

Uniform Application for Investment Adviser Registration

| OMB APPROVAL | |
|--|-------------------|
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| | | | | | |
|---|------------------|-----------|--------------|--------------|-------------------|
| Name of Investment Adviser: PrimeVest Financial Services, Inc | | | | | |
| Address: (Number and Street) | (City) | (State) | (Zip Code) | Area Code | Telephone Number |
| 400 First Street S, Suite 300 | St. Cloud | MN | 56301 | (320- |) 656-4300 |

**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 governmental 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.**

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 | <u>95</u> | % |
| <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 | <u>1</u> | % |
| <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 | <u>2</u> | % |
| <input type="checkbox"/> | (8) | Provides a timing service | _____ | % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u>2</u> | % |

(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 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 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 checked="" type="checkbox"/> | B. | Banks or thrift institutions | <input checked="" 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 | | | |

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

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Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
45573
801-

Date:
03/31/2010

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

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

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input 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 checked="" 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 checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input 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 checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

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

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Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- **45573**

Date:
03/31/2010

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 checked="" type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input checked="" type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input checked="" 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 checked="" 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.)

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

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.

PrimeVest generally provides financial planning, investment management and various other advisory services. The frequency of reviews provided to financial planning clients are generally not ongoing due to the nature of the advice given; a new agreement to provide advisory services is usually executed in conjunction with a review and/or update of a financial plan or report. Any financial plan, report, or update, is reviewed by the Investment Adviser Representative (IAR), and then by the Advisory Supervisor. Clients participating in PrimeVest sponsored asset management programs are contacted at least annually by their IAR to review financial status, goals, and objectives. Such contacts are for the purpose of determining what, if any, adjustments to the client's portfolio should be recommended to the client. IARs and their Advisory Supervisors are responsible for ensuring that annual contacts are made and, for reviewing recommendations as a result of such contacts. In general, IARs and their Advisory Supervisors are responsible for ensuring timely reviews and suitable recommendations for advisory clients, as appropriate.

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

Financial planning clients are generally provided a written report containing information consistent with clients; goals and objectives. Clients participating in firm-sponsored managed asset programs receive, at least quarterly, periodic account activity statements from the advisory program, as well as brokerage account statements on a monthly or quarterly basis.

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Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801-45573

Date:
03/31/2010

12. Investment or Brokerage Discretion.

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

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 <input checked="" type="checkbox"/> <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes No <input checked="" type="checkbox"/> <input type="checkbox"/> |

(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 | Yes No |
| Has applicant provided a Schedule G balance sheet? | <input type="checkbox"/> <input checked="" type="checkbox"/> |

Answer all items. 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:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

I. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|---|
| Page 2(1)(D) | <p><u>Asset Management Platform</u></p> <p>The platform has various fee based asset allocation programs from which clients may choose, including the Preferred Asset Management (Preferred), Prime Portfolio Services (Prime), SmartSelect and Strategic Advisor.</p> <p>PrimeVest will report account activity to clients through transaction confirmations, monthly or quarterly brokerage account statements, quarterly performance reports, and upon request, annual tax reports. Performance reports may vary according to the information made available by third parties managing clients' accounts or portfolios, as described below. PrimeVest, in conjunction with Envestnet Asset Management (Envestnet), offers turnkey asset management solutions to clients. Envestnet provides technology tools, investment research, and due diligence reviews on money managers, which is in turn reviewed and approved by the firm. Envestnet also acts as a subadviser to PrimeVest by providing money management in the SmartSelect program. PrimeVest acts as the investment adviser on all of the fee based advisory platform programs. Envestnet is headquartered in Chicago, IL, and has additional offices in Los Angeles, New York and Denver. As of 12/31/09, Envestnet managed approximately \$30 billion in assets under management and serviced over 289,000 accounts.</p> <p><u>1) Preferred Asset Management ("Preferred")</u></p> <p>The Investment Adviser Representative (IAR), based on the information provided by the client, will generate a written Investment Proposal for the client. The IAR, through profiling the client and building an investment proposal or investment policy statement, will recommend a specific asset allocation mix for the client covering such asset classes as cash, stocks and bonds. The client has the authority to buy or sell appropriate securities as they desire and all final transaction decisions are made by the client. The client can purchase stocks, bonds, mutual funds, cash equivalents, UIT's, brokered CD's, ETF's, preferred stock, and other available securities in the Preferred Account. IARs can also review client's existing portfolio holdings within the system and supply a report that covers various analytical needs. Should the client wish to follow a specific rebalancing policy, the client should initiate that policy discussion with their IAR. IAR's may recommend a specific time period to rebalance or provide a specific asset class variance to rebalance client portfolios. The IAR will not exercise discretion in the account unless granted by the client via a signed discretionary agreement, and discretion is limited to choice of securities purchased or sold and amount of securities purchased or sold.</p> <p>Preferred Asset Management fees are described under the heading Asset Management Platform fees. With the Preferred Account, the client signs an agreement and in doing so, agrees to pay the advisory fee plus the ticket charges based on each trade. The Client Agreement specifies the cost of the ticket charges assessed in the Preferred Account.</p> <p><u>2) Prime Portfolio Services ("Prime")</u></p> <p>The Investment Adviser Representative (IAR), based on information provided by the client, will generate a written Investment Proposal for the client. The IAR, through profiling the client and building an investment proposal or investment policy statement, will recommend a specific asset allocation mix for the client covering such asset classes as cash, stocks and bonds. The client has the authority to buy or sell appropriate securities as they desire and all final transaction decisions are made by the client. The client can purchase stocks, bonds, mutual funds, cash equivalents, UIT's, brokered CD's, ETF's, preferred stock, and other available securities in the Prime Account. IARs can also review client's existing portfolio holdings within the system and supply a report that covers various analytical needs. Should the client wish to follow a specific rebalancing policy, the client should initiate that policy discussion with their IAR. IAR's may recommend a specific time period to rebalance or provide a specific asset class variance to rebalance client portfolios. The IAR will not exercise discretion in the account unless granted by</p> |

