \$150 per hour. The hourly rate is negotiable based upon the complexity of the client's situation and the actual services provided. These factors are also considered when estimating the hours needed to complete the requested services. The estimated hours are then multiplied by the quoted hourly rate to determine an estimated maximum fee for completion of the plan. If the client elects a fixed charge, the fee will generally range between \$100 and \$1,000, depending upon the complexity of the client's situation and the actual services to be provided.</p> <p>Whether hourly or fixed, all fees will be disclosed to the client prior to any services being provided. For hourly fees, clients will be billed for the actual time expended. If less time is needed than the original estimate, the client will be charged for the actual time expended by the associated person. If more time is needed than the original estimate, the associated person will contact the client about the additional time needed. The associated person will not proceed with additional work until the client has given permission to do so. Both hourly and fixed fees are due and payable upon presentation of the plan to the client.</p> <p>Both parties may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. No fees will be due as long as termination is received prior to presentation of the plan to the client.</p> <p><u>Consultations</u></p> <p>Clients not wishing to purchase a financial plan may also contract with the applicant for consultations on any topic of interest to them. Fees will be charged on an hourly basis. The client and the applicant's associated person will jointly determine how many hours are required to complete the requested consultation services. The hourly rate charged will not exceed \$150 per hour and is negotiable based upon the complexity of the client's situation and the actual services to be provided. The total hours agreed upon are multiplied by the quoted hourly rate to determine the total fixed fee charged to the client. All fees will be disclosed to the client prior to any services being provided. For consultation services that will be completed with one or two meetings, payment is due at the time the agreement for services is signed.</p> <p>Both parties may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. If services are terminated within five business days of executing the client agreement, services will be terminated without penalty. After the initial five business days, clients will be responsible for payment of fees for the number of hours expended by the applicant's</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Passante Associates, LLC

SEC File Number:
801-62926

Date:
12/18/08

(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 Part I of Form ADV: Passante Associates, LLC	IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer
Part II, Page 2 #1D (continued)	<p>associated person prior to the time notice of termination was received.</p> <p><u>Ongoing Consultations</u></p> <p>Clients desiring more than two consultations on financial planning, investment or other matters may contract with the applicant for ongoing consultation services. These services will be provided on a semi-annual basis, renewable on each six-month anniversary date if the client elects to do so. The associated person will provide the client with an estimate of the hours needed during the six-month contract period to complete the requested services; the client will also assist in determining the time required. The estimated hours will then be multiplied by a negotiable hourly rate to determine the total fee due. The hourly rate will not exceed \$150 per hour and is negotiable based upon the complexity of the client's situation and the actual services to be provided. All fees will be disclosed to clients prior to any services being provided, and the applicant will never charge more than \$500 more than six months in advance. Fees are billed quarterly in advance, with 50% of the total fee charged due at the time the contract for services is signed. The remainder of the fee is due at the beginning of the following quarter. Approximately two weeks prior to the start of the next quarter, the applicant will provide to the client a billing statement that is payable upon receipt.</p> <p>Clients desiring ongoing consultations on 401(k), qualified or other benefit plans will be charged on a fixed fee basis that is negotiable based upon the complexity of the client's situation and the actual services provided. The fixed fee will be billed quarterly in advance and will generally not exceed \$3,000 per quarter. Fees will be disclosed to clients prior to any services being provided and the first quarter's charge will be due at the time the contract for services is signed. The day the contract for services is signed is considered the first day of the billing quarter. Approximately two weeks prior to the start of the next quarter, the applicant will provide to the client a billing statement that is payable upon receipt. Ongoing benefit plan consultation services are provided on a semi-annual basis, renewable on each six-month anniversary date if the client elects to do so.</p> <p>Both parties may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. Services terminated within five business days of executing the client agreement will be terminated without penalty. If services are terminated after the initial five business days have passed, the applicant will retain the entire retainer paid by the client. If benefit plan consultation services are terminated after the initial five business days, clients will be responsible for the time expended by the applicant's associated person prior to the time notice of termination was received. If a refund of any prepaid fees is due to the client, fees will be refunded on a prorated basis.</p> <p><u>Newsletters</u></p> <p>Jerry Schwartz, one of the applicant's associated persons, contracts with an outside vendor to prepare general, educational and informational newsletters for his clients. Newsletters will be provided to his clients at no cost, and non-clients may also subscribe for this service free of charge. While other associated persons of the applicant do not offer newsletters at this time, they may do so in the future.</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Passante Associates, LLC

