

OMNIVEST GROUP, LLC

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A SEC Registered Advisory Firm¹

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This brochure provides information about the qualifications and business practices of OmniVest Group, LLC (“OmniVest Group”). If you have any questions about the content of this brochure, please contact us at (609) 986-1001. 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.

¹ SEC or State registration does not and should not imply any certain level of skill or training.

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ADVISORY BUSINESS

Investment Management Services:

OmniVest Group provides investment supervision and other wealth management services to a broad spectrum of clients, including individuals, family offices, trusts, estates, charitable organizations, corporations and other business entities. OmniVest Group offers both discretionary and non-discretionary investment management. Where it has discretion, OmniVest Group generally has authority to execute transactions on the client's behalf regarding securities, separately managed account managers and other investments it deems appropriate for the client.

Omnivest Group investment process begins with a formal definition of investor goals and expectations captured in a written Investment Policy Statement ("IPS"). In developing the IPS, Omnivest Group carefully considers the transition of legacy positions and gives special consideration to tax-aware investment solutions. Omnivest Group customizes the asset allocation process on a per-account basis and uses a fundamental and qualitative analysis led by the views of our CIO to design asset allocation. Based on the asset allocation, Omnivest Group will recommend a variety of investment vehicles for inclusion in client's portfolio.

Research Services:

Omnivest Group provides a macro-economic research view through our CIO in the form of a Weekly Commentary, Speeches, Client Conference Calls and individual Meetings. Our CIO also provides personal portfolio reviews with our individual wealth management clients.

Consulting Services:

Omnivest Group also provides institutional clients with investment consulting services for a fixed retainer, rather than an asset-based fee.

Manager Access Program:

Omnivest Group provides clients with Hedge Fund Selection Advice including research and selection services on one or more Hedge Fund Managers (possibly utilizing the services of a third party independent hedge fund research advisor). Clients must complete subscription agreements in which the client will establish that he/she is qualified to invest in hedge funds and understands all of the risks associated with these investments. Omnivest Group and clients of the Manager Access Program will sign an agreement that will list the types of managers sought and the agreed fee.

Other Services:

Omnivest Group may refer clients to its Professional Advisory Network for consultation on matters not involving investment advice, under the general heading of wealth management services. These services may include trust and estate planning, insurance solutions and philanthropic planning

Other Terms & Conditions:

Prior to engaging Omnivest Group to provide any investment management services, the client will be required to enter into a formal *Agreement* with OmniVest Group setting forth the terms and conditions under which OmniVest Group shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. Both OmniVest Group's *Advisory Agreement* and the custodial/clearing agreement authorize the custodian to debit the account for the amount of the OmniVest Group's investment advisory fee and to directly remit that management fee to the OmniVest Group. In the event that OmniVest Group bills the client directly, payment is due upon receipt of OmniVest Group's invoice. The *Agreement* between the OmniVest Group and the client will continue in effect until terminated by either party. In the event the client terminates OmniVest Group's services, the balance of any unearned fee, if any, shall be refunded to the client.

FEES AND COMPENSATION

Investment Management Engagement:

OmniVest Group's fees for investment advisory services generally do not exceed 1.0% of assets under management on an annual basis. A client's specific fee depends primarily on the size of the relationship, the complexity of the client's situation, the client's investment objectives and the scope of work involved.

Research Services Fees:

The fee for these services will vary by institutional client and are negotiable. Exact fees will be reflected in a written agreement with the institution.

Consulting Services Fees:

The amount of the retainer will vary depending upon on the services involved, the scope of work, the complexity of the client's financial situation and the knowledge and experience of the individual(s) providing the services. Exact fees can be negotiated and are reflected in a written agreement with the client. Fees can be collected for this service on an annual, monthly or quarterly basis depending on the level of work involved and the agreement with the client.

Manager Access Program Fees:

Our fee for this service is normally \$10,000 per manager. Clients of our Advisory Services will also be able to access this third party research house for hedge fund manager selection at a discounted rate.

OmniVest Group's Advisory Fees shall also be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. OmniVest Group's actual fees may be negotiated and a client may pay more or less than similar clients depending on the particular circumstances of the client, which may include considerations related to size of the client's account, additional and/or differing levels of service or as negotiated. Clients that negotiate fees may end up paying a higher fee than that set forth in the fee schedules above as a result of fluctuations in the client's assets under management and/or account performance.

OmniVest Group will generally recommend Pershing Advisor Solutions LLC (a wholly owned subsidiary of Bank of New York/Mellon) for client's investment management assets. However, we will work with any custodian the client may prefer. In addition to the investment management fee, the client may incur brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual securities transactions). In addition, the client will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). Client may also incur additional investment management fees assessed by independent managers.

Certain private investment funds invest in other funds and/or underlying investment managers. In these situations, there is a resulting layering of fees (i.e., fees paid to and by the private investment fund). The fees charged by the fund(s) and/or the underlying investment managers are in addition to the investment management fees charged by OmniVest Group.

PERFORMANCE-BASED FEES and SIDE-BY-SIDE MANAGEMENT

Omnivest Group does not charge performance based fees.

TYPES OF CLIENTS

Omnivest Group provides investment advisory services to the following clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates, Charitable Organizations;
- Corporations

The minimum investment to establish a relationship with Omnivest Group is \$10,000,000, although exceptions may be made under certain circumstances.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Omnivest Group operates with the belief that there is fundamental relationship between an investment's expected return and the level of risk assumed. While this belief is the foundation of our investment philosophy, we recognize that financial markets are not inherently efficient, especially over shorter time periods, and that irrational markets can produce significant dislocations in an investment's risk/return relationship.

Omnivest Group will recommend a variety of investment vehicles for inclusion in client's portfolio.

We believe the most effective method for controlling risk and return is the selection of asset classes, and their weightings in a portfolio (asset allocation). Omnivest Group customizes the asset allocation process on a per-account basis and uses a fundamental and qualitative analysis led by the views of our CIO to design asset allocation. In addition, we monitor the performance of the portfolio on a regular basis through Investment Committee Meetings.

We often utilize the services of independent managers who provide unique investment strategies in specific asset classes. As a result, Omnivest Group may recommend a variety of investment vehicles for inclusion in the client's portfolio. And, on an ongoing basis, we monitor the performance of these managers and will recommend to clients when a manager should be hired or fired.

We also believe that investing alongside our clients validates our recommendations and strengthens our commitment to the diligent monitoring of our investor's portfolios. We co-invest with our clients when appropriate given the goals unique to our accounts.

Our performance expectations acknowledge the past but carefully consider the future. As such, our risk and return assumptions are forward looking based on our current expectations of the global macro environment. We believe that no two investors are the same, and no two portfolios are the same, and that each portfolio's design must be uniquely suited to match each investor's goal.

OmniVest Group does not guarantee the future performance of any account or any specific level of performance, the success of any investment decision or strategy that OmniVest Group may use, or the success of OmniVest Group's overall investment management. All investment decisions are subject to various markets, currency, economic, political, and business risks, and that those investment decisions will not always be profitable. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from OmniVest Group. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify OmniVest Group if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising OmniVest Group's previous recommendations and/or services.

DISCIPLINARY INFORMATION

OmniVest Group and its personnel **have not been** convicted, pled guilty or nolo contendere ("no contest"), been named, charged or been the subject of any order or judgment by any court of competent jurisdictions, SEC or any Self Regulatory Organization (e.g., FINRA) for the any of the following offenses:

- investments or investment related business;
- fraud, false statements or omissions;
- violation of any investment related statute or regulation or SRO rules;
- wrongful taking of property, bribery, perjury, forgery, counterfeiting;
- extortion or conspiracy to commit any of these offenses.

In addition, OmniVest Group and its personnel **are not** the subject of any pending matters in connection with any of the above-identified offenses.

OTHER FINANCIAL INDUSTRY AFFILIATIONS

OmniVest Group is not affiliated with any other financial institution.

CODE OF ETHICS, PARTICIPATION IN CLIENT TRANSACTIONS AND PERSONAL TRADING

OmniVest Group, as a corporate entity, does not buy or sell securities or take proprietary positions for its own account. However, our related persons may own an interest in, or buy and sell for their own account, the same securities that may also be held, purchased or sold in client accounts. In all cases, clients' orders are given priority. In no case shall the adviser or associate receive a better price or more favorable circumstance than a client. In some cases the adviser may buy or sell a specific security for their own account, which the adviser does not consider appropriate for client accounts.

OmniVest Group has implemented an investment policy relative to personal securities transactions. This investment policy is part of OmniVest Group's overall Code of Ethics which serves to establish a standard of business conduct for all of OmniVest Group's Associated Persons that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, OmniVest Group also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by OmniVest Group or any person associated with OmniVest Group.

OmniVest Group has adopted procedures to implement the firm's policy on personal securities transactions and reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate.

BROKERAGE PRACTICES

1. Research and Other Soft Dollar Benefits:

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, OmniVest Group may receive from a broker-dealer/custodian (or a mutual fund company), without cost (and/or at a discount) support services and/or products, certain of which assist OmniVest Group to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the OmniVest Group may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by OmniVest Group in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received assist OmniVest Group in managing and administering client accounts. Others do not directly provide such assistance, but rather assist OmniVest Group to manage and further develop its business enterprise.

OmniVest Group' clients do not pay more for investment transactions effected and/or assets maintained at a particular broker-dealer/custodian as a result of this arrangement. There is no corresponding commitment made by OmniVest Group to any particular broker-dealer/custodian or to any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

2. Brokerage for Client Referrals:

OmniVest Group does not receive client referrals from any broker-dealer custodian.

3. Directed Brokerage:

The client may direct OmniVest Group to use a particular broker-dealer (subject to OmniVest Group' right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and OmniVest Group will be unable to seek better execution services or prices from other broker-dealers OmniVest Group seeks to execute orders for its clients fairly and equitably.

REVIEW OF ACCOUNTS

Account reviews are conducted on an ongoing basis by OmniVest Group's Chief Compliance Officer, Charles Morten. All investment management clients are required to discuss with him their investment objectives, needs and goals and to keep him informed of any changes. All clients are encouraged to meet at least annually with the adviser to comprehensively review financial planning issues, including investment objectives and performance

Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian of the client accounts. OmniVest Group provides a quarterly report summarizing account activity, positions and performance.

CLIENT REFERRALS AND OTHER COMPENSATION

OmniVest Group does not have any contractual engagement with any solicitors or pay any compensation for the receipt of client referrals.

CUSTODY

OmniVest Group does not maintain custody of client assets. All client assets are custodied with nationally recognized, SEC registered and FINRA member broker-dealer/custodians.

INVESTMENT DISCRETION

OmniVest Group primarily provides advisory services on a non-discretionary basis, however upon client request, Omnivest Group may provide discretionary advisory services. As such, prior to engaging OmniVest Group to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with OmniVest Group setting forth the terms and conditions which under which OmniVest Group shall manage client's assets.

VOTING CLIENT SECURITIES

OmniVest Group does not vote client proxies. OmniVest Group's clients maintain exclusive responsibility 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 client's investment assets. OmniVest Group and the client shall correspondingly instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

With respect to shareholder class action litigation and similar matters, OmniVest Group generally will not make any filings in connection with any shareholder class action lawsuits involving securities currently or previously held in clients' accounts. OmniVest Group recommends that its clients promptly review these materials, as they identify important deadlines and may require action in the client's part. OmniVest Group will not be required to notify third party custodians or clients who utilize third party custodians of shareholder class action lawsuits and similar matters.

FINANCIAL INFORMATION

Based upon OmniVest Group' business practices, use of a qualified custodian and advisory fee procedures, the SEC does not require the disclosure of financial information. Please be advised that there are no known financial conditions that would impair OmniVest Group' ability to meet contractual commitments to clients.