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

PAGE 1

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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: PrimeVest Financial Services, Inc | | IRS Empl. Ident. No.: 41-1483314 |
|---|--|--|
| Item of Form (identify) | Answer | |
| Page 2(1)(D) cont. | <p>the client via a signed discretionary agreement, and discretion is limited to choice of securities purchased or sold and amount of securities purchased or sold.</p> <p>Prime Portfolio Services fees are described below under the heading Asset Management Platform fees. With this program, the ticket charge is not paid by the client but by the IAR.</p> <p>3) SmartSelect The IAR, based on the information provided by the client regarding goals, time horizons, risk preferences, and investment objectives, will develop an investment policy statement and/or investment proposal for the client. These models will be asset class specific to cash, equities and fixed income components. Clients will own multiple asset classes in their own portfolio, covering various style classes such as large cap, mid cap, small cap growth and value, high yield bonds, short, intermediate and long term bonds among other asset classes. Envestnet will then conduct mutual fund research and due diligence on various mutual fund companies (as selected by PrimeVest) and then select the appropriate fund per asset class for the various models. Each model may contain 9 to 15 different asset classes and different funds. Both risk-adjusted and tax-sensitive models are available for clients. In addition, Envestnet will have discretion to effect the transactions within the account. Envestnet's rebalancing policy periodically returns clients' portfolios to an investment mix in accordance with their chosen allocation.</p> <p>Should clients wish to direct some of their investment decisions within their account, they may do so through either a Preferred or Prime Account for those particular assets. Please note these transactions may cause a taxable event. Neither PrimeVest nor the IAR offer tax advice; therefore, PrimeVest recommends that the client consult with their tax advisor(s) for their own particular situation.</p> <p>SmartSelect fees are described below under the heading Asset Management Platform fees.</p> <p>4) Strategic Advisor Based on the information provided by the client to the IAR regarding the client's goals, time horizons, risk preferences, and investment objectives, the IAR will make specific recommendations to the client regarding the selection of independent money managers or investment strategies. The client has the final decision in determining which money managers or investment strategy best match their investment objectives. Envestnet or the Independent money managers buy and sell individual stocks and/or bonds for the client account and either Envestnet or the money manager uses discretion to manage the client investment portfolio. The client may request tax-sensitive management, as well as impose reasonable investment restrictions. Envestnet or the manager may manage the account based on those restrictions or resign. Clients may be limited in their ability to choose independent money managers if those managers require minimum account sizes to establish an account.</p> <p>Strategic Advisor fees are described below under the heading Asset Management Platform fees.</p> | |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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: PrimeVest Financial Services, Inc | | IRS Empl. Ident. No.: 41-1483314 |
|---|---|--|
| Item of Form (identify) | Answer | |
| Page 2(1)(D) cont. | <p><u>Asset Management Platform Fees</u></p> <p>Quarterly fees are billed in advance (payable at account opening) and automatically deducted from each account. The first payment is due upon execution of the appropriate client agreement and will be based upon the opening value of the account. The first payment will be prorated if the Client Agreement is executed at any time other than the first day of the calendar quarter. Subsequent fees are determined on the first day of each calendar quarter based on the portfolio value of the Account assets as of the close of business on the last business day of the preceding quarter and are payable in advance on or about the twentieth (20th) day after the beginning of the calendar quarter. No fee adjustment will be made during any quarter for appreciation or depreciation in Account asset value nor will any adjustment or refund be made with respect to additions or partial withdrawals which when aggregated, total less than \$10,000 per day. If additions and withdrawals exceed \$10,000 per day, an adjustment or refund will be made to the client's account on a quarterly pro-rated basis.</p> <p>Clients may be charged for other brokerage services that are not asset management platform fees, but are the broker-dealer's brokerage service fees. IRA accounts will be charged with annual maintenance fees by the IRA custodian. Clients may pay brokerage commissions if they choose to execute recommended transactions through broker-dealers other than PrimeVest. Certain fees may be negotiable. PrimeVest may amend any of its fee schedules by notifying clients in writing at least thirty (30) days in advance. Amended fee schedules will not apply if clients terminate their advisory accounts before the amended fee schedule becomes effective.</p> <p>Accounts managed by independent money managers may incur separate and additional manager fees charged by the managers. Manager fees and collection methods by each manager can be determined by reviewing disclosure documents provided by the managers.</p> <p>There are no fees for reports, except that annual tax reports may require payment of a separate fee.</p> <p>If clients purchase mutual fund shares, the mutual fund companies may charge fees, such as Rule 12b-1 fees, and deduct them from share values. PrimeVest, in its capacity as a brokerdealer, may receive a portion of those Rule 12b-1 fees. Mutual funds, unit investment trusts, partnerships and annuities may deduct operations and insurance expenses from share values.</p> <p>PrimeVest has entered into an agreement with certain mutual fund companies (Approved Fund Families) to offer competitive products, their technology, their customer service, and their training and/or education capabilities. Approved Fund Families attend or sponsor education and training meetings for PrimeVest's IARs and make payments to the firm to compensate the firm for these enhanced marketing and training opportunities. The additional compensation the firm receives in connection with the sale of Approved Fund Family products may pose a conflict of interest for the firm to promote such products over other products. When Approved Fund Family products are purchased within advisory program accounts such as Preferred Asset Management or Prime Portfolio accounts, the disclosed transaction fee paid either by the client or the IAR is waived for purchases in excess of \$10,000. Such reimbursement may be a potential conflict of interest in those accounts where the transaction fee is paid by the IAR as it may be considered additional compensation to the IAR. Additional compensation received or waived transaction fees will not increase or decrease the advisory fees charged to the client. For more information, please see the "Important Information" page at the firm's website, www.primevest.com.</p> | |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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:

PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|--|
| Page 2(1)(D) cont. | <p>Either party may terminate the advisory account at any time. Except for Strategic Advisor accounts, if an account is terminated within 5 days after the date the client signs the account agreement, no fees will be charged and any fees deducted from the client account will be refunded. For Strategic Advisor accounts, if the client has not been provided with the Part II of Form ADV for PrimeVest, Envestnet, and any money manager(s) at least 48 hours prior to signing the account agreement, the client may terminate the account within 5 days after the date the client signs the account agreement and no fees will be charged. If the account is terminated after 5 days, fees will be pro-rated to the date of termination and fees will be refunded to the client accordingly. If the client liquidates securities after the advisory account is terminated, PrimeVest's regular full service brokerage commissions and fees will apply to these transactions. PrimeVest may also charge account transfer fees when account positions or funds are transferred to other broker dealers or investment advisers. Other brokerage account fees as described on PrimeVest's fee schedules, as amended from time to time, may apply.</p> |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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:

PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|--|
| Page 2(1)(D) cont. | <p><i>Preferred Asset Management & Prime Portfolio Services</i></p> <p><i>Product Pricing:</i></p> <p><i>Market Value / Preferred Max Fee/ Prime Max Fee</i></p> <p>\$50,000-\$250,000 / 2.25% / 2.50%</p> <p>\$250,001-\$500,000 / 2.00% / 2.30%</p> <p>\$500,001-\$1 million / 1.50% /1.75%</p> <p>\$1 million-\$5 million / 1.25% / 1.50%</p> <p>\$5 million-\$10 million / 1.00% / 1.25%</p> <p>Over \$10 million / 1.00% / 1.25%</p> <p>Product pricing is subject to a minimum fee of \$125.00.</p> <p><i>Client Fee Calculation Method:</i> Paid in advance at account opening and then quarterly (in advance) thereafter based on the account's market value on the last business day of the previous quarter.</p> <p><i>Minimum Amount to Open Account:</i> \$50,000</p> <p><i>Client Transaction Charges:</i> The client will pay a postage and handling fee, which is currently \$4.50, within ONLY the Preferred Account.</p> <p><i>Clearing Charges:</i></p> <p><i>Preferred Asset Management:</i> The client will pay a ticket charge of \$25 for equity or mutual fund transactions, and a ticket charge of \$45 for all other transactions.</p> <p><i>Prime Portfolio:</i> ticket charges are paid by either the IAR or the financial institution per contract between PrimeVest and financial institution.</p> |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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:

PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|--|
| Page 2(1)(D) cont. | <p style="text-align: center;"><i>Strategic Advisor</i></p> <p style="text-align: center;"><i>Product Pricing:</i> <i>Market Value / Max Fee</i> \$100,000-\$250,000 / 2.30% \$250,001-\$500,000 / 2.00% \$500,001-\$1 million / 1.70% >\$1million-\$2 million / 1.35% Over \$2 million / .95%</p> <p style="text-align: center;">Product pricing is subject to a minimum fee of \$350.00 per account.</p> <p>Each manager may charge a different management fee in addition to PrimeVest's fee. These fees are generally between 25 to 50 basis points for equity managers, and 25 to 35 basis points for fixed income managers. Please refer to the manager's documentation for their specific fee structure.</p> <p><i>Client Fee Calculation method:</i> Paid in advance at account opening and then quarterly (in advance) thereafter based on market value last business day of previous quarter.</p> <p><i>Minimum Amount to Open Account:</i> Based on money manager minimums (typically \$100,000 equity managers, \$250,000 fixed income managers)</p> <p><i>Client Transaction Charges:</i> None.</p> |

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

PAGE 6

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

Applicant:
PrimeVest Financial Services, Inc

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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|--|
| Page 2(1)(D) cont. | <p style="text-align: center;">Smart Select</p> <p style="text-align: center;"><i>Product Pricing:</i> <i>Market Value / Max Fee</i> \$25,000-\$250,000 / 2.3% \$250,001-\$500,000 / 2.00% \$500,001-\$750,000 / 1.70% \$750,001-\$1 million / 1.35% Next \$1 million / .95% Over \$2 million / .85%</p> <p style="text-align: center;">Product pricing is subject to a minimum fee of \$50.00.</p> <p><i>Client Fee Calculation method:</i> Paid in advance at account opening and then quarterly (in advance) thereafter based on market value last business day of previous quarter.</p> <p><i>Minimum Amount to Open Account:</i> \$25,000</p> <p><i>Client Transaction Charges:</i> None.</p> <p><i>Clearing Charges:</i> None</p> |

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

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

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PrimeVest Financial Services, Inc

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| Page 2(1)(D) cont. | <p><u>DIRECTLY MANAGED PROGRAMS (Unaffiliated Investment Advisers)</u></p> <p>PrimeVest has entered into agreements with various unaffiliated investment advisers which may include wrap programs that are separately managed. Under these agreements, PrimeVest offers clients certain types of programs sponsored by these advisers. After gathering information about a client's financial situation and investment objectives, the IAR assists the client in selecting a particular program. Set forth below is a description of the types of programs that may be offered:</p> <p>In the directly managed programs, the unaffiliated investment adviser manages the account in accordance with the disclosures set forth in the unaffiliated investment advisers form ADV part II, brochure, and other account opening documents. The unaffiliated investment adviser may assume discretionary authority over the account. PrimeVest and its IARs will not manage or obtain discretionary authority over the assets in accounts participating in these programs. IARs will typically gather information from the client about the client's financial situation, investment objectives, and reasonable restrictions the client wants imposed on the management of the account. The IAR will also periodically review reports provided to the client and consult with the client; contact the client at least annually to review with the client their financial situation and objectives; communicate information to the unaffiliated investment adviser as warranted; and assist the client in understanding and evaluating the services provided by the unaffiliated investment adviser. Clients should notify their IAR of any changes in their financial situation, investment objectives, or account restriction. Clients may also contact the investment adviser managing the account directly.</p> <p>Fees may be negotiated but generally range from 0.75% to 1.75%, depending on the program selected, the size of the account and the services covered. Under some programs, an inclusive fee covers account management, brokerage, clearance, custody and administrative services. In other programs, the account may be charged separately for such services. The amount of the fees, the services provided, the payment structure, termination provisions and other aspects of each program are detailed and disclosed in the unaffiliated investment adviser's form ADV Part II (or other applicable disclosure document), and in the account opening documents. PrimeVest will share in the fee, the portion of which will be disclosed upon request.</p> <p>The unaffiliated investment adviser will ensure that the client receives a statement of account at least quarterly, which includes the amount of any fees paid directly to the unaffiliated investment adviser and/or to PrimeVest. If PrimeVest acts as broker/dealer in connection with the program, additional compensation may be received. Form ADV Part II or other applicable disclosure documents of the unaffiliated investment adviser will be provided to all clients interested in these programs.</p> | |