SEC File Number:
801-62926

Date:
12/18/08

(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 Part I of Form ADV: Passante Associates, LLC	IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer
Part II, Page 2 #1D (continued)	<p style="text-align: center;">ASSET MANAGEMENT SERVICES</p> <p><u>Management through Charles Schwab and Variable Annuity Companies</u></p> <p>The applicant provides investment management services, including giving continuous advice to a client based on the individual needs of the client. The applicant's associated persons will assist the client in establishing an account with Charles Schwab and/or variable annuity companies (which companies can include, but are not limited to, National Integrity/Integrity). At no time will the applicant and/or its associated persons act as custodian of any client account, nor will the applicant and/or its associated persons have access to a client's funds and/or securities. Charles Schwab and/or the variable annuity companies will maintain custody of all funds and securities. The applicant's associated persons will implement transactions in the client's account in their separate capacities as registered representatives of Securities America, Inc. (SAI), the associated persons' broker/dealer. However, fees charged for these management services will not be based upon transactions in the client's account.</p> <p>The annual management fees charged for this service will be negotiated, with each client based upon the complexity of the client's financial situation, the complexity of the services being provided and the dollar amount of assets under management. The maximum annual fee charged for this service will be 2% per year. The applicant's associated persons will quote an exact percentage to each client prior to services being provided.</p> <p>Management fees will be charged in advance and calculated at the beginning of each calendar quarter based on the market value of assets under management at the end of the previous calendar quarter. Management fees will be billed directly to the client or will be automatically deducted from the client's account by the account custodian. If fees will be automatically deducted from the account, the client will be required to provide Charles Schwab and/or the variable annuity companies with written authorization to have fees deducted from the account and paid directly to the applicant and/or its associated persons. Prior to the fee being deducted from the account, the applicant will provide the client with a management fee notification statement. The management fee notification statement will show the net fee to be deducted, the manner in which the fee was calculated, any adjustment to the fee and an explanation of any adjustment. A client account that is opened mid-period will be charged a prorated fee based upon the number of days the account is open in the first period.</p> <p>Either party may terminate services at anytime by submitting written notice to all appropriate parties. Termination will be effective upon receipt of such notice. If services are terminated within five business days of the client executing the client services agreement, services will be terminated without penalty. After the initial five business days, services will be terminated on a prorated basis based upon the number of days of services provided prior to receipt of notice of termination.</p> <p>Brokerage commissions are waived in the account. However, transaction ticket charges (the actual cost of each trade plus exchange fees) may be passed on to a client at the discretion of the applicant's associated persons. Fees and charges will be noted on the client's statements and confirmations. Clients may incur certain charges imposed by third parties other than Charles Schwab, the variable annuity companies or the applicant in connection with investments made through the account. These charges may include, but are not limited to, mutual funds sales loads, 12(b)-1 fees and surrender charges, variable annuity commissions and surrender charges and IRA and other qualified retirement plan fees.</p>

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

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:
Passante Associates, LLCSEC File Number:
801-62926Date:
12/18/08

