
PRIMESOLUTIONS FINANCIAL SERVICES
CORPORATION

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March 9, 2011

This Brochure provides information about the qualifications and business practices of [PrimeSolutions Financial Services Corporation “Advisor”](#). If you have any questions about the contents of this Brochure, please contact us at [888-333-1359](#). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

[PrimeSolutions Financial Services Corporation](#) is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about PrimeSolutions Financial Services Corporation also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated **March 9, 2011** is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure. Our last update, prior to this new format, was February 4th, 2010.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting **Compliance** at **888-333-1359**.

Additional information about **PrimeSolutions Financial Services Corporation** is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with **PrimeSolutions Financial Services Corporation** who are registered, or are required to be registered, as investment adviser representatives of **PrimeSolutions Financial Services Corporation**.

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Brochure Supplement(s)

Item 4 – Advisory Business

PrimeSolutions has been in business since 1984. James R. Smith is the principal owner and Managing Director.

PrimeSolutions provides investment advice to institutions and individuals.

Depending on client wishes we may manage investment advisory accounts not involving supervisory services. This is arranged on a case-by-case basis.

PrimeSolutions will determine which securities to purchase or sell in accordance with each client's objectives and risk tolerance. PrimeSolutions will make all securities transactions pursuant to limitations outlined in written agreements between PrimeSolutions and its clients.

PrimeSolutions will determine the amount of securities to purchase or sell in accordance with each client's objectives, tax considerations, general principals of diversification and pursuant to the terms outlined in the written agreement between PrimeSolutions and a client.

PrimeSolutions provides investment services to clients in a wrap fee program sponsored by another organization. The wrap accounts are specifically managed using our Large Cap Growth style of investing. Individually managed accounts are tailored to the needs of individual clients.

PrimeSolutions currently manages \$23,800,000.00 on a discretionary basis as of March 9, 2011.

Item 5 – Fees and Compensation

Table 1 presents PrimeSolutions typical fee schedule.

Table 1 – Annual Assets Under Management

◆ 1.00% on the first \$10,000,000.00
◆ 0.75% on the next \$15,000,000.00
◆ 0.50% on assets over \$25,000,000.00

PrimeSolutions negotiates fees with each client based on clients' annual assets under management. Fee levels will depend on the size of the client's account, particular client needs and other factors. Fees for client accounts will be paid quarterly in arrears based on the assets under management on the last day of the calendar quarter. In some cases, fee arrangements may be subject to an annual minimum, structured as a fixed annual fee.

All fees are subject to negotiation.

The specific manner in which fees are charged by PrimeSolutions is established in a client's written agreement with PrimeSolutions. Clients may also elect to be billed directly for fees or to authorize their Custodian to directly debit fees from client accounts. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable.

PrimeSolution's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to PrimeSolution's fee, and PrimeSolutions shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that PrimeSolutions considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

PrimeSolutions does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

PrimeSolutions provides portfolio management services to individuals and institutions. PrimeSolutions generally requires a minimum account value of \$100,000.00 in order to be able to diversify a portfolio. This minimum may be negotiated if PrimeSolutions believes the account would be able to reach the minimum level based on client contributions over a two year period. PrimeSolutions will also make exceptions for accounts of family members of a qualified client.

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

PrimeSolutions will tailor a portfolio for each specific client based upon the client's investment objectives, goals, time horizon and risk tolerances. Each client portfolio will predominantly consist of stocks, bonds and money market funds. However, other investment products such as exchange traded funds, options on securities or mutual funds may be used.

From time to time, and where suitable to client circumstances and preferences, we may use short-term strategies, including covered option writing, option purchases, or hedging against down markets.

We believe that stock prices follow earnings over the long run. Therefore, we keep our clients' assets invested primarily in companies whose financial strength, proven management teams and industry leadership have historically produced reliable, consistent and sustainable long-term earnings growth. It is our belief that a diversified equities portfolio of growth companies, as well as high-quality bonds, will provide above average returns over the long term. Our goal is to build and protect the purchasing power of our clients' assets over time by offering growth-oriented portfolios with lower volatility. Our commitment to this discipline has provided our clients with consistent returns while controlling risk over the long term.

PrimeSolutions uses a combination of fundamental and technical analysis methods to assess risks and opportunities in the capital markets. Fundamental data help us identify companies, industries, and sectors with compelling financial characteristics. Technical data help us identify securities with attractive supply/demand characteristics. Throughout our investment process, we review numerous sources of information. Sources of information used in evaluating an investment strategy include financial newspapers and magazines, financial data reporting services, rating services, SEC reports and filings, research material prepared in-house and by outside sources, annual reports and prospectuses, professional conferences, and company press releases.

Our equity investment strategy employs a disciplined, growth-oriented approach utilizing bottom-up fundamental analysis. Portfolios are comprised of high quality, large capitalization companies with consistent, above- average earnings growth rates and reasonable valuations. We seek companies that are well-managed, financially sound, industry leaders with proven track records. We believe that a diversified portfolio of growth-oriented companies will provide above-average returns over a full market cycle, defined as 3 to 5 years.

Our process of identifying possible equity investments begins with the screening of a universe of U.S. traded equity securities with a market capitalization of over \$1 billion. We screen on various criteria such as revenue growth, earnings and cash flow growth, price earnings ratios, and other similar criteria. We utilize a fundamental investment analysis approach evaluating a company's business economics, industry leadership, management, balance sheet, consistency

of earnings growth, and valuation relative to its industry and the stock market as a whole. The end result is a well diversified portfolio of 25-35 industry-leading companies with predictable and sustainable long-term earnings growth.

Having a diversified portfolio is one of several means of controlling risk. Another measure is to have a well-defined sell discipline. We would sell a position if there are negative changes in the company's or industries' fundamentals. We will trim appreciated positions to control exposure to an individual company. We will sell a position if our price target is met, or if there are more attractive opportunities available elsewhere.

PrimeSolution's fixed income philosophy is based on managing our fixed income portfolios to produce conservative and risk adjusted returns. We invest in US treasury securities, government agencies, investment grade corporate bonds, and investment-grade municipal issues. We seek to take advantage of opportunities in the yield curve and in bond spreads. Our goal is to preserve principal, compound interest and produce superior results. We employ a disciplined approach utilizing credit analysis, and risk management. We analyze the yield curve to improve portfolio income and return, and to select securities between fixed income sectors. We stress short and intermediate maturities, and focus on high quality securities. We constantly review and monitor portfolio securities to control risk. We have developed separate approaches for taxable and tax-exempt investors.

Our Balanced Portfolio Strategy involves a customized blend of our equity investment discipline with a fixed income component. Our principal objective is the growth and protection of client assets while providing income for any short-term cash needs. Balanced portfolios are fully invested and structured with a balance that best meets each client's needs. We utilize a strategic approach towards asset allocation to reinvest dividends, interest, and security sale proceeds at a fixed allocation, thus eliminating the risk of market timing.

Through fundamental equity research we select companies that demonstrate industry leadership and strong, sustainable earnings growth at reasonable valuations. The equity portion of the portfolio typically consists of approximately 25-35 stocks. Our fixed-income assets include high-quality, short to intermediate-term bonds. The fixed income portion of portfolio consists of a combination of treasuries, government agency, municipal bonds and investment grade corporate bonds.

Investment Risks

Investing in securities involves risk of loss and possible loss of principal. Clients should be prepared to bear such possible risks. Past performance does not guarantee future results. Annual portfolio turnover has historically been relatively low, that is under 33% per year. However, market conditions could warrant a change in portfolio turnover at any time. Client should be aware that portfolio turnover could increase, thereby increasing trading costs.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PrimeSolutions or the integrity of PrimeSolutions' management. PrimeSolutions has not received any disciplinary actions.

Item 10 – Other Financial Industry Activities and Affiliations

The primary owner of PrimeSolutions, James R. Smith, is also the President and primary owner of PriSol Securities Inc., a registered Broker-Dealer. PrimeSolutions does not utilize PriSol Securities for purchasing or selling securities in advisory client accounts, minimizing any conflict of interest.

PrimeSolutions also acts in an agency capacity on behalf of banks and institutions to establish relationships with Primary Dealers to process repurchase transactions. PrimeSolutions also provides consulting/analytical support to these institutions.

PrimeSolutions has in the past provided various business consulting services to institutional clients. Those services included: asset allocation studies and investment policy development; review and negotiation of banking relationships; review of client's treasury and investment functions; forensic accounting services; litigation support services; and business valuation services.

Item 11 – Code of Ethics

PrimeSolutions has adopted a Code of Ethics, pursuant to SEC Rule 204A-1 for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at PrimeSolutions must acknowledge the terms of the Code of Ethics annually, or as amended.

PrimeSolutions anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which PrimeSolutions has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which PrimeSolutions, its affiliates and/or clients, directly or indirectly, have a position of interest.

PrimeSolutions' employees and persons associated with PrimeSolutions are required to follow PrimeSolutions' Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of PrimeSolutions and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for PrimeSolutions' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of PrimeSolutions will not interfere with (i) making decisions in the best interest of advisory clients and (ii)

implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of PrimeSolutions' clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between PrimeSolutions and its clients.

PrimeSolutions currently does not have any affiliated accounts. If in the future, PrimeSolutions decides to begin investing for its own account the account may trade in the same securities with client accounts on an aggregated basis when consistent with PrimeSolutions' obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. PrimeSolutions will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order. PrimeSolutions will notify its clients if and when it decides to open an affiliated account.