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

Applicant:
PrimeVest Financial Services, Inc

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Date:
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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|---|--|

| Item of Form (identify) | Answer | | | | | | | | | | | | | | | | | | | | |
|----------------------------|--|-----------------|--------------|----|--------------|--|-----|-----------|-------|--|-----------|-----------|-------|--|-------------|-------------|-------|--|--------------|--|-------|
| Page 2(1)(D) cont. | <p><u>SEI Programs</u></p> <p><i>SEI Asset Allocation Program (“SEI AAP”)</i></p> <p><i>Program Description:</i> PrimeVest, through an Investment Adviser Representative (“IAR”), meets with a Client for the purpose of acquiring from the Client data concerning the Client’s investment objectives and financial status. The IAR, in reliance upon the accuracy and completeness of such information provided by the Client, provides investment strategy or asset allocation model selection services (“SEI Asset Allocation Program”) offered by SEI Investment Management Corporation (“SIMC”), an independent and unaffiliated Investment Adviser. In accordance with the investment strategy or asset allocation model selected, SIMC allocates the assets placed in the Client Account (“Account”) among the SEI mutual funds. SEI Private Trust Company maintains sole custody of assets in the Account and perform custodial functions, including, but not limited to, crediting of interest and dividends on the Account assets and other custodial functions customarily performed with respect to securities brokerage accounts.</p> <p>On an ongoing basis, SIMC also rebalances and reallocates the Account based on the asset allocation model or strategy selected by the Client. In the event Clients do not accept rebalancing or reallocation recommendations by SEI, Clients are deemed solely responsible for managing the investments in their portfolio thereafter, although PrimeVest and/or SEI may still collect fees. SEI will continue to collect management fees for management of the SEI mutual funds in which the Client is invested in, if SEI deems the Client solely responsible for managing the investments in the portfolio of SEI mutual funds as a result of the Client’s rejection of any of SEI’s rebalancing or reallocation recommendations. The SEI mutual funds are administered, distributed, and in some cases advised by SIMC or its affiliates for which it is paid fees as described in the mutual fund prospectuses.</p> <p>A Client, through his or her IAR, may request SIMC and/or SEI Trust to adjust the Account to help ensure that the Account asset allocation mix reflects the objectives of the chosen strategy or model. To be able to participate in this program, the Client authorizes PrimeVest and/or the IAR to give instructions to SIMC and/or SEI Trust on behalf of the Client. Prior to directing or requesting any changes to the Client’s account to SIMC or SEI Trust, the IAR consults with and receives approval from the Client. PrimeVest and/or the IAR do not exercise any discretion for asset allocation model, strategy, and/or investment selection. Executions of transactions in the Account are done by SIMC.</p> <p>Minimum Investment Amounts: SIMC may impose the portfolio minimum investment amount according to the minimum investment amount required by the SEI mutual funds. Please refer to the SEI mutual fund prospectuses regarding the mutual fund minimum requirement.</p> <p><i>Fees:</i> The Client pays PrimeVest and his or her IAR the Advisory Fee (“Advisory Fee”) set forth below for services performed in connection with the SEI Asset Allocation Program.</p> <table style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Portfolio Value</th> <th style="text-align: left;">From</th> <th style="text-align: left;">To</th> <th style="text-align: left;">Advisory Fee</th> </tr> </thead> <tbody> <tr> <td></td> <td>\$0</td> <td>\$499,999</td> <td>1.50%</td> </tr> <tr> <td></td> <td>\$500,000</td> <td>\$999,999</td> <td>1.20%</td> </tr> <tr> <td></td> <td>\$1,000,000</td> <td>\$1,999,999</td> <td>1.00%</td> </tr> <tr> <td></td> <td>\$2,000,000+</td> <td></td> <td>0.85%</td> </tr> </tbody> </table> | Portfolio Value | From | To | Advisory Fee | | \$0 | \$499,999 | 1.50% | | \$500,000 | \$999,999 | 1.20% | | \$1,000,000 | \$1,999,999 | 1.00% | | \$2,000,000+ | | 0.85% |
| Portfolio Value | From | To | Advisory Fee | | | | | | | | | | | | | | | | | | |
| | \$0 | \$499,999 | 1.50% | | | | | | | | | | | | | | | | | | |
| | \$500,000 | \$999,999 | 1.20% | | | | | | | | | | | | | | | | | | |
| | \$1,000,000 | \$1,999,999 | 1.00% | | | | | | | | | | | | | | | | | | |
| | \$2,000,000+ | | 0.85% | | | | | | | | | | | | | | | | | | |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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: PrimeVest Financial Services, Inc | | IRS Empl. Ident. No.: 41-1483314 |
|---|---|--|
| Item of Form (identify) | Answer | |
| Page 2(1)(D) cont. | <p>The Advisory Fee is calculated in arrears at the end of each calendar quarter based on the balance in a Client's SEI Investment Account at the end of the quarter. The first quarterly payment will be assessed pro rata in the event the advisory agreement is executed at any time other than the first day of a calendar quarter. The Client receives monthly account statements and quarterly performance reports. The Advisory Fee will not be based on the Account performance. In addition to the Annual Fee, PrimeVest will charge a fee of \$25 whenever the market value of the assets in your account at the end of any calendar quarter is less than \$100,000 (the "Quarterly Fee"). If the market value of the assets in your account at calendar quarter is less than \$150,000, SEI will assess a \$50 fee.</p> <p>The Advisory Fee is in addition to the amount charged by SIMC and SEI Trust. For any fees associated with the SEI Trust and/or maintaining the Account with SEI Trust, refer to the SEI Private Trust Company Account Application. SIMC and SEI Trust do not charge a separate advisory fee. Fees charged by SIMC for managing the SEI mutual fund and any expenses associated with the SEI mutual funds are described in the SEI mutual fund prospectuses. PrimeVest and the IAR will not receive any portion of the fees charged by SIMC, SEI Trust and /or SEI mutual funds. SEI is paid fees as disclosed in the SEI mutual funds prospectuses. These fees ultimately are borne by each shareholder of the SEI mutual funds. The prospectus(es) should be read carefully by Clients before investing in the SEI Funds.</p> <p>The cost of the SEI Asset Allocation Program and services offered by the IAR may be greater than or lesser than the cost of purchasing similar programs and/or services, together or separately, from other financial services providers.</p> <p><i>SEI's Managed Account Program ("SEI MAP")</i></p> <p>PrimeVest is a co-adviser and offers the following advisory programs sponsored by SIMC. Under this arrangement, SIMC provides: i) asset allocation models; ii) asset allocation strategies; and iii) account asset managers selected by SIMC. Clients work with a PrimeVest's IAR in selecting appropriate asset allocation models, asset allocation strategies, and/or account asset managers. SEI Trust maintains sole custody of assets in the Account and perform custodial functions, including, but not limited to, crediting of interest and dividends on the Account assets and other custodial functions customarily performed with respect to securities brokerage accounts.</p> <p><i>Program Description:</i> PrimeVest participates in SEI's Managed Account Program (the "SEI MAP"). To participate in the SEI MAP Program, PrimeVest, SEI Investment Management Corporation ("SIMC") and the Client execute a tri-party agreement ("Managed Account Agreement") providing for the management of certain Client's assets. Pursuant to a Managed Account Agreement, the Client appoints PrimeVest's IAR as its investment adviser to assist the Client in selecting an asset allocation strategy, which would include the percentage of Client assets allocated to designated portfolios of separate securities (each, a "Managed Account Portfolio") and may include the percentage of assets allocated to a portfolio of mutual funds advised by SIMC or an affiliate of SIMC. The Client appoints SIMC to manage the assets in each Managed Account Portfolio in accordance with a strategy selected by the Client together with the IAR. SIMC may delegate its responsibility for selecting particular securities to one or more portfolio managers. PrimeVest and/or its IARs do not participate or influence in the portfolio manager selection process.</p> | |

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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: PrimeVest Financial Services, Inc | | IRS Empl. Ident. No.: 41-1483314 |
|---|--|--|
| Item of Form (identify) | Answer | |
| Page 2(1)(D) cont. | <p>Fees: Clients pay both an SIMC Fee and a PrimeVest Fee for their investment management and administrative services they perform. Clients may choose to deduct fees directly from their accounts.</p> <p>PrimeVest Fee: The PrimeVest Fee is negotiable and the IAR may add up to an additional 3% (annualized) to the SIMC Fee.</p> <p>SIMC Fee: SIMC's fee schedule which includes investment management fees and costs associated with securities transactions can be found in SIMC's Form ADV and account application.</p> <p>Under the SEI MAP Program, the Client receives investment advisory services, the execution of securities brokerage transactions, custody services and reporting services for a single specified fee. Participation in the SEI MAP Program may cost the Client more or less than purchasing such services separately. In addition, the fees may be higher or lower than that charged by other sponsors of comparable wrap fee programs.</p> <p><i>Additional Features that may be applied to the SEI MAP Program:</i></p> <p><u>(1) SEI's Integrated Managed Account Program ("SEI IMAP")</u> <i>Program Description:</i> The SEI MAP Program offers a feature called Integrated Managed Accounts ("IMAP"), which is an enhancement to the standard SEI MAP Program. In IMAP, SIMC selects one sub-adviser to serve as an overlay manager for the entire Managed Account Portfolio. Other sub-advisers recommend securities to the overlay manager, using buy/sell lists for their specific asset class to which the Client has selected for which the overlay manager will submit execution orders to SEI Trust. An integration fee will be charged to the Client's Account when the Client selects the IMAP feature. The fee will cover the integration of the equity managers, which helps result in increased coordination across the equity account, increased tax efficiency and additional features such as wash sale prevention.</p> <p>Fees: Clients will be charged an IMAP Fee. This IMAP Fee only applies to the equity portion of the Client's account that is allocated to the integrated equities portfolio. This fee does not apply to the fixed income or the mutual fund(s) portion of the Client's account (if applicable). A selection of the Client's assets may receive a fee discount. The IMAP Fee payable to SIMC for the IMAP feature is up to 0.15% for the first \$500,000 and 0.05 % for amounts in excess of \$500,000 in the assets under management.</p> <p><u>(2) SEI's Distribution Focused Strategies ("SEI DFS")</u> <i>Program Description:</i> SEI Distribution-Focused Strategies (the "SEI DFS Program") are designed to actively manage a diversified portfolio of assets, bolstered by manager selection, portfolio construction and oversight. The SEI DFS Program was built to generate a consistent level of distributions. In addition to achieving distribution objectives, it is designed to provide a degree of principal preservation by leaving a positive residual value at the end of the strategies stated investment horizon. IARs can use these results to balance their Clients' distribution objectives against their principal preservation goals.</p> <p>Fees: Clients will be charged an SEI DFS Program Fee of 0.20% on assets in the program. The SEI DFS Program Fee is paid to SIMC for providing administrative and recordkeeping services to accounts in the SEI DFS Program.</p> <p><u>(3) SEI's GoalLink Program and GoalLink Integrated Managed Account Program (GoalLink)</u></p> | |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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|---|--|--|
| Item of Form (identify) | Answer | |
| Page 2(1)(D) cont. | <p><i>Program Description:</i> Using the GoalLink Presentation Tool, the IAR assists the Client in selecting an investment strategy ("Strategy") which is then submitted and reviewed by a representative of SEI Investments Management Corporation ("SIMC"). The Strategy may include a combination of individual securities and mutual funds advised by SIMC (the "SEI Funds"), based upon the Client's selected Strategy and account size.</p> <p>The Client appoints PrimeVest's IAR as its investment adviser to assist the Client in selecting the Strategy. Based upon the selected Strategy, SIMC will have investment authority of the assets and will make prescribed adjustments to the Strategy weights based on the market environment at a point in time.</p> <p>However, the Client may, at any time, impose reasonable restrictions on the management of the Client's Account or choose a new Strategy. SIMC's investment authority is effective until changed or revoked in writing. When/if Clients choose SEI MAP program to implement the GoalLink Program, SIMC may delegate its day-to-day responsibility for selecting particular securities to one or more sub-advisers. PrimeVest and/or IARs do not have any authority over the sub-advisers selected by SIMC.</p> <p><i>Fees:</i> Clients pay both an SIMC Fee and a PrimeVest Fee for their investment management and administrative services they perform. Clients may choose to deduct fees directly from their accounts.</p> <p><i>PrimeVest Fee:</i> The PrimeVest Fee is negotiable and the IAR may add up to an additional 3% (annualized) to the SIMC Fee.</p> <p><i>SIMC Fee:</i> SIMC's fee schedule for this program which includes investment management fees and costs associated with securities transactions can be found in the SIMC's Form ADV and account application.</p> <p>Reports SEI Private Trust Company, the custodian of the Account, will provide the Client with periodic account statements (no less frequently than quarterly) describing Client's portfolio, holdings, and account activity. Clients may also receive Quarterly Performance updates showing the performance of Client's account.</p> | |

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

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**Schedule F of
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Applicant:
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|---|---|--|
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| Page 2(1)(D) cont. | <p><u>ING Trust U.S.A.</u> Clients may elect to obtain additional services through ING Trust U.S.A (ING Trust).</p> <p>The client receives all services(investment management, trust administration, asset custody, trade execution) for a negotiated fee (i.e., 1.25% on the first \$2 million and .75% thereafter). The trustee is ING Trust and the client is referred by the PrimeVest representative to ING Trust. The representative does not exercise any control or discretionary authority over the trust account. The client grants discretionary authority to ING Trust for asset management. The assets are custodied at ING Trust. PrimeVest and the referring representative receive compensation from ING Trust for the referral. The amount of the fee paid to the firm will be provided upon request. This compensation is based on the assets under management for that client by ING Trust. This compensation is paid to PrimeVest and the representative quarterly.</p> <p><u>Financial Planning</u> Qualified PrimeVest IARs may offer Basic Services, Advanced Services, and/or hourly fee services to clients. The Basic Service incorporates into the financial plan the four categories of retirement, asset allocation, budget review, and insurance review. The Advanced Service includes all categories addressed in the Basic Service plus at least one additional component, such as an estate plan, or business continuation plan, for example. Each type of service results in written financial plan developed by the IAR. Fees are negotiated by the IAR and the client and are based on the amount of time, complexity of plan, and services rendered. The client will receive a completed written financial plan which addresses the client's planning needs, which may include asset allocation, retirement planning, college funding, goal planning, insurance needs analysis, estate planning, budgeting, cash flow analysis, business planning, and other financial planning needs.</p> <p>Fees: Basic Services Fee Range: \$250.00-\$500.00* per financial plan Advanced Services Fee Range: \$500.00-\$2,500.00* per financial plan Hourly Fee Ranges: \$75.00-\$200.00* per hour (<i>*negotiable for IARs who hold the professional designation of CFP, ChFC, CLU or CFA</i>)</p> <p>The Client Agreement determines the services that will be provided, at what level, and the fee to be paid by the client.</p> <p>The client is under no obligation to implement the financial plan with the IAR. The client may terminate the Agreement by notifying PrimeVest in writing within five (5) days after the date the client agreement is signed, in which case PrimeVest will refund all fees paid by client to PrimeVest to date. Thereafter, the client may terminate the Agreement prior to receiving his or her completed written Financial Plan by notifying PrimeVest in writing, in which case PrimeVest may, in its sole discretion charge a reasonable sum for the time and effort of the IAR in building the client's Financial Plan. If the client terminates the Agreement prior to receiving the Financial Plan, PrimeVest is not obligated to provide any of its work product to the client, even if the client is required to pay PrimeVest. PrimeVest may terminate the Agreement at any time before providing a Financial Plan by notifying the client, in which case PrimeVest will refund to the client all fees paid up to that date, with the exception of previously paid and accepted fees for completed planning services.</p> | |

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|---|--|--|
| Item of Form (identify) | Answer | |
| Page 4(5) | <p>PrimeVest Investment Adviser Representatives must qualify by education and business experience appropriate to the level of service provided. When required by state law, Representatives must hold Series 65 or 66 registrations. Representatives who sell only investment company shares and variable annuities may be registered as Limited Representatives, Investment Company and Variable Contracts Products, and other Representatives must be registered as General Securities Representatives. PrimeVest financial planners must have education and/or prior business experience in financial planning or a related field, such as banking, insurance, brokerage, law, or accounting. Additionally, the planner is required to be an IAR, have a securities registration through PrimeVest, and a current insurance license.</p> | |
| Page 4(6) | <p>LeAnn McCool was born in 1968 and is the National Sales Manager of PrimeVest. Ms. McCool received a B.S. degree in Business Administration from Iowa State University. Prior to joining PrimeVest in 1992, Ms. McCool served as a regional marketing director for AEGON and as a financial advisor for Mid-America Securities. Ms. McCool holds Series 7 and 24 registrations.</p> <p>Corey Hacker was born in 1973 and is the Investment Advisory and Financial Planning Manager for PrimeVest. He joined PrimeVest in 1999 after working for Prudential since 1995 as a Preferred Advisor. Mr. Hacker holds Series 6, 7, 24, 63 and 65 registrations, and is also a ChFC, CLU, and LUTCF. Mr. Hacker graduated from St. Cloud State University with a degree in Business Management.</p> <p>Catherine Bonneau was born in 1960 and is the President and CEO of PrimeVest. Ms. Bonneau holds a BA in Spanish and Chemistry from Wellesley College in MA, and an MBA from the Stern School at NYU. Ms. Bonneau joined PrimeVest in January of 2006, after working for ING Trust U.S.A. since 1999, where she most recently served as CEO. Ms. Bonneau holds Series 7 and 24 registrations.</p> <p>Mark Shelson was born in 1955 and is Vice President and Chief Financial Officer for PrimeVest. He joined PrimeVest in June 2002. Previously, he served as Senior Vice President, Finance for George K. Baum & Company. With 20 years of experience in this industry, Mr. Shelson has served in a similar role at several financial services companies, as well as having been a public accountant and securities broker-dealer auditor. Mr. Shelson is a Certified Public Accountant, and has a Bachelor of Science degree in Finance from DePaul University in Chicago, Illinois. Mr. Shelson holds Series 7 and 27 registrations.</p> <p>Kim Holweger was born in 1965 and is the Vice President and Director of Operations of PrimeVest. Ms. Holweger received an Associate of Applied Science degree in Management from St. Cloud Technical College and has completed the Securities Industry Institute program at University of PA's Wharton School. Ms. Holweger joined PrimeVest in 1986, and holds Series 7, 24, 53, and 63 registrations.</p> <p>Michael Burns was born in 1958 and is the Chief Compliance Officer of PrimeVest. Mr. Burns received a Bachelor of Science degree in Business Administration from The Ohio State University and subsequently received a certificate in Audit from The School for Bank Administration in Madison, WI. Prior to joining PrimeVest in 2008, Mr. Burns spent over 15 years with positions held with Allianz, Capital Professional Advisors, BISYS, and National City, and founded MB Regulatory Solutions, LLC, a regulatory consulting firm supporting financial services providers. Mr. Burns holds Series 7, 24, 27, 52, 53, 63 and 66 registrations.</p> | |

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

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

Applicant:
PrimeVest Financial Services, Inc

SEC File Number:
801- 45573

Date:
03/31/2010

(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: PrimeVest Financial Services, Inc | | IRS Empl. Ident. No.: 41-1483314 |
|---|--|--|
| Item of Form (identify) | Answer | |
| Page 4(7) | <p>PrimeVest is principally involved in business as a general securities broker-dealer offering various levels of investments and insurance services on the premises of banks, savings and loan associations, and credit unions throughout the United States. The majority of PrimeVest's business consists of these securities brokerage and insurance services. Pursuant to a fee sharing arrangement, the financial institution receives a portion of the advisory services fees from advisory accounts. The amount of fees shared with Credit Unions is paid pursuant to a solicitor agreement. The financial institution does not provide any advisory services to clients, nor are the investments available through advisory accounts obligations of or guaranteed by the financial institution.</p> | |
| Page 4(8) | <p>PrimeVest uses the services available through their broker-dealer affiliates to obtain investment research and due diligence regarding insurance, securities, and other investment products and programs. PrimeVest is a subsidiary of the Cetera Financial Group, Inc., which owns other independent broker-dealers. PrimeVest is registered as a broker-dealer with the SEC and FINRA, and with all 50 States as well as the District of Columbia and Guam. PrimeVest is also an Investment Adviser registered with the SEC. In some states, PrimeVest is licensed or otherwise qualified as an insurance agency. PrimeVest also owns an introducing broker-dealer, Guaranty Brokerage Services, Inc.</p> | |
| Page 5(9) | <p>PrimeVest is wholly owned by Cetera Financial Group, Inc., which is principally owned by Lightyear Fund II, L.P., a private equity investment fund advised by Lightyear Capital, LLC. Lightyear Capital is a New York based private equity firm, formed in 2000, that specializes in investing in financial services companies. For a more detailed description of Lightyear Capital, please visit www.lycap.com.</p> <p>PrimeVest executes almost all equity transactions on an agency basis. Fixed income securities, however, are executed on a principal basis from the firm's inventory or on a "riskless principal" basis. Principal transactions in which PrimeVest or its affiliates will purchase or sell securities from or to an advisory client may be made. Agency cross transactions may be effected for advisory clients. In agency cross transactions, securities are purchased and sold directly between two or more clients, charging each a commission (if applicable) for their respective trade. Agency cross transactions are not permitted where one of the parties is an employee of the firm. PrimeVest, its IARs, and its affiliates may recommend securities in which they directly or indirectly have a financial interest and buy and sell securities for their own or other accounts or act as a market maker for securities that they recommend for purchase or sale by advisory clients. PrimeVest IARs may give advice in the performance of their duties with advisory clients that differs from advice, timing, and action taken with respect to other clients.</p> | |

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| | <p>IARs and Access Persons of PrimeVest are required, on a quarterly basis, to provide to the IAR Supervisor a detailed account of all personal securities transactions showing the date of the transaction, the title and number of shares, the principal amount of each security involved, the nature of the transaction (e.g., purchase or sale), the price at which the transactions were effected, and the name of the broker, dealer, or Financial Institution through which the transaction was effected. The IAR Supervisor or his or her designee reviews the personal transactions, compares them to transactions effected in applicable client advisory accounts, and investigates possible conflicts of interest. If an IAR's personal transactions conflict with transactions recommended to advisory account clients, the IAR Supervisor will, at his or her discretion, take appropriate action or provide to the client an appropriate disclosure.</p> | |
| Page 5(10) | <p>PrimeVest imposes a \$50,000 minimum initial investment for the Preferred and Prime account programs. The SmartSelect program requires a \$25,000 initial account opening minimum. The Strategic Advisor program minimum is based on each manager's minimum, but is typically \$100,000 for equity style managers and \$250,000 for fixed income style managers. The SEI Asset Management program imposes a \$100,000 initial account minimum. Programs managed directly by unaffiliated investment advisers may impose account minimum investments as described in their individual form ADV Part II.</p> | |
| Page 5(11)(A) | <p>PrimeVest will monitor advisory account performance on an ongoing basis. Transactions are reviewed on a daily basis through the use of an electronic supervisory system. On an annual basis, PrimeVest will compare the account's performance versus an appropriate benchmark and against the client's stated objectives. Portfolio manager's performance will be reviewed continuously by both Envestnet and PrimeVest to stated investment styles and benchmarks within that manager's asset class. Based upon those reviews, the client's investment objectives, and the client's changed financial circumstances or investment objectives, ongoing advice and recommendations will be provided (which may include a "buy and hold" strategy). The Investment Advisory Supervisor will ultimately be responsible for reviews. The PrimeVest Principal Review Desk, on at least an annual basis, will review advisory accounts for suitability of current investments versus stated objectives, performance over time, trading patterns, fee appropriateness, and percent of cash holdings within the account. If any questions arise, the IAR will be asked to supply further clarifications as to the client's portfolio and objectives.</p> <p>SEI. SEI monitors the investment styles and performance of investment advisers/portfolio managers whose services are available through the SEI Asset Management Program. PrimeVest's Advisory Supervisor or designee reviews SEI accounts annually to verify that the risk preference of the client matches the model selected. The number of SEI accounts assigned to a reviewer will not exceed 500.</p> <p>Financial Planning. Financial planning clients that are charged fees have their accounts reviewed at inception of the Client Agreement and upon completion of the written plan. The number of accounts per reviewer will vary depending on customer and adviser representative requests. Each financial plan developed by the IAR for the client will be reviewed by the Investment Advisory Department for completeness, reasonableness of fees charged, and services delivered.</p> | |