(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 Part I of Form ADV: Passante Associates, LLC	IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer
Part II, Page 2 #1D (continued)	<p>In their capacities as SAI registered representatives, the applicant's associated persons may retain a portion of the mutual fund sales loads and 12(b)-1 fees and variable annuity commissions. Management fees charged in the account are separate and distinct from the fees and expenses charged by mutual funds and variable annuities that may be recommended to clients. A description of these fees and expenses are available in each fund and annuity's prospectus.</p> <p><u>Financial Advisors Program and LifeGuide Program</u></p> <p>The applicant provides investment management services, defined as giving continuous advice to a client based on the individual needs of the client, through Securities America Advisors, Inc.'s (SAA) Financial Advisors Program (FAP) and/or LifeGuide Program (LifeGuide). SAA is a Securities and Exchange Commission (SEC) registered investment advisor. SAA's FAP and/or LifeGuide are wrap-fee programs providing investment advisory services and execution of client transactions for which the specified fee (or fees) is not based directly upon transactions in a client's account. Under FAP and LifeGuide, the applicant's associated persons will assist the client in establishing an FAP or LifeGuide Account (the Account) with SAA. All brokerage transactions in the Account will be processed by SAI, an affiliated broker/dealer of SAA, and cleared through National Financial Services, LLC (NFS) pursuant to a clearing arrangement established by SAI with NFS. SAA has also entered into agreements with various insurance companies that allow for management and valuation of client variable annuity accounts within SAA's FAP and/or LifeGuide. NFS, insurance companies or other custodians will maintain custody of all funds and securities. At no time will SAA, SAI, the applicant or its associated persons act as custodian of the Account or have direct access to the client's funds and/or securities.</p> <p>The annual management fees charged for this service will be negotiated with each client, with 3% being the maximum management fee that may be charged to clients, unless the Account only has mutual funds and then the maximum will be 2.25%. SAA retains up to 20 basis points (.20%) of the annual management fee for FAP accounts and up to 15% of the annual management fee for LifeGuide accounts.</p> <p>A complete description of FAP and related fees and charges are described in SAA's Financial Advisor Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an FAP account is established. A complete description of LifeGuide and related fees and charges are described in SAA's LifeGuide Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time a LifeGuide account is established.</p> <p><u>Genworth Program</u></p> <p>The Genworth Program (Genworth) is sponsored by Genworth Financial Wealth Management, Inc., a registered investment advisor. Genworth has two components. The first is an Asset Allocation System that the applicant may use to manage client assets made up of model portfolios provided by a number of institutional investment strategists, which are based on the information, research, asset allocation methodology and investment strategies of these investment strategists. The second component is a Private Managed Account Program where the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>Genworth client fees are payable quarterly, in advance, based on average assets under management during the previous quarter. Included as part of the client fee paid to the applicant is an amount to</p>

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Passante Associates, LLC	SEC File Number: 801-62926	Date: 12/18/08
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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 Part I of Form ADV: Passante Associates, LLC		IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer	
Part II, Page 2 #1D (continued)	<p>be re-allowed to Genworth Investment Services, Inc., SAA, investment strategists and others as the Genworth program fee.</p> <p>The maximum advisory fee charged to clients will not exceed 2.25% per year. Custodian fees may be charged separately from the Genworth client fees.</p> <p>A complete description of Genworth and related fees and charges are described in Genworth Investment Services, Inc.'s Schedule H Disclosure Brochure that will be given to all clients prior to or at the time an account is established.</p> <p style="text-align: center;">REFERRALS TO THIRD PARTY MONEY MANAGERS</p> <p><u>Independent Managed Assets Program</u></p> <p>The applicant may establish agreements with third-party money managers offering a wide range of advisory services, including asset allocation, market timing and portfolio management. The applicant may select the services of money managers in SAA's Independent Managed Assets Program (IMAP). The applicant's associated persons will solicit the services of the recommended third-party money managers. The applicant's associated persons will not refer a client to a money manager unless the money manager is registered or exempt from registration as an investment advisor in the client's state of residence. A client may select a recommended money manager based on the client's needs. The applicant's associated persons will be available to meet with the client on a continuous basis. Clients should be aware that the solicitor or sub-advisor fees paid to the applicant and/or its associated persons differ among recommended money manager programs. There are conflicts of interest that may affect the independent judgment of the applicant's associated persons in the recommendation of one money manager program over another. The applicant and/or its associated persons will be compensated by a solicitor's fee or sub-advisor fee paid to the applicant and/or its associated persons by the recommended money manager. When the applicant's associated persons use an SAA IMAP money manager, SAA will receive a portion of the solicitor fee, a marketing override or an administrative fee for providing administrative and marketing services.</p>	
Part II, Page 3, # 3L	When the applicant uses the Private Account Management Program, the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.	
Part II, Page 3, #4A(5), 4B(8) & 4C(7)	Model mutual fund and variable annuity asset allocation portfolio programs, provided by a number of institutional investment managers and strategists, may be used when managing client assets.	
Part II, Page 4, #5	The applicant requires all parties involved in determining or giving investment advice to clients to have and maintain the minimum state and securities licenses.	
Part II, Page 4, #6	<p>Richard P. Passante. Born 1951. Upon completion of high school, Richard attended Oswego State College where he obtained his BA in Political Science. He then attended Albany State University where he obtained his MBA in Finance. Richard has been the managing member of Passante Associates, LLC since January 1997 and, since its registration in January 2000, has been acting as an investment advisor representative of the limited liability company. He has been a registered representative with Securities America, Inc. since January 1995.</p>	

