

Threepoint Capital Group, LLC

D/B/A

NORIBA ADVISORS

DISCLOSURE BROCHURE  
(FORM ADV PARTS 2A AND 2B)

March 30, 2012

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This Brochure provides information about the qualifications and business practices of Noriba Advisors (“NORIBA”). If you have any questions about the contents of this Brochure, please contact us at [masood.khan@noribatrade.com](mailto:masood.khan@noribatrade.com). 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.

Threepoint Capital Group, LLC d/b/a Noriba Advisors is a registered investment adviser and a registered broker-dealer using the d/b/a Noribatrade. NORIBA is a registered investment adviser, under the statutes of the State of California. NORIBA is not registered with the US Securities and Exchange Commission as 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 NORIBA is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

### Material Changes

On July 28, 2010, the United States 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 16, 2012 has been prepared according to the SEC’s new requirements and rules, and pursuant to California Corporations Code (“Code”) for state registered Investment Advisors (“RIA”).

NORIBA has not yet filed an annual updating amendment. This Disclosure Brochure has been reviewed and is current as of the date indicated on the cover.

Material changes made in this updated Form ADV Parts 2A and 2B are as follows:

- The firm has withdrawn its SEC registration and is now a state registered investment adviser in the State of California only;
- Mr. Michael Hoelscher, the firm’s former CCO is no longer affiliated with the firm and Mr. Ahmad Bassam has taken over as the firm’s CCO; and
- The broker-dealer terminated its clearing arrangement with Vision Financial and now has only one clearing arrangement with Interactive Brokers.

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 Masood Khan, General Counsel at (818) 483-1001 or Masood.Khan@noribatrade.com. Our Brochure is also available on our website [www.NoribaAdvisors.com](http://www.NoribaAdvisors.com), also free of charge.

Additional information about NORIBA is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with NORIBA who are registered, or are required to be registered, as investment adviser representatives of NORIBA.

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## **Item 4 - Advisory Business**

NORIBA provides a variety of financial, wealth planning and discretionary investment advisory services to clients based on client objectives and risk tolerances. Occasionally, if requested by a client, NORIBA may provide investment advice on a non-discretionary basis.

NORIBA offers general financial planning services as well as portfolio review services based on individual consultations with clients concerning their securities holdings and asset allocation. NORIBA recommends specific securities to clients as part of the asset allocation models recommended. NORIBA charges clients fixed fees ranging from \$150.00 to \$400.00 per hour. NORIBA may at times suggest other investment advisers to clients by making manager selections over advisory platforms. NORIBA will only recommend to clients subadvisors that are SEC or state registered and the fees in such instances will be charged by NORIBA. Subadvisors will be paid from Noriba's fees and there will be no instances of fee layering.

ThreePoint Capital Group, LLC has been in business since April 2011 and began business as a registered broker-dealer. NORIBA's principal owner is Ethical Trading Technologies Capital Group, Inc. ("ETTCG") which is in turn owned by Ahmad Bassam, ETTCG's CEO and President. The investment methodologies at NORIBA have been developed by Ahmad Bassam, its Chief Investment Officer. Mr. Bassam makes the ultimate investment selections and recommendations, and personally (though not solely) monitors each client account that receives discretionary investment advice.

NORIBA's advisory services are tailored to the individual needs of the client based on income, age and investment objectives. Depending on these factors, clients will be provided advisory services best suited for their individual needs. Clients may impose restrictions on investing in certain securities or types of securities. NORIBA provides investment advisory services with a specialty in Islamic finance and Halal investing. Halal Investing is the practice of investing money in an ethical and socially responsible manner in accordance with Islamic financial transaction guidelines. A Halal Investment would therefore not only avoid industries such as alcohol, pornography, gaming and tobacco, but also industries and businesses which derive their profits primarily from interest or usury such as conventional lending institutions.