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| Page 5(11)(B) | <p>For securities held by PrimeVest, the client receives a statement on a monthly basis when there is activity and on a quarterly basis for inactive accounts. In addition, upon request, clients will receive a report that consolidates all of their holdings to assist them in understanding their portfolios.</p> <p>Asset Management Platform: Clients receive monthly or quarterly statements for advisory accounts from PrimeVest and on a quarterly basis clients will also receive performance reporting (in various formats) showing cost data, market values, gains and losses, transaction activity, market outlooks, returns, and other information. Certain clients may also be given the option to purchase additional or enhanced reporting for additional charges.</p> <p>Third party sponsored programs: Clients will receive monthly statements from the third party sponsor indicating holdings. Quarterly, the client will receive a report indicating market value, cash flows, gains and losses, asset allocation, and performance related to a style benchmark. Depending on the sponsor program chosen, the client may also receive a tax report.</p> | |
| Page 6(12)(B) | <p>PrimeVest recommends that clients execute transactions through PrimeVest's brokerage services. Because the advisory fee allows clients to execute transactions without paying commissions, and the client would most likely pay commissions or sales charges to have another broker execute transactions, clients will likely benefit from executing transactions through PrimeVest. A condition of participation in the asset management platform is that all accounts are held at PrimeVest in its capacity as a broker-dealer. Execution and clearance of transactions is provided by PrimeVest and as a result best execution may not be achieved.</p> <p>In considering the investment program available through PrimeVest and the brokerage related services provided by the firm and/or other parties, a prospective client should be aware that the program may cost a client more or less than purchasing the services separately from other advisers or broker/dealers. The factors that should be considered by a prospective client include the size of the client's portfolio, the nature of the investments to be managed, trade execution costs, custodial expenses, the anticipated level of trading activity, the application of advisory fees to previously purchased securities the client chooses to transfer into the advisory account, and the amount of advisory fees and other charges for managing the client portfolio. However, the client should be aware that if investments were purchased directly from other providers, the client would not receive the benefit of the advice and expertise provided by PrimeVest and the IAR in the management of the advisory account.</p> | |

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| Page 6(13)(A) | <p>PrimeVest offers clients different investment options in its various products sponsored by many different companies, focusing on some of the largest fund families that offer a broad spectrum of investment products. Each approved fund family with whom PrimeVest has a selling agreement has access to PrimeVest's investment adviser representatives to provide training, educational presentations, product information, information on industry trends, and new investment ideas. PrimeVest concentrates its marketing and training efforts on investments offered by certain fund families ("Approved Families"), selected by PrimeVest, in part, based on whether they offer competitive products, their technology, their customer service, and their training and education capabilities. Some Approved Families are affiliates of PrimeVest. Approved Families attend or sponsor education and training meetings for PrimeVest's investment adviser representatives and make payments to PrimeVest to compensate PrimeVest for these enhanced marketing and training opportunities. The additional compensation PrimeVest receives in connection with the sale of Approved Families products may pose a conflict of interest for PrimeVest to promote such products over other products. Clients do not pay PrimeVest or its affiliates extra compensation nor do they pay more to purchase Approved Families products through PrimeVest. In some cases, transaction clearing costs that would normally be paid by the client or the investment adviser representative may be reduced or eliminated on Approved Families products. The reduction or elimination of such clearing costs in accounts may pose a conflict of interest for investment adviser representatives to promote certain Approved Families products over other products in a client's advisory account.</p> <p>Companies that are not Approved Families may at times send PrimeVest payments in recognition of PrimeVest's efforts in educating its investment adviser representatives regarding such companies' products, which may pose a conflict of interest for PrimeVest to promote such products over other products.</p> | |
| Page 6(13)(B) | <p>PrimeVest provides investment advice and investment advisory products to the customers of banks, savings associations and credit unions ("financial institutions") pursuant to agreements with financial institutions. In exchange for permitting PrimeVest to provide its services pursuant to those agreements, PrimeVest pays the financial institutions up to 94% of the advisory fees PrimeVest receives from client accounts. PrimeVest, and not the financial institutions, provides the investment advice and advisory products to customers.</p> <p>Client Referrals: PrimeVest and its IAR will be empowered to initiate Solicitors Agreements, subject to approval by a principal of the firm, for the purpose of paying cash finders fees to solicitors on behalf of PrimeVest subject to the following undertakings and disclosures.</p> <p>a) The solicitors will be required to execute an affirmation that he/she is not subject to any orders, convictions or SEC proceedings/orders as described in Section 203(e) of the Investment Advisers Act of 1940.</p> <p>b) Cash fees will be paid pursuant to a written agreement to which PrimeVest is a party which will include disclosure of any relationship between the solicitor and PrimeVest, either directly or indirectly, the terms of compensation to be paid to the solicitor by PrimeVest, the duties to be performed by the solicitor consistent with instructions from the firm and the provisions of the Act and rules thereunder. The solicitor will provide a copy of PrimeVest's form ADV Part II (disclosure document) and the client copy of the Solicitor Disclosure Document to such client at the time of the solicitation.</p> | |

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PrimeVest Financial Services, Inc

IRS Empl. Ident. No.:

41-1483314

| Item of Form (identify) | Answer |
|----------------------------|---|
| Code of Ethics Summary | <p>Pursuant to Rule 204A-1 (the "Rule") adopted by the Securities and Exchange Commission under the Investment Advisers Act of 1940 (the "Act"), PrimeVest, a registered investment adviser under Act, has adopted a Code of Ethics (the "Code").</p> <p>The Code, among other things, (i) sets forth PrimeVest's obligations and those of its supervised persons to avoid any actual or potential conflict of interest with a client to ensure compliance with securities laws and (ii) requires certain supervised persons called "Access Persons" to periodically report their personal securities transactions and holdings and to obtain approval before investing in an initial public offering or private placement. The Code does not intend to prohibit personal securities activities by supervised persons, but rather prescribes rules to prevent actual and apparent conflicts of interest by those individuals who have access to information regarding the securities activities of, and recommendations provided to clients. While it is not possible to define and prescribe all-inclusive rules addressing all possible situations in which conflicts of interest may arise, the Code sets forth a general policy regarding conduct in situations when conflicts of interest may exist.</p> <p>You may receive a copy of the Code upon request.</p> |