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

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Passante Associates, LLC	SEC File Number: 801-62926	Date: 12/18/08
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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 Part I of Form ADV: Passante Associates, LLC	IRS Empl. Ident. No.: 14-1777129
Item of Form (identify)	Answer
Part II, Page 4, #6 (Continued)	<p>Barry H. Brett. Born 1947. Upon graduating from high school, Barry attended SUNY-College at New Paltz where he obtained his BA in Biology. He has been a member and an Assistant Executive Director of Passante Associates, LLC since January 1997. He was a registered representative with Securities America, Inc. from March 2000 through October 2002 and was a registered office assistant with Securities America, Inc. from January 1995 through March 2000 and from October 2002 through the present. Barry was registered as an investment advisor representative with Securities America Advisors, Inc. from October 1999 until May 2000 and with Passante Associates, LLC from March 2000 through October 2002.</p> <p>Philip J. DeAngelo. Managing Principal. Born 1977. Upon completion of high school, Philip attended Pace University where he obtained his BA in Economics. While attending college, he was an intern at Morgan Stanley Dean Witter from May 1999 to August 1999. He joined Securities America, Inc. as a registered representative in June 2000. He joined Passante Associates, LLC as an office assistant in June 2000 and held that position until February 2001 when he became an investment advisor representative. Prior to August 1996, Philip was a full-time student.</p> <p>Jerry S. Schwartz. Born 1945. Jerry attended SUNY at Binghamton for two years and earned his BA in Political Science/International Affairs from The George Washington University. He earned his Masters in Public Administration from New York University. Jerry earned designation as a Certified Financial Planner® in 1988. From June 1993 to September 2004 he was a registered representative with Washington Square Securities, Inc. In September 2004, he joined Securities America, Inc. as a registered representative. Jerry was an investment advisor representative with American Financial Advisors, Inc. from January 1990 to June 2003, and with ING Financial Partners from June 2003 through September 2004. He became an investment advisor representative with Passante Associates, LLC in September 2004. Jerry has been an owner of Big Sky, a real estate rental business, since July 2004. He was the President of the Financial Planning Association Hudson Valley Chapter from June 2001 to June 2003. He was also a member of the Board of Directors of that Chapter from June 1995 to June 2003.</p> <p>Robert (Bob) Klein (CPA). Born 1938. Bob attended City College of NY Bernard M. Baruch School of Business where he obtained his BBA in Public Administration in 1963. In 1966, he obtained his MPA in Public Administration from State University of New York at Albany Rockefeller College. From 1994 to 1996 he attended accounting courses at Siena College. Bob has been self-employed as an accountant since April 1995. From July 1998 to October 2004 he was a registered representative with Pirrone & Co., Inc. In October 2004 he joined Securities America, Inc. as a registered representative. Bob joined Passante Associates, LLC in March 2006 as an investment advisor representative.</p> <p>David Speranza. Born 1971. David attended Queens Borough Community College and State University Of New York-Empire State College, where he obtained his degree in economics and human development. He previously worked as a financial consultant for A.G. Edwards & Sons, Inc., from November 2000 to November 2005. David has been the owner and president of DACA International since December 2004. He has been a registered representative with Securities America, Inc. since November 2005. Dave became an investment advisor representative for Passante Associates, LLC on January 2007.</p> <p>Michael R. Passante. Born 1984. Michael attended Rensselaer Polytechnic Institute where he received a bachelor of science degree in business management in 2006. In 2007 he received a masters of science in business management, also from Rensselaer Polytechnic Institute. He has</p>

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**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:
Passante Associates, LLCSEC File Number:
801-62926Date:
12/18/08

(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 Part I of Form ADV:

Passante Associates, LLCIRS Empl. Ident. No.:
14-1777129

Item of Form (identify)	Answer
Part II, Page 4, #8C(7)	been a registered office assistant with Securities America, Inc. since July 2007 and in July 2008 Michael became the Chief Compliance Officer in training for Passante Associates, LLC. Bob Klein provides tax preparation services to clients under the name of Robert B. Klein, CPA. Tax preparation services may be available to advisory clients. Advisory clients are under no obligation to utilize the tax preparation services offered by Mr. Klein. If the client decides to use Mr. Klein's services a separate fee will be charged.
Part II, Page 5, #9B	As registered representatives, the applicant's associated persons sell securities to any client for commissions. This could present a potential conflict of interest since the associated persons could receive fees and commissions if the client chooses to implement recommendations of the associated persons in their capacity as registered representatives. Clients are free to select any broker/dealer they wish to implement recommendations.
Part II, Page 5, #9E	<p>The applicant or its associated persons may buy or sell securities or have an interest or position in a security for their personal account which they also recommend to clients. The applicant is, and shall continue to be, in compliance with <i>The Insider Trading and Securities Fraud Enforcement Act of 1988</i>. As these situations may represent a potential conflict of interest, it is a policy of the applicant that no associated persons shall prefer his or her own interest to that of the advisory client. No person employed by the applicant may purchase or sell any security prior to a transaction or transactions being implemented for an advisory account. Associated persons shall not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of his/her employment unless the information is also available to the investing public upon reasonable inquiry. The applicant maintains a list of all securities holdings for itself and all associated persons, which is reviewed on a regular basis by a principal of the firm. This log is available for client review upon request.</p> <p>According to the <i>Investment Advisers Act of 1940</i>, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of our clients. The applicant and its associated persons have a fiduciary duty to all clients. The applicant has established a Code of Ethics, which all associated persons must read and then execute an acknowledgement agreeing that they understand and agree to comply with the applicant's Code of Ethics. The applicant and associated persons' fiduciary duty to clients is considered the core underlying principle for the applicant's Code of Ethics and represents the expected basis for all associated persons dealings with clients. The applicant has the responsibility to make sure that the interests of clients are placed ahead of it or its associated persons' own investment interests. All associated persons will conduct business in an honest, ethical and fair manner. All associated persons will comply with all federal and state securities laws at all times. Full disclosure of all material facts and potential conflicts of interest will be provided to clients prior to services being conducted. All associated persons have a responsibility to avoid circumstances that might negatively affect or appear to affect the associated persons' duty of complete loyalty to their clients. This section is only intended to provide current clients and potential clients with a description of the applicant's Code of Ethics. If current clients or potential clients wish to review the applicant's Code of Ethics in its entirety, a copy may be requested from any of the applicant's associated persons and a copy will be provided promptly.</p>

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SEC File Number:

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Part II, Page 5 #10	<p>SAA's recommended minimum investment amount for establishing and maintaining an FAP Account is \$25,000 and \$50,000 for a LifeGuide Account. Exceptions may be granted to these minimums upon request.</p> <p>The minimum investment required for Genworth Asset Allocation System accounts is generally \$50,000 and \$250,000 for Private Managed Accounts. Exceptions may be granted to the minimums at the discretion of Genworth and applicant.</p>	
Part II, Page 6 #12A(1) & #12A(2)	<p>Upon receiving written authorization from the client, the applicant's associated persons may manage client's assets on a limited discretionary basis. When they do, they limit their discretionary authority by prohibiting themselves from withdrawing funds and/or securities from client accounts except when written authorization has been provided to have fees automatically deducted from a clients account and paid directly to the applicant.</p> <p>The applicant offers clients model portfolios composed by a group of independent investment strategists in the Genworth Asset Allocation Program. The independent investment strategists have no direct relationship with the applicant or the clients, make no analysis of the clients' circumstances or objectives and do not tailor the Models Portfolios to any specific client's needs. The applicant assists the client in selecting the Model Portfolio(s) that best suit the client's objectives. The client then specifically directs the account to be invested in accordance with the chosen Model Portfolio. When the client selects the Model Portfolio, the client further directs that the account be automatically adjusted to reflect any adjustment in the Model Portfolio by the investment strategist. This client authorization would result in the purchase and sale of certain mutual funds or transfers between variable annuity sub-accounts without further authorization by the client at such time as the investment strategist changes the composition of the selected model portfolio. The applicant has no authority to cause any purchase or sale of securities in any client account, or change the Model Portfolio or to direct the account to be invested in any manner other than as previously authorized by the client.</p> <p>The applicant's associated persons are registered representatives of SAI, a full service broker/dealer, member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC). When placing securities transactions through SAI in their capacity as registered representatives, they may earn sales commissions.</p>	
Part II, Page 6 #12B	<p>Clients wishing to implement the advice of the applicant's associated persons are free to select any broker they wish and are so informed. If the clients wish to have the applicant's associated persons implement advice in their capacity as registered representatives, their broker/dealer, SAI, may be used. SAI has a wide range of approved securities products for which SAI performs due diligence in selection. The registered representatives are required to adhere to these products when implementing securities transactions. Commissions charged for these products may be higher or lower than commissions clients may be able to obtain if transactions were implemented through another broker/dealer.</p>	
Part II, Page 6 #13(A)	<p>The applicant's associated persons may sell securities in their separate capacities as registered representatives. In addition, associated persons may sell insurance products in their capacities as independent insurance agents for sales commissions. Some of the advice offered by the applicant's associated persons may involve investments in mutual fund products. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12(b)-1 fees. The associated persons may receive a portion of these 12(b)-1 fees from some investment companies in their</p>	

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Item of Form (identify)	Answer
	<p>separate capacities as registered representatives. Clients should be aware that these 12(b)-1 fees come from fund assets, and thus, indirectly from client's assets. The receipt of these fees could represent an incentive for registered representatives to recommend funds with 12(b)-1 fees or higher 12(b)-1 fees over funds with no fees or lower fees, therefore creating a potential conflict of interest.</p> <p>The applicant from time to time may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made.</p> <p>The applicant and its associated persons may select and monitor third-party money managers to manage client assets, including money managers in SAA's IMAP. When soliciting for money managers, the applicant and/or its associated persons will receive portion of the fees paid to the money manager. SAA may also receive a portion of the fee or a marketing override for fees paid to IMAP approved money managers.</p> <p style="text-align: center;">PROXY VOTING</p> <p>The applicant and its associated persons will not vote proxies on clients' behalf. Clients are instructed to read through the information provided with the proxy voting document and make a determination based on the information provided. In some instances, upon request from the client, the associated persons may give recommendations or clarifications based upon their understanding of issues presented in the proxy voting materials. They may also do additional research on the issue if they feel it is warranted. However, clients will be solely responsible for all proxy voting decisions.</p> <p style="text-align: center;">OTHER BUSINESS ACTIVITIES AND/OR AFFILIATIONS</p> <p>The applicant's associated persons are also independently licensed to sell insurance products through various insurance companies. When acting in this capacity, they will receive commissions for selling these products.</p> <p>The applicant's associated persons may use the services of SAA, a registered investment advisor firm, through FAP and/or LifeGuide when managing assets and, when doing so, SAA will receive a portion of the fees.</p> <p>The applicant will use the support services of SAA and Genworth Investment Services, Inc., registered investment advisors, when managing client assets in the Genworth program. When doing so, SAA and Genworth Investment Services, Inc. will receive a portion of the fees charged to the client.</p> <p>The applicant may establish relationships with various law firms where the law firms may refer clients in need of investment advisory services to the applicant and the applicant may refer clients in need of legal services to the law firm. No fees are paid for such referrals, nor will any fee-sharing</p>

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	<p>arrangements exist. The applicant currently has an arrangement with attorneys at Rizzo & Kelley and Rusk, Wadlin & Matuscello. However, additional law firms may be used.</p> <p>The applicant's associated persons are engaged in professions other than giving investment advice. All of the applicant's associated persons sell securities products to any client for commissions. They are also independently licensed to sell insurance products and can earn commissions when selling these products. They spend approximately 50%-75% of their workweek on these activities. Jerry Schwartz also spends a small amount of his workweek on activities for his real estate rental business. David Speranza is owner and president of DACA International in which he spends a small amount of his workweek on business activities. Bob Klein spends approximately 2% of his time providing tax preparation services to clients.</p> <p style="text-align: center;">CUSTOMER PRIVACY NOTICE</p> <p>This Privacy Notice is from the applicant, a registered investment advisor firm in the business of providing investment advisory services to clients.</p> <p>The applicant is committed to safeguarding the confidential information of the applicant's clients. The applicant holds all personal information provided to the applicant in the strictest confidence. The applicant's representatives may also be registered representatives of SAI, a registered broker/dealer that is not affiliated with the firm. The applicant may also have relationships with other non-affiliated investment advisor firms, such as SAA, an affiliate of SAI, insurance companies, trust companies, custodians and other financial institution entities. Except as required or permitted by law, the applicant does not share confidential information about the client with non-affiliated third parties. In the unlikely event there were to be a change in this fundamental policy that would permit additional disclosures of the client's confidential information, the applicant will provide written notice to the client, and the client will be given an opportunity to direct the applicant as to whether such disclosure is permissible.</p> <p style="text-align: center;">An Important Notice Concerning Customer Privacy</p> <p>CUSTOMER INFORMATION COLLECTED. The applicant collects and develops personal information about the client, and some of that information is non-public personal information (Customer Information). The essential purpose for collecting Customer Information is to provide and service the financial products and services the client obtains from the applicant. The categories of Customer Information collected by the applicant depend upon the scope of the engagement with the applicant and are generally described below. As an investment advisor, the applicant collects and develops Customer Information about the client in order to provide investment advisory services. Customer Information the applicant collects includes:</p> <ul style="list-style-type: none">● Information the applicant receives from the client on financial inventories through consultation with the applicant's representatives. This Customer Information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other records concerning the client's financial condition and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.● Information developed as part of financial plans, analyses or investment advisory services.● Information concerning investment advisory account transactions, such as wrap account transactions.

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Continuation Sheet for Form ADV Part II

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	<ul style="list-style-type: none"> Information about the client's financial products and services transacted with the applicant. <p>DATA SECURITY. The applicant restricts access to Customer Information to those representatives and employees who need the information to perform their job responsibilities. The applicant maintains agreements, as well as physical, electronic and procedural securities measures that comply with federal regulations to safeguard Customer Information about the client.</p> <p>USE AND DISCLOSURE OF CUSTOMER INFORMATION TO PROVIDE CUSTOMER SERVICE FOR CLIENT ACCOUNTS. To administer, manage and service customer accounts, process transactions and provide related services for client accounts, it is necessary for the applicant to provide access to Customer Information to the applicant's representatives and to nonaffiliated companies such as SAI, SAA, other investment advisors, other broker/dealers, trust companies, custodians and insurance companies. The applicant may also provide Customer Information as permitted by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas.</p> <p>FORMER CLIENTS. If the client closes an account with the applicant, the applicant will continue to operate in accordance with the principles stated in the Notice.</p> <p>REQUIREMENTS OF FEDERAL LAW. In November of 1999, Congress enacted the <i>Gramm-Leach-Bliley Act</i> (GLBA). The GLBA requires certain financial institutions, including broker-dealers and investment advisors, to protect the privacy of Customer Information. To the extent a financial institution discloses Customer Information to non-affiliated third parties other than as permitted or required by law, customers must be given the opportunity and means to opt out (or prevent) such disclosure. Please note that the applicant does not disclose Customer Information to non-affiliated third parties except as permitted or required by law (e.g., disclosures to service clients account or to respond to subpoenas).</p>	

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