To determine whether an investment passes or fails the Halal standards, the Halaltrader™ uses a two-step screening process:

### ***Industry Screens***

The first step is to determine if an investment falls within any one of the following industries:

- Weapons and Defense
- Alcohol
- Tobacco
- Certain meat products like pork
- Pornography

### ***Financial Screens***

The second step of the screening process examines whether an investment is primarily based on profiting from interest or usury, or if the business has taken on a large amount of interest-based debt. Specifically, companies will be excluded if any of the following conditions exist:

- Total debt divided by trailing 12-month average market capitalization is less than 33%

- The sum of a company's cash and interest-bearing securities divided by trailing 12-month average market capitalization is less than 33%
- Accounts receivables divided by trailing 12-month average market capitalization is less than 33%

### ***Oversight by Renowned Scholar***

A board of Islamic Scholars headed by renowned Harvard Islamic Finance expert Shaikh Taha Abdul-Basser oversees the process through which securities are screened through the trader. You can read his bio on Straightway Ethical Advisory's website.

The board and Shaykh Taha are not investment representatives and only operate in the sole capacity of reviewing the screening process of the Halaltrader™ system. They are not affiliated representatives of ThreePoint Capital Group and do not provide investment advice or recommendations.

### **Financial Planning Conflict of Interest Statement Required by California Code of Regulation**

California also requires Investment Advisory Firms to disclose to prospective clients that potential conflicts of interest exist between themselves and their client's best interest if they provide financial planning services and receive fees and/or commissions from the sale of securities, insurance, real estate or any other product or services recommended in a financial plan (CCR Section 260.235.2).

In the course of a financial planning engagement, the advisory representatives of Adviser will make recommendations for asset management of securities through the services of Adviser. Adviser will receive fees for such asset management based on a percentage of the assets, generally around 1% and such fees will be fully disclosed prior to engagement of Adviser. At no time is the client obligated to act on our recommendations and the client can choose to transact our recommendations through any other party.

We are committed to the highest level of ethical professional duty and we continually strive for integrity, objectivity, competence, fairness and diligence. We will always put the client's best interest first and above our own interests and act with care and in good faith.

### **Wrap Fee Programs and Assets Under Management**

Noriba does not participate in wrap fee programs and as of the time of this brochure does not manage client assets.

### **Item 5 - Fees and Compensation**

The specific manner in which fees are charged by NORIBA is disclosed in the client's Investment Management Agreement with NORIBA. Fees are deducted from the client's account on a quarterly basis in arrears. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any unpaid fees will be due to NORIBA and payable on a prorated basis. NORIBA accepts compensation for the sale of securities and other investment products through its broker-dealer Noribatrade. This practice presents a conflict of interest giving an incentive to recommend products based on compensation received rather than client's needs. NORIBA would address this conflict by recommending products based on suitability to the client without regard to potential compensation resulting from the sale of a particular product but based upon objectives, equity in the account and risk tolerance. Clients have the option to purchase investment products recommended by NORIBA through other brokers or agents that are not affiliated with NORIBA. Commissions of three dollars and ninety nine cents (\$3.99) per share will be charged unless otherwise negotiated. In some instances commissions will be included in the management fee on large accounts. Other fees and expenses clients may incur include but are not limited to SEC fees on listed securities transactions, custodian fees including postage and handling as charged by the custodian and margin interest. Item 12 discusses the firm's brokerage practices in further detail.

### *Investment Portfolio Review Fees*

NORIBA will analyze a client's investment portfolio and make investment recommendations regarding asset allocation based on a client's stated investment objectives for a negotiated hourly fee ranging from \$200-\$350 unless otherwise negotiated. The rate will depend on the complexity of the client's portfolio. Clients who wish to implement recommendations with NORIBA after a portfolio review will receive a commensurate reduction of the start-up fee, which is negotiated when the account is opened.

### *Fees for Investment Advisory Services*

Advisory fees are assessed in arrears, on a calendar quarterly basis and payable on the 15<sup>th</sup> day of the month following the quarterly period as to which such fees have been incurred and are based upon the aggregate market value of the Account as of the last business day of the preceding calendar quarter. The initial advisory fee shall be payable at the commencement of the calendar quarter following the execution of the Investment Advisory Agreement and will be calculated on the basis of the aggregate market value of the Account as of the last day of the preceding calendar quarter. Client acknowledges and agrees that when an Account is established during a calendar quarter, advisory fees will not be incurred until the commencement of the subsequent calendar quarter. Where the Investment Advisory Agreement is terminated during the calendar quarter, Client will be charged advisory fees on a pro rata basis.

