



Highstone
Group

Comprehensive
Financial
Services

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FIRM BROCHURE
ADV PART 2A

JUNE 30, 2012

This brochure provides information about the qualifications and business practices of Highstone Group. If you have any questions about the contents of this brochure, please contact us at (804) 285-7010.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Highstone Group also is available on the SEC's website at www.adviserinfo.sec.gov.

MATERIAL CHANGES

Annual Update

The Material Changes section of this brochure will be updated annually when material Changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update-

We plan to withdraw our registration with the SEC and have applied for registration with the State Corporate Commission of the Commonwealth of Virginia

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (804) 285-7010 or by email at: contact@highstonegroup.com

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Advisory Business

Comprehensive Financial Planning Corporation (CFPC) intends to be registered under state securities laws. Our firm primarily conducts advisory services under the name of **Highstone Group (HSG)**.

Comprehensive Financial Planning Corporation was formed in 1983 by Ronald J. Hochstein. Mr. Hochstein is 100% owner of the corporation and remains as the firm's President. The other officers of the company are Amy Hochstein Clark and Justin P. Hochstein.

Asset Management

HSG offers a variety of investment advisory services to its clients. First and foremost, we offer individual portfolio management and investment supervisory services ("Asset Management"). The firm provides individualized investment advice to clients based upon the client's specific needs. Through personal consultations, we gather specific financial data to develop a client's personalized profile, which includes their investment objectives, current financial position, risk profile, investment time horizon, tax situation and liquidity needs. We review the client's personalized profile and based upon this review, we determine an appropriate asset allocation for the client. Such allocations take into account the client's liquidity needs, portfolio goals, tax objectives and risk tolerance. We then recommend specific investments to implement the client's recommended asset allocation, incorporating a client's existing holdings where appropriate. We may also recommend non-securities products as part of this service, in an effort to provide a more comprehensive approach to meeting the client's needs.

HSG does not limit its investment recommendations to any specific type of product or security. A client's individual needs and objectives are analyzed to determine appropriate investments and products for the client. Since different types of investments typically involve different types of risk, the firm conducts a risk analysis of the client and his/her overall portfolio, before recommending a certain investment. We generally manage assets on a non-discretionary basis, which means the client is always free to place restrictions on the types of investments the firm recommends for the client's portfolio. In general, the firm utilizes equity investments in individual stocks, mutual funds, and exchange traded funds. We also provide recommendations on fixed income investments, including individual bond positions, bond mutual funds, certificates of deposit, and fixed income exchange traded funds. In addition, we provide advice related to real estate limited partnerships and Real Estate Investment Trusts, and may also provide advice on variable and fixed insurance products. In some cases, we may recommend the purchase or sale of derivative products, including options contracts. However, since associates of

HSG are registered representatives of Securities Service Network, a registered broker/dealer, investment recommendations are limited to only those products offered through that firm.

Consulting Services

In addition to individualized investment management, HSG offers investment consulting services on an hourly-fee basis. Such consultation is normally offered to assist a client in an isolated area of concern, such as a specific investment or a specific area of financial planning. Consulting services are also offered in the form of administrative assistance not involving investment advice, to provide cost-basis information or facilitate the transfer of assets or accounts. These services may be provided by HSG officers, representatives or administrative support staff.

Assets Under Management

As of June 30, 2012, HSG was providing regular and continuous Asset Management services for 145 clients "Households". The total value of assets under management was \$72,500,000 held in 664 accounts. This is broken down into: \$70,000,000 held as Non-Discretionary and \$2,500,000 as Discretionary. Assets under management are calculated using the available market prices of all investments held in client portfolios, as reported by the investment company or custodian holding such assets on the date of valuation.

