

Item 1 – Cover Page

Principled Advisors, Inc.

1110 South Avenue, Staten Island, NY 10314

(877) 860-0900

www.principled.com

January 1, 2011

This Brochure provides information about the qualifications and business practices of Principled Advisors, Inc. If you have any questions about the contents of this Brochure, please contact us at (877) 860-0900. 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.

Principled Advisors, Inc. 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 Principled Advisors, Inc. 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 January 1, 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.

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 materials 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 Principled Advisors, Inc.’s compliance department at (877) 860-0900. Our Brochure is also available on our web site www.principled.com free of charge.

Additional information about Principled Advisors, Inc. 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 Principled Advisors, Inc. who are registered, or are required to be registered, as investment adviser representatives of Principled Advisors, Inc.

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Item 4 – Advisory Business

Principled Advisors, Inc.'s primary line of business is to assist corporate clients in establishing and maintaining Qualified Retirement Plans. Services may include investment analysis, plan design, provider benchmarking, investment selection, fiduciary compliance and participant communication & education. All Retirement Plan investments are self-directed by plan participants. Neither Principled Advisors, Inc. nor its employees maintain trading authority over investments.

Principal Executive Officer

Anthony Girellini, Chairman & CEO since 2004

Born 1970

Education: Pace University - New York, NY

FINRA Series 7, 24, 28, 63, 65 licensed

Accreditations

Accredited Investment Fiduciary® (AIF®)

The AIF designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIF Code of Ethics. In order to maintain the AIF designation, the individual must annually renew their affirmation of the AIF Code of Ethics and complete six hours of continuing education credits. The certification is administered by the Center for Fiduciary Studies, LLC (a Fiduciary360 (fi360) company).

Chartered Retirement Plans Specialist® (CRPS®)

The College For Financial Planning®, founded in 1972, accredited by The Higher Learning Commission (HLC) and member of The North Central Association (NCA), conveys the CRPS® designation. CRPS® designees possess the knowledge of qualified retirement plan design, installation and administration applicable to small businesses and corporations. Designees must successfully complete the specialized program, pass a rigorous examination, conform to a code of professional ethics, complete a professional conduct disclosure and adhere to continuing education requirements on an annual basis.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by Principled Advisors, Inc. is established in a client's written General Advisory Services Agreement or Plan Consulting Services Agreement with the firm. Principled Advisors, Inc. will generally bill its fees on a quarterly basis in arrears. Clients may elect to be billed directly for fees or to authorize Principled Advisors, Inc. to directly debit fees from client accounts. These fees may be negotiable based upon specific services required. Occasionally these fees are limited to a fixed dollar amount that is negotiated based upon specified one time services. Fixed fees are payable within 30 days of execution agreement. With written notice, clients may terminate these contracts at any time.

Fee Schedule:

- 1% for Plans with less than \$500,000 in assets,
- .50% for Plans between \$500,000 - \$4,999,999 in assets,
- .25% for Plans between \$5,000,000 - \$19,999,999 in assets,
- .15% for Plans between \$20,000,000 - \$99,999,999 in assets,
- .10% for Plans greater than \$100,000,000 in assets

Principled Advisors, Inc.'s fees are exclusive of third party 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 managers 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.

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

Principled Advisors, Inc. 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

Principled Advisors, Inc. provides investment advisory services to corporate pension and profit-sharing plans, individuals and high net worth individuals.

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

Principled Advisors, Inc. utilizes various methods of analysis including tools offered by fi360, Morningstar, Zephyr Associates etc. Investing in securities involves risk of loss that clients should be prepared to bear.

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 Principled Advisors, Inc. or the integrity of Principled Advisors, Inc.'s management. Principled Advisors, Inc. has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Principled Advisors, Inc. is dually registered with the Securities Exchange Commission (SEC) as a FINRA member Broker/Dealer and Investment Adviser. Management personnel maintain both Registered Representative and Investment Adviser Representative registrations.

Item 11 – Code of Ethics

Pursuant to SEC rule 204A-1, Principled Advisors, Inc. has adopted a Code of Ethics 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. Principled Advisors, Inc. prohibits all personnel from soliciting to

clients, any investment in which said person or related person may have a financial interest. All supervised persons at Principled Advisors, Inc. must acknowledge the terms of the Code of Ethics annually, or as amended.

Principled Advisors, Inc.'s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting the Compliance Department.

Item 12 – Brokerage Practices

As a matter of firm policy and practice, Principled Advisors, Inc. does not accept “soft dollar benefits” from any broker/dealer or third party in connection with client transactions.

Item 13 – Review of Accounts

As a matter of firm policy and practice, Principled Advisors, Inc. does not provide investment supervisory services and does not maintain custody of client accounts. As such, Principled Advisors, Inc. is not required to provide periodic review of client accounts.

Item 14 – Client Referrals and Other Compensation

As a matter of firm policy and practice, Principled Advisors, Inc. does not accept compensation or receive economic benefit from anyone who is not a client for providing investment advice or other advisory services to our clients. Principled Advisors, Inc. does not compensate, directly or indirectly, any person for client referrals.

Item 15 – Custody

As a matter of firm policy and practice, Principled Advisors, Inc. does not maintain custody of client assets and does not issue proprietary account statements. . Clients should receive at least quarterly statements from the broker/dealer, bank or other qualified custodian that holds and maintains client's investment assets. Principled Advisors, Inc. urges you to carefully review such statements.

Item 16 – Investment Discretion

As a matter of firm policy and practice, Principled Advisors, Inc. does not maintain discretionary authority over client accounts.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Principled Advisors, Inc. does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Principled Advisors, Inc. may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. Principled Advisors, Inc. 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.