Clients will be invoiced for the advisory fees, in arrears, on the 15<sup>th</sup> day of the month following at the end of the calendar quarter, based on the value of the Client's Account as reflected in the final statement for such Account issued by the custodian as of the immediately preceding calendar quarter-end. Client authorizes the Adviser to deduct each quarterly advisory fee due to Adviser directly from the Client's Account, provided, however, that Adviser performs its obligations in accordance with its Investment Advisory Agreement with the client.

Clients should be aware that NORIBA's advisory fees may be higher than those normally charged by other investment advisors for comparable advisory services. There may be other investment advisers who can provide comparable types of advisory services at a lower advisory fee rate.

### *Start-up Fees for All Accounts*

The one time asset-based start-up fee, if any, is listed below but may be negotiated with an individual client prior to the time the account is opened. The initial advisory fee shall be payable at the commencement of the calendar quarter following the execution of the Investment Advisory Agreement and will be calculated on the basis of the aggregate market value of the Account as of the last day of the preceding calendar quarter. Client acknowledges and agrees that when an Account is established during a calendar quarter, advisory fees will not be incurred until the commencement of the subsequent calendar quarter. Start-up fees may vary based upon factors at NORIBA's discretion, including but not limited to, a fee reduction in exchange for a higher management fee, or if the client has additional accounts with NORIBA or firms affiliated with NORIBA. Clients will be informed of their start-up fee, if any, prior to opening the account. Subsequent deposits in a client's account may, at NORIBA's discretion, incur separately charged supplemental start-up fees, which the clients are advised of in advance of depositing additional funds into their account:

### *Start-Up Fee (All Portfolios)*

Assets	Fees
--------	------

\$0 - \$250,000	1.25%-2.25%
\$250,001 - \$500,000	1.00%-2.00%
\$500,001 - \$1,000,000	0.50%-1.50%
Over \$1,000,000	Negotiable

#### *Fee Negotiation*

All fees may be subject to negotiation. When negotiating fees, NORIBA considers the following factors, including but not limited to: (i) clients with multiple accounts; (ii) size of the account; (iii) a prior or existing relationship with a NORIBA affiliate; and (iv) a client's particular needs or financial characteristics. Due to the fact that fees may vary, clients with existing accounts may be charged fees which do not match precisely the foregoing fee schedules or the fees paid by other clients. *CCR Section 260.238(j) Disclosure*

NORIBA believes that the advisory fee charged to clients is reasonable in light of the type of services to be provided, NORIBA's experience and expertise, the sophistication and bargaining power of the client, and NORIBA's disclosure that lower fees for comparable services may be available from other sources.

### **Item 6 - Performance-Based Fees and Side-By-Side Management**

NORIBA 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)

### **Conflict of Interest Disclosure, Required by California Code of Regulation**

California requires Investment Advisory Firms to disclose to clients and prospective clients the potential conflicts of interest between themselves and their client's best interest (CCR Section 260.238(k)). A material conflict of interest exists when the firm, its representatives or its employees could reasonably be expected to be impaired in rendering unbiased or objective advice. Conflicts of interest generally include compensation arrangements; other industry activities or affiliations or participation in client transactions.

NORIBA Advisors does not receive additional compensation from other sources beyond the advisory fees for financial planning and investment management. Advisory fees are assessed in arrears, on a calendar quarterly basis and payable on the 15<sup>th</sup> day of the month following the quarterly period as to which such fees have been incurred and are based upon the aggregate market value of the Account as of the last business day of the preceding calendar quarter. Financial planning fees are either hourly or at a flat rate as quoted in the advisory contract. Neither NORIBA nor its advisory representative participates in client transactions, although they may own the parallel investments.

### **Item 7 - Types of Clients**

NORIBA caters primarily to affluent individuals and their retirement accounts, family offices and family investment vehicles who seek an approach to capital appreciation by investing in established stocks with demonstrable prospects for growth. NORIBA's investment programs are also suitable for institutional investors such as corporate pension plans, trusts, endowments and charitable organizations with similar investment objectives.

In order for its investment program to achieve a greater level of diversification, NORIBA recommends that clients deposit at least \$100,000 in their account; however, NORIBA will accommodate clients who wish to deposit less, but with a potential loss of diversification in their respective accounts. The minimum client deposit will be \$10,000.