Fees and Compensation

Fees for services provided by our firm remain negotiable within a range and are subject to guidelines established by the firm. The fees are agreed upon in advance with the client and will be stated specifically in a written agreement between HSG and the client. Advisory Fees will be billed monthly or quarterly, in arrears of the services provided based upon the account value on the last business day of the preceding period being billed. For accounts opened or closed during a calendar quarter, the fee due and payable will be pro-rated for the period. Advisory fees will be charged to and collected directly from the client's account and paid to Highstone Group. Client will be provided with an account statement from their custodian reflecting the deduction of the advisory fee. If the account does not contain a sufficient cash or cash equivalent balance to pay advisory fees, HSG has limited authority to redeem securities in sufficient amounts to pay advisory fees. Clients may reimburse the account for advisory fees paid, except IRA or other tax qualified accounts.

Clients may make additions to the account or withdrawals from the account, provided the account continues to meet minimum account size requirements. No fee adjustments will be made

for partial withdrawals from or additional deposits to the account or for account appreciation or depreciation.

The Client shall be responsible for paying the following expenses: (i) all expenses of the transfer, receipt, safekeeping, servicing, and accounting for the Client's cash, securities, and other property, including all charges of depositories, custodians, trustees, and other agents, if any, (ii) all broker's commissions and other charges incident to the purchase, sale, or lending of the Client's securities; (iii) all tax or governmental fees payable by or with respect of the Client to federal, state or other governmental agencies, domestic or foreign, including stamp or other transfer taxes.

Fees paid to HSG for Portfolio Management Services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible fund distribution fee. If the fund imposes sales charges, a client may pay an initial or deferred sales charge. Advisor Representatives will be advised to recommend mutual funds that are load-waived or no-load to the maximum extent feasible for Portfolio Management Accounts. Securities Service Network, broker-dealer may receive payments from certain mutual funds distributed pursuant to a Rule 12(b)1 distribution plan or other such plan as compensation for administrative services, representing a separate financial interest to Advisor (except Rule 12(b)1 fees paid to Advisor.)

Subject to charges for work completed, the client or HSG may terminate the engagement by written notice to the other party at any time. The client will receive a refund of any fees paid if the agreement is terminated within five (5) business days of signing the engagement agreement. After the first five (5) business days, the client would receive a pro-rated refund for investment advice for the contract period.

Fees are generally not negotiated once agreed to and upon signing the engagement agreement, nor are refunds generally available once services are provided. Reasonable expenses are billed at an approximate of the actual cost. The client agrees to compensate HSG for any collection costs, expenses, and reasonable attorney's fees required to enforce any agreement.

With respect to all services our basic fee schedule for new and prospective clients is:

Market Value of Portfolio		Percent of Assets	
\$0	to	\$500,000.00	1.50%
\$500,000.00	to	\$1,000,000.00	1.25%
\$1,000,000.00	to	\$2,500,000.00	1.00%
Above \$2,500,000.00			0.75%

All work and terms of payment are negotiable based on factors in each individual case. Such factors may include the nature of the work, other work the firm is engaged in for the client, and competitive factors. However, the range within which fees for investment supervisory and/or portfolio management services generally fall is between 0.50% and 3.0% annually. This fee is charged based on a percentage of assets under management or subject to advice, as prorated on a monthly basis.

Performance-Based Fees

HSG does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client. However, the nature of asset-based fees allows HSG to participate in the growth of the client's wealth. This also means that our fees can decline when the client's portfolio declines in value.

Types of Clients

HSG provides continuous discretionary and non-discretionary investment advisory and account supervisory services for individuals, businesses, individual retirement accounts, trusts and other entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Portfolio Consulting & Management Services:

Product recommendations may include, but are not limited to, equities, corporate debt securities, municipal bonds, mutual funds, government securities, and options. HSG directly manages and diversifies clients' portfolios based upon the client's risk profile, investment horizon, financial goals, income (current and potential), tax bracket, portfolio size, net worth and other various suitability factors. Restrictions and guidelines imposed by clients effect the composition and performance of portfolios. For this reason, performance of portfolios within the same investment objective may differ.

Risk of Loss:

There is not a security that HSG offers where performance is guaranteed. Investing in Securities involves risk of loss that clients should be prepared to bear.

Disciplinary Information

HSG and any of its employees have not or are not currently involved in any legal or disciplinary events.

Other Financial Industry Activities and Affiliations

Ronald J. Hochstein, Amy L. Clark, and Justin P. Hochstein are also independently licensed to sell insurance products through Comprehensive Financial Insurance Services, Inc. (CFIS), an affiliated company, for which Ronald J. Hochstein is the President and owner.

CFIS is licensed with various insurance companies to sell their products. When acting in this capacity, they will receive commissions for selling these products. Clients are not obligated to implement insurance advice through the IARs in this capacity.

Ronald J. Hochstein is the managing tax partner of Comprehensive Financial Group, LLC, a limited-liability company providing accounting and tax preparation services to clients.

At times, some of our clients may desire Comprehensive Financial Group, LLC (CFG) or affiliated persons acting in other capacities to assist in developing business arrangements for estate planning or investment purposes. These arrangements may involve organizing closely-held businesses or coordinating contractual matters. In some cases, CFG and/or affiliated persons may charge fees for these services or may participate in the earnings, profits, management, and/or ownership of some of these ventures by agreement with the client and with full applicable disclosures.

Ronald J. Hochstein, Amy L. Clark, and Justin P. Hochstein are partners in Highstone Properties, LLC, a real estate management company.

Ronald J. Hochstein, Amy L. Clark, and Justin P. Hochstein are all Registered Representatives of broker dealer, Securities Service Network, Inc., Member FINRA / SIPC

Code of Ethics

Ethical conduct is the hallmark of any profession. This is especially true in the financial services industry. Since investment advisors function in an arena of primary importance, they are subject to extensive regulation. However, these laws, rules and regulations provide only the base or foundation for proper conduct. Professional conduct is defined not by reference to regulatory dictates, but rather by moral and ethical standards. HSG fully supports the spirit, as well as the letter of the law.

Clients do business when they trust the advisor. They trust the advisor when they believe he/she is listening to their needs and has those needs at heart when making recommendations. Each employee of the advisor must be convinced that his/her self-interest is best served by placing the customer's interests before his own. This is in the highest and best tradition of fiduciary conduct, a tradition which HSG expects its employees to uphold.

We recognize and respect the privacy and confidentiality of employment records. Your personnel records, as well as your medical file, are treated with the same confidentiality given to client records. We collect, use, and disclose IAR information only on a business need-to-know basis or as required by law. This policy also extends to our former IARs.

We owe much to the Company's reputation for honesty and fairness. It is an essential part of HSG's culture --and a major reason for our success through the years. We are confident that today's HSG personnel are determined to maintain and build on that reputation.

Rule 204A-1 mandates that each supervised person "IAR" will be provided a copy of the code of ethics and any amendments. Each supervised person "IAR" is also required to acknowledge receipt of the copies by certifying in writing that "supervised person/IAR" has read and understands this Manual and the Code of Ethics; and are in compliance with the requirements and responsibilities it outlines. An annual recertification is required.

This process should remind us of the Company's commitment to ethical issues and fairness in business. It should also prompt us to examine and affirm our personal commitment to the Company's philosophy and policies regarding ethics.

As a provider of a broad range of quality financial services and products, an employer, and a responsible corporate citizen, HSG performs a variety of important social and economic

functions. We want to meet our obligations in all of these areas in a manner that earns the respect of our clients, our business associates, our fellow IARs, and the general public.

Three basic principles apply:

- *We will conduct every aspect of our business in a fair, lawful, and ethical manner.*
- *We will offer our customers only products and services that are appropriate to their needs and provide fair value.*
- *We will maintain a climate that encourages every IAR to be honest and fair in the conduct of his or her duties.*

Since a company operates entirely through the people it employs, the responsibility for ethical conduct rests with those individuals. HSG expects all IARs and other employees to comply with the law, both when acting on behalf of HSG, and in their personal conduct. Beyond that, in gray areas not covered by laws or regulations, we expect every IAR to conduct his/her (self) in an ethical and fair manner.

HSG employees and related persons generally invest in equity securities that we recommend to clients. Not all firm clients have the same objectives compared to HSG employees and related persons. HSG employees and related persons may not have the same objectives compared to one another. This can create conflicts of interest. Without exception, HSG employees are forbidden to: front-run (a practice generally understood to be employees personally trading ahead of proposed client transactions), short any securities held in client portfolios, or engage in short-term trades of mutual fund shares. Trades in the accounts of employees, spouses, and other accounts over which the employee (directs trading and/or has direct or indirect beneficial interest) are monitored on a quarterly basis to make sure that there have been no violations of personal trading policies and procedures.

Brokerage Practices

For Asset Management clients, we recommend that they execute recommended brokerage transactions through Securities Service Network, Inc. ("SSN"), the registered broker/dealer with which HSG associates are registered representatives. SSN has brokerage, custodial and clearing arrangements with National Financial Services, LLC ("NFS"). NFS is a wholly owned subsidiary of the Fidelity Investments Group of companies, located in Boston, Massachusetts. HSG recommends using SSN as the broker/dealer through which clients execute securities transactions. While no client is required to select SSN or NFS for execution and custodial services, we may be unable to provide investment advisory services to clients who elect to use other firms. HSG is unable to negotiate specific transaction costs for transaction execution. Transactions executed by SSN through NFS will be subject to the transaction and commission fee schedule in effect at the time of execution. HSG does not negotiate commission rates or

volume discounts. Therefore, brokerage and investment advisory services offered by HSG may cost a client more or less than similar investment advisory services offered by another firm, or by purchasing similar services separately.

HSG does not have any soft-dollar arrangements and does not receive any soft-dollar benefits. Through their affiliation with SSN, HSG associates have access to free research, software, account administrative support, record keeping, brokerage, custodial and other related services that are intended to support SSN registered representatives in conducting a securities business. HSG associates also have access to an extensive list of product offerings from which client recommendations can be made, and may have the ability to execute client no-load or low-load mutual fund transactions without transaction charges or with nominal transaction charges. In addition, HSG associates may receive marketing support or reimbursement for marketing costs, such as expenses related to meetings held by, or attended by HSG associates. This support is not conditioned upon the placement or execution of client transactions. HSG feels the relationship with SSN provides an advantage to its clients and serves their best interests. However, this arrangement also creates a potential for conflict of interest as HSG associates have an incentive to recommend SSN and may be compensated for transactions executed through SSN. HSG believes this potential for conflict of interest is mitigated by the overall quality of execution services provided by SSN and NFS taking into consideration the full range of services provided by SSN. While best execution cannot be guaranteed, HSG believes it fulfills its fiduciary responsibilities in recommending SSN.

HSG does not use client brokerage commissions to obtain research or other products or services. We do not recommend broker/dealers in order to receive client referrals from such broker/dealers. We do not typically aggregate the purchase or sale of securities for various client accounts, but do when aggregate when it is possible to reduce transaction costs.

Review of Accounts

All managed accounts are reviewed on an ongoing basis by an IAR of HSG. Usually, written reviews are done at least quarterly but at a minimum annually (for clients paying an ongoing fee) depending on the type of account, the services contracted for, and the nature of investments. Reviews may be done more often if requested by the client or due to market fluctuations, a change in the client's financial situation or tax law changes. For clients who have contracted to have a one-time financial plan or consulting service, reviews will only be done at the request of the client or upon the client signing a new contract. The calendar is the triggering factor for quarterly and annual reviews. All reviews are performed by the IAR of the account. At least quarterly, the President of the Corporation, Ronald J. Hochstein, will review with the appropriate IAR each account for which that person is responsible. The President's reviews are supervisory in nature with emphasis on regulatory compliance and critical comment. The President of HSG serves as the firm's designated compliance officer and is responsible for the supervision of all accounts.

Client Referrals and Other Compensation

Certain Advisor Representatives may also be separately licensed through various states to sell traditional and variable life insurance products for which they may receive usual and customary commission compensation. Traditional insurance product transactions such as term, universal and whole life insurance and fixed or index annuities may take place through HSG's affiliated insurance agency or through insurance companies with which an Advisor Representative maintains an appointment as an independent agent.

HSG and Advisor Representatives may recommend that Clients purchase fixed or variable insurance contracts when the Client's tax or legal situation make such purchases suitable, or if Client determines that certain living or death benefit guarantees available through insurance contracts are desirable in helping Client meet their investment, tax or income objectives. Client is advised that variable and fixed insurance contracts carry fees and expenses relating to providing insurance guarantees that are in addition to the expenses associated with investment features. These insurance related expenses usually include mortality and expense risk fees, premium taxes (in certain states), an annual contract administration fee and, in the case of life insurance, the cost of the life insurance risk to the insurance company. Client is advised that the additional fees charged by insurance companies within these contracts are separate and distinct from advisory fees charged by HSG. In addition, these contracts may have significant withdrawal or surrender penalties if a minimum contract holding period is not met. All fees and expenses associated with contract features & benefits are explained in detail in the prospectus for the product being recommended. Client is advised to review the prospectus provided carefully prior to purchase of a variable or fixed insurance product.

A conflict of interest may exist between the interests of HSG and/or its Advisory Representatives and the interests of the Client in that HSG and Advisory Representatives offer financial planning and investment advisory services for a fee and also offer various securities products in their concurrent capacities as Registered Representatives of a broker-dealer on which they may also be paid a commission. Advisory Representatives are required to inform and seek prior approval from Clients on any recommended securities transactions on which a separate commission will be earned so that Client can make an informed decision prior to deciding on the recommended action.

In recognition of the fact that fixed and variable insurance products pay commissions to Advisory Representatives of HSG who are also licensed insurance agents and/or broker-dealer registered representatives, no investment advisory fees will be incurred and charged on amounts

invested in such products for one full year (twelve months) from the date of the purchase transaction. Such amounts will be subject to investment advisory fee charges in subsequent years. Any amounts investing in insurance products that for any reason do not pay a commission to anyone who is affiliated as an employee or registered representative of HSG will be subject to normal investment advisory fees similar to other client investments.

HSG does not directly or Indirectly compensate any person for client referrals.

Custody

HSG does not have custody of client's funds or securities. Clients will receive statements and/or confirmations directly from the investment company or brokerage firm, which maintains custody of the account, at least quarterly, monthly if there is activity in the account. Clients are encouraged to carefully review the statements provided by their custodians.

Investment Discretion

HSG provides Investment Advisory and Portfolio Management services on either a discretionary or non-discretionary basis as directed by Client. Discretionary accounts will have security transactions placed on Client's behalf when deemed necessary and prudent by Client's Advisor Representative without obtaining prior Client consent for each transaction. Non-Discretionary accounts will require each transaction to be pre-approved by Client. Portfolios may contain a combination of various securities including, but not limited to stocks, bonds, mutual funds, exchange traded funds, unit investment trusts, limited partnerships, options contracts, fixed, and variable insurance products.

Voting Client Securities

CLIENT shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the CLIENT shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the Assets. HSG will be available to discuss proxies with client to help guide their response. HSG will not be responsible for final decision of client.

Financial Information

HSG does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. A balance sheet is not required to be provided because HSG does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$500 per client, six months or more in advance.

Requirements for State-Registered Advisers

The previous pages supply the required information.

**Brochure Supplement for Highstone Group
Part 2B of Form ADV**

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This brochure supplement was amended on June 30, 2012

This brochure supplement provides information about Ronald J. Hochstein that supplements the Highstone Group brochure. You should have received a copy of that brochure. Please contact 804-285-7010 if you did not receive Highstone Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Ronald J. Hochstein is available on the SEC's website at www.adviserinfo.sec.gov

Ronald J. Hochstein,

Year of Birth: 1947

Education Background: Ronald graduated from the University of Maryland with his Bachelor of Science Degree in Business.

Business Background : He is a Chartered Financial Consultant, Chartered Life Underwriter, and Certified Financial Planner. Ronald has been active in the securities industry since 1979. He has been the President and Chief Financial, Compliance and Operating Officer of Comprehensive Financial Planning Corporation since forming this corporation in 1983, and became an investment advisor representative with the firm from its inception. He was a registered representative with Securities America, Inc. from October 1991 to July 2002. In August 2002 he affiliated with Securities Service Network, Inc., a registered broker/dealer firm, member FINRA/SIPC, where he is a registered principal.

Disciplinary Information: There are no legal or disciplinary events material to a client's or prospective client's evaluation.

Other Business Activities: Ronald is also the President and owner of Comprehensive Financial Insurance Services, Inc., an insurance brokerage firm, since July 1996. He is currently the managing partner of Highstone Properties, LLC, a real estate management company.

Additional Compensation: There are no advisory services provided to non-clients.

**Brochure Supplement for Highstone Group
Part 2B of Form ADV**

Amy Hochstein Clark

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This brochure supplement was amended on June 30, 2012

This brochure supplement provides information about Amy Hochstein Clark that supplements the Highstone Group brochure. You should have received a copy of that brochure. Please contact 804-285-7010 if you did not receive Highstone Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Amy Hochstein Clark is available on the SEC's website at
www.adviserinfo.sec.gov

Amy Hochstein Clark,

Year of Birth: 1972

Educational Background: Amy is a graduate of Virginia Polytechnic & State University where she obtained her Business Management Degree

Business Experience: She has been an Investment Advisor Representative with Comprehensive Financial Planning Corp. since August 1996 and a registered representative of Securities Service Network, Inc., a registered broker/dealer firm, member FINRA/SIPC, since March 2002. She is a Chartered Financial Consultant, Chartered Life Underwriter, and Certified Financial Planner. She has also been a licensed insurance agent with Comprehensive Financial Insurance Services, Inc. since August 1996.

Disciplinary Information: There are no legal or disciplinary events material to a client's or prospective client's evaluation.

Other Business Activities: Amy is a partner in Highstone Properties, LLC and she is also a licensed insurance agent with Comprehensive Financial Insurance Services, Inc.

Additional Compensation: There are no advisory services provided to non-clients.

**Brochure Supplement for Highstone Group
Part 2B of Form ADV**

Justin P. Hochstein

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This brochure supplement was amended on June 30, 2012

This brochure supplement provides information about Justin P. Hochstein that supplements the Highstone Group brochure. You should have received a copy of that brochure. Please contact 804-285-7010 if you did not receive Highstone Group's brochure or if you have any questions about the contents of this supplement.

Additional information about Justin P. Hochstein is available on the SEC's website at
www.adviserinfo.sec.gov

Justin P. Hochstein,

Year of Birth: 1975

Educational Background: Justin is a graduate of Radford University with a Bachelor of Science Degree in Finance/Business Administration

Business Experience: Justin has been an Investment Advisor Representative with Comprehensive Financial Planning Corporation since May 2000 and a registered representative of Securities Service Network, Inc. a registered broker/dealer firm, member FINRA/SIPC, since October 2002. Justin has passed level 2 of the CFA exam.

Disciplinary Information: There are no legal or disciplinary events material to a client's or prospective client's evaluation.

Other Business Activities: Justin is a partner in Highstone Properties, LLC and he is also a licensed insurance agent with Comprehensive Financial Insurance Services, Inc.

Additional Compensation: There are no advisory services provided to non-clients.