PrimeSolutions' clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our compliance official, James R. Smith at 1-888-333-1359.

It is PrimeSolutions' policy that the firm will not affect any principal or agency cross securities transactions for client accounts. PrimeSolutions will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account.

An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

At present time PrimeSolutions does not engage in soft dollar transactions. Should PrimeSolutions decide to change this policy, soft dollar benefits will not be proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

PrimeSolutions will select brokers, absent client direction, based upon PrimeSolutions judgment of the best execution of the transaction. PrimeSolutions will base this determination on reasonableness of commission rate, commensurate with services offered, including (1) quality of execution as evaluated in terms of past experience and reputation; (2) accuracy and speed of oral and written confirmations and monthly statements; (3) demonstrated capacity for prompt and timely delivery of cash and securities; (4) capital and financial resources of the brokerage firm relative to the volume of customer transactions; and (5) statistical monitoring of the portfolio.

Clients, who direct PrimeSolutions to utilize specific brokers, either in whole or in part, or by stated preference, may limit and even preclude PrimeSolutions' ability to negotiate the commissions and otherwise obtain "best execution".

PrimeSolutions may aggregate multiple private account orders into larger blocks for execution at more favorable commission rates due to volume discounts. Accounts which participate in such block trades receive the average price of any partial execution of such block trades.

As a result of these practices, PrimeSolutions' clients who direct brokerage transactions will often pay higher commission rates than those clients who grant broker selection discretion to PrimeSolutions.

In allocating brokerage transactions, PrimeSolutions will consider the cost of execution as well as other factors, such as the value of brokerage and any research services that a particular broker may provide from which PrimeSolutions' clients may derive value. Consequently, PrimeSolutions may in good faith determine that paying more than the lowest available commission is in the best interests of its clients where the amount of the commission is reasonable in relation to the value of the brokerage and research services provided.

The brokerage and research products and services that PrimeSolutions may obtain from or through the brokers selected by PrimeSolutions include: publications and other writings addressing the value of securities, the advisability of investing in, purchasing or selling securities, various industries, economic factors and trends, portfolio strategies and account performance; and/or services incidental to securities transactions such as clearance and settlement. As discussed above, by virtue of obtaining these additional products and services, PrimeSolutions' clients may pay higher commissions than would be obtainable from other brokers, provided, however, that in all such cases PrimeSolutions will in good faith determine that the additional cost is reasonable in relation to the additional value to be received.

Products and services obtained in this manner as a result of paying higher commissions are considered to have been paid for by PrimeSolutions with soft dollars. The brokerage and research products and services obtained with soft dollars may be of value to PrimeSolutions in advising to its clients, although not all of these services are necessarily useful or of value to PrimeSolutions in advising all of its clients. If PrimeSolutions were to enter into a soft dollar arrangement and some of PrimeSolutions' clients specifically instruct PrimeSolutions to use designated brokers, those clients will benefit from the research products and services provided by other brokers selected by PrimeSolutions but do not bear any of the soft dollar costs associated therewith.

As a result, if PrimeSolutions were to enter into a soft dollar arrangement, those clients who provide PrimeSolutions with complete discretion in the selection of brokers effectively subsidize those clients who retain discretion in the selection of brokers because clients who retain discretion in the selection of brokers receive such research products and services but do not bear any of the soft dollar costs associated therewith.

PrimeSolutions does, on occasion, receive client referrals from a Broker-Dealer. Because PrimeSolutions has an incentive to select a broker-dealer based on an interest in receiving client referrals rather than on clients' interest in receiving favorable execution, this could create a conflict of interest. To ensure the PrimeSolutions is acting in the best interest of its clients the aforementioned practices in determining broker-dealer selection are strictly adhered to.

Item 13 – Review of Accounts

Investment advisory accounts are formally reviewed at least quarterly, by the Chief Investment Officer. Some portfolios are reviewed more frequently depending on factors including market and economic conditions, changes to performance of individual securities or issuers, changes in client objectives, guidelines or financial circumstances as communicated to PrimeSolutions, or changes in investment strategies generated by PrimeSolutions, among others. Reviews generally include analysis of account performance, comparison with relevant standards and review of account objectives and guidelines. The composition and number of reviewers could vary depending in part on the type of account, amount of assets and nature of investment goals and objectives of clients.

For our investment advisory accounts, PrimeSolutions provides reports on a quarterly or monthly basis or as requested by the client. Portfolio reports generally include information relating to the performance of their account during the recent period and since inception. PrimeSolutions may also distribute economic or financial markets commentaries and other materials periodically. Special reports may be prepared to meet specific client requirements.

Item 14 – Client Referrals and Other Compensation

PrimeSolutions may offer monetary compensation up to 20% of annual income for each referral.

Item 15 – Custody

Clients should receive at least quarterly statements or online access to their account from the custodian that holds and maintains client's investment assets. Clients should carefully review those statements and/or online transactions.

PrimeSolutions does not provide custody services or receive cash or securities on behalf of its clients. In order to provide on-line viewing of account information, consolidation of client information, tax reporting, and brokerage services, we use Aintree Capital LLC, through their custodian, Pershing LLC. If a client has their own brokerage and/or custodial relationship, we will work through their relationship to provide our investment service.

Item 16 – Investment Discretion

PrimeSolutions receives discretionary authority from the client at the onset of an advisory relationship to select the identity and amount of securities to be bought and sold in the construction of the portfolio. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, PrimeSolutions observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to PrimeSolutions in writing.

Item 17 – Voting Client Securities

PrimeSolutions accepts the authority to vote client securities.

Clients may obtain a copy of PrimeSolution's complete proxy voting policies and procedures upon request. Clients may also obtain information from PrimeSolutions about how we voted any proxies on behalf of their account(s).

The following information is an excerpt from our Policy Manual providing a general overview of our proxy voting policies:

PSFSC strives to vote all proxies in the best economic interests of its clients. The decision of how to vote follows the same criteria PSFSC uses in managing client accounts – to vote for proposals in such a manner that, in PSFSC’s opinion, will increase shareholder value.

A. General Overview

In evaluating a particular proxy proposal, PSFSC takes into consideration, among other items:

- (1) PSFSC’s determination of how the proxy proposal will impact our clients;
- (2) The period of time over which shares of the company are expected to be held in the client’s portfolio;
- (3) The size of the position;
- (4) The costs involved in the proxy proposal; and
- (5) Management’s assertions regarding the proxy proposal.

B. Support of Management’s Recommendations

PSFSC will generally support management’s recommendations on proxy issues, since management’s ability is a key factor we consider in selecting equity securities for client portfolios. PSFSC believes a company’s management should generally have the latitude to make decisions related to the company’s business operations. However, when PSFSC believes the company’s management is acting in an inconsistent manner with our clients’ best interests, we will vote against management’s recommendations.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about **PrimeSolutions’** financial condition.

PrimeSolutions has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

PrimeSolutions requires any officer or employee who determines or gives investment advice to clients to demonstrate clear command of the firm's investment discipline, its principles and implementation, and its suitability for clients. PrimeSolutions takes its fiduciary responsibilities very seriously, and ensures to the maximum possible extent that its professionals meet high standards of financial sophistication as evidenced by education and/or experience.

Principal executive officers and management persons:

James R. Smith, Managing Director, 7/27/41

Mr. Smith has over 30 years of experience in the financial services industry. He is a registered Investment Advisor and holds a Securities General Principal License, is a Certified Financial Planner and received his Trust Graduate Certifications from Bucknell and Northwestern Universities. He also holds series 24 and 63 licenses. Mr. Smith is also the principal owner and President of PriSol Securities, Inc. Due to the limited activity of the Broker-Dealer, Mr. Smith spends approximately 10 minutes per day performing activities related to PriSol. Mr. Smith is Chairman of the Investment Advisory Committee.

Robert J. Vile, CPA, CFA, & Chief Investment Officer, 10/12/57

Mr. Vile joined PrimeSolutions in 2003. Mr. Vile manages the Investment Strategy and client portfolios at PrimeSolutions. Prior to PrimeSolutions, Mr. Vile was a Managing Director and Portfolio Manager at Trainer Wortham from 1998 to 2002. From 1994 to 1998, he served as Equity Portfolio Manager at Harleysville Asset Management. Prior to that, Mr. Vile had investment research and portfolio management responsibilities at Dai-ichi Kangyo Bank, Doylestown Health Foundation and Widmann, Siff & Co. Mr. Vile received his BS in Accounting from Susquehanna University in 1980. He received his Series 7 and Series 63 securities licenses in 1984. Mr. Vile was awarded his professional designations, Certified Public Accountant in 1981, Chartered Financial Analyst in 1992, Series 65 Investment Advisor License in 1998, and Personal Financial Specialist in 2010. Investment Experience: 28 years. Mr. Vile is a member of the Investment Advisory Committee.

Robert J. Walker, 4/9/45

Rider University, B.S. advanced training Trust/Securities

PBA at Bucknell University, Advanced training at Northwestern University Senior
Management Trust School.

30 years of industry experience at First Pennsylvania Bank – Senior VP, Trust department
Vanguard – Senior VP; SEI – Senior VP; Fidelity Investments- Senior VP; Fairfield Group –
President/CEO. Mr. Walker is a member of the Investment Advisory Committee.