## **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**

NORIBA's portfolio management approach incorporates client financial needs and investment objectives, time horizon, and risk tolerance to yield an effective investment strategy. A client's portfolio is then tailored to these unique investment parameters using equities (stocks), debt instruments (bonds), investment company products (mutual funds), and Exchange Traded Funds (ETFs) to design unique investment strategies. There can be no assurance that NORIBA's methods will be successful or that clients will not suffer losses. Clients should be aware that each investment portfolio involves investing in securities. Investment in securities involves risk of loss that clients should be prepared to bear.

NORIBA's investment management services are designed to build long-term wealth while maintaining risk tolerance levels acceptable to clients. NORIBA monitors client investment portfolios on at least an annual basis, analyzing the value of those stocks and bonds in portfolios, using market measurements, and fundamental techniques to assess current market trends and economic cycles to achieve the best investment return for our clients.

In analyzing stocks and bonds we will use both a fundamental approach as well as technical analytical methods to gathering information. Such analysis considers: economic conditions, earnings, cash flow, book value projections, industry outlook, politics (as it relates to investments), historical data, price-earnings ratios, dividends, general level of interest rates, company management, debt ratios and tax benefits to guide NORIBA in its allocation decisions.

Clients who open margin accounts should be aware that margin involves the use of leverage, and clients may lose more money than they deposit in the margin account. Clients who open margin accounts with NORIBA will be provided with the full margin disclosure documents.

NORIBA focuses primarily on long-term investing with a growth-oriented approach supported by technical analytical methods as well as a fundamental approach to determine target prices in its equity and balanced portfolios. Drawing from traditional and electronic information sources such as financial reports, SEC filings, Morningstar, various rating services and nationally recognized research services such as Value Line and Standard & Poor's, NORIBA conducts primary research. A heavy emphasis is placed on a number of factors such as: (i) revenues and income growth; (ii) dominant industry position; (iii) large-cap status; (iv) return on equity; and (v) companies which favor stock purchase programs.

NORIBA may use one or more of these investment strategies: (a) long-term purchases (securities held for at least one year); (b) short-term purchases (securities sold within one year); and (c) margin transactions.

### **Special Considerations**

Although the stocks selected are generally established companies in their industries, there are a number of counterbalancing factors in considering an investment in these portfolios:



- Many of the companies selected for purchase are growth companies, or poised for active growth and tend to exhibit higher price-earnings ratios than the market as a whole. Such stocks may be more vulnerable to market declines from earnings disappointments or adverse factors that inhibit a company's ability to carry out the plan on which the growth prospects were anticipated.
- Because the companies will typically conduct business globally and have significant operations or product distribution in countries outside the U.S., their earnings can be impacted by fluctuations in foreign currency rates.

NORIBA may purchase securities on margin. By virtue of the use of borrowed funds and the leverage employed in the portfolio, the returns must exceed interest expenses. Moreover, any losses will be increased in magnitude in direct proportion to the amount of margin debt incurred.

## **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 NORIBA or the integrity of NORIBA's management. NORIBA has no information applicable to this Item.

## **Item 10 - Other Financial Industry Activities and Affiliations**

Ahmad Bassam is the Chief Executive Officer of ThreePoint Capital Group LLC, d/b/a Noriba Advisors, its registered investment adviser as well as d/b/a Noribatrade, its broker/dealer registered with the Securities and Exchange Commission and member of the Financial Industry Regulatory Authority ("FINRA"). Mr. Bassam is Noribatrade's CCO as well and will have sufficient time to conduct the investment activities of Noribatrade and manage the affairs of NORIBA. This other financial industry activity should not present any inherent risks to clients.

Mr. Bassam holds the following FINRA qualifications: General Securities Representative (Series 7); General Securities Principal (Series 24); Uniform Combined State Law (Series 66) and Futures Managed Funds (Series 31). Mr. Bassam's Series 31 futures activities are limited to soliciting funds, securities or property for participation in a commodity pool, soliciting discretionary accounts to be managed by CTAs or supervising persons who perform these same limited activities.

NORIBA, through its discretionary authority, will, in the absence of a direction to the contrary by a client, establish brokerage accounts and will buy and sell orders for its advisory clients through its registered broker-dealer, Noribatrade through a fully disclosed agreement with Interactive Brokers ("IB") an SEC registered clearing broker and FINRA Member Firm.

Mr. Masood Khan is an attorney licensed and practicing law in the State of California providing legal services related to retirement and estate tax planning to clients of NORIBA and Noribatrade. Mr. Khan is compensated through a combination of professional fees, commissions and advisory fees.

## **Item 11 - Code of Ethics**

NORIBA has established, maintains and enforces a Code of Ethics in accordance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (“Advisers Act”). The Code is based on the principle that clients’ interests come first. The Code requires NORIBA’s personnel to adhere to high standards of honest and ethical conduct and to comply with various reporting and approval requirements as to securities transactions.

Among other things, the Code of Ethics includes the following provisions:

1. Standards of business conduct required of employees and other supervised persons, which standards reflect fiduciary obligations and those of supervised persons to advisory clients;
2. Terms requiring supervised persons to comply with applicable federal securities laws;
3. Terms and procedures relating to the review and approval of certain securities transactions and holdings by supervised persons with access to client information;
4. Procedures for reporting violations of the Code of Ethics; and
5. Procedures for the receipt and acknowledgement of the Code of Ethics by supervised persons.

Access persons under the Code of Ethics are required to report any violations of the Code to NORIBA’s Chief Compliance Officer. The Advisers Act defines “Access Person” to mean any supervised persons of an investment advisor who (1) has access to nonpublic information regarding any advisory clients’ purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any fund (*i.e.*, any hedge fund advised by an affiliate of NORIBA, or (2) is involved in making securities recommendations to advisory clients, or who has access to such recommendations that are nonpublic. On a quarterly and annual basis these access persons must report their personal securities transactions and holdings, and comply with all applicable Federal securities laws. The Chief Compliance Officer or designee is required to review and monitor reports of personal securities transactions.

NORIBA anticipates that, in appropriate circumstances, consistent with clients’ investment objectives, it will cause accounts over which NORIBA has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which NORIBA, its affiliates and/or clients, directly or indirectly, have a position of interest. NORIBA doesn’t accept accounts registered under the Investment Company Act of 1940. NORIBA’s employees and persons associated with NORIBA are required to follow NORIBA’s Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of NORIBA and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for NORIBA’s clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of NORIBA 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 NORIBA’s 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 reviewed quarterly under the Code of Ethics, and to reasonably prevent conflicts of interest between NORIBA and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with NORIBA’s obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs proportionately and receive securities at a total average price. NORIBA 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. See the Aggregation/ Allocation section below for additional details.

It is NORIBA's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. NORIBA 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.

NORIBA is in compliance with the Insider Trading and Securities Fraud Enforcement Act of 1988. NORIBA's Privacy Policy provides details on its practices regarding sharing of non-public client information. NORIBA's Code of Ethics is designed to deter inappropriate behavior and heighten awareness as to what is right, fair, just and good by promoting full, fair and accurate disclosure and accountability.

To help clients understand our ethical culture and standards, how we control sensitive information and what steps have been taken to prevent personnel from abusing their inside position, a copy of our Code of Ethics is available for review upon request.

## **Item 12 - Brokerage Practices**

NORIBA intends to effect all brokerage transactions through itself via Noribatrade on a fully disclosed basis with IB. NORIBA has the right to reject an account which directs brokerage to another firm. IB will clear and settle the transactions and hold custody of client funds and securities pursuant to the client brokerage agreement. Clients should be aware that not all investment advisers recommend or require clients to use a specified broker/dealer.

Although Noribatrade provides competitive commission charges, these charges may not be the lowest attainable for similar transactions. This may result in clients paying more for brokerage execution than might otherwise be the case. NORIBA has a duty to its clients, as their investment adviser, to obtain a combination of best price and execution for their advisory accounts. NORIBA relies on the best execution policy of IB to whom it routes all orders. IB receives quarterly best execution reports prepared by an independent third party which are posted on their Web sites and reviewed by NORIBA/ Noribatrade annually. NORIBA reserves the right to decline acceptance of an advisory account that insists upon directing brokerage to another broker/dealer. Where NORIBA decides to accept such an account, it will place its orders for the directed account after it has placed orders for the same securities through IB, instead of batching orders or placing block orders, a procedure which may result in less favorable executions. Directing brokerage may also result in NORIBA not being in a position to freely negotiate execution charges or spreads, select such brokers on the basis of best price and execution, or ensure the rates of such firms will be comparable to those of IB. As a result, client may pay higher execution charges, additional transaction costs or greater spreads, or may receive less favorable net prices, for the advisory account than would otherwise be the case. Factors which NORIBA commonly considers in determining whether to accept directed brokerage accounts are the size of the account, the nature of the

client or a previously established relationship with the other brokerage firm, and whether the client was referred by that firm.

#### *Aggregation/ Allocation*

NORIBA will not conduct in-house research and receives data from a variety of sources. NORIBA does not currently have any "soft-dollar arrangements" with, IB or other brokers nor does it direct transactions to other brokers in recognition of such services or obtain such services from IB.

Orders for an advisory account may be placed separately, unless NORIBA decides to purchase or sell the same securities for several clients at approximately the same time. In such event, NORIBA may (but is not obligated to) aggregate or "batch" such orders to obtain best execution, to negotiate more favorable execution charges or to allocate equitably among accounts, thereby reducing differences in prices and execution charges or other transaction costs that might have occurred had such orders been placed separately. Transactions generally will be averaged as to price and transaction costs and will be allocated among accounts in proportion to the purchase and sale orders placed for each account on any given day.

For aggregated trades that are fully executed, each client will receive the number of shares originally intended for his or her account. In the event trades are only partially executed, clients will receive a pro-rated allocation. An aggregated order for the remaining shares will be entered the next trading day. For aggregated orders that are executed in more than one transaction, the client's portion of such order may be deemed at the weighted average of the prices at which all of such transactions were executed.

Before allocation of new issues (IPO, closed end fund etc) NORIBA will confirm that the underlying investor, in separate managed accounts and in its funds are not "Restricted Persons". If the collective beneficial ownership interests of Restricted Persons exceed 25% of total assets in the aggregate held by the Adviser, the Restricted Person will be unable to participate in the new issue.

NORIBA plans to offer all of its advisory clients the opportunity to participate in new issues allocated to it, except for Restricted Persons. Orders will be filled based upon a first come, first served basis depending upon the client's suitability profile, risk attributes, liquidity needs, account equity and allocation. No unsolicited orders and discretionary orders will be accepted.

For the purpose of this policy, NORIBA defines a "Restricted Person" as an executive officer or director of a public company or a "covered non public company", or a person materially supported by such executive director or officer (each a "Restricted Person") with a beneficial interest under the following circumstances:

- a. If the company is currently an investment banking services client of NORIBA's staff that are registered representatives of Noribatrade or if such staff has received compensation from the company for investment banking services in the past 12 months;
- b. If the manager responsible for making the allocation decision knows or has reason to know that such staff members registered as representatives of the broker dealer, intends to provide, or expects to be retained by the company for investment banking services within the next three months; or
- c. On the express or implied condition that such executive officer or director, on behalf of the company, will retain Noribatrade for the performance of future investment banking services.

A "covered non public company" is defined as any non public company with:

- a. Income of at least \$1 million in the last fiscal year or in two of the last three fiscal years and shareholder equity of at least \$15 million;
- b. Shareholder's equity of at least \$30 million and a two year operating history; or
- c. Total assets and total revenue of at least \$75 million in the latest fiscal year or in two of the last three fiscal years.

### **Item 13 - Review of Accounts**

Each account is reviewed at least annually by Ahmad Bassam or his designee to ensure that client needs and objectives are met. When market conditions, economic events or individual issuers prompt immediate review, accounts are reviewed more frequently as deemed appropriate. All accounts are reviewed in the context of client stated investment objectives and guidelines. Cash needs will be adjusted as necessary.

Accounts for which NORIBA only provides investment portfolio review services or financial planning are not reviewed after a report has been provided to the client.

NORIBA has a Web site related to its advisory services: [www.noribatrade.com](http://www.noribatrade.com), which is available to its clients. Clients whose accounts are maintained at IB may access their brokerage accounts, retrieve statements and confirmations, and obtain market information at: [www.noribatrade.com](http://www.noribatrade.com).

### **Item 14 - Client Referrals and Other Compensation**

NORIBA does not receive client referrals or other compensation. NORIBA may in the future compensate other people outside of the organization for client referrals. As such there is no applicable information to be disclosed in this section at this time. In the event NORIBA does begin to compensate other parties for client referrals this section will be updated accordingly.

### **Item 15 - Custody**

Clients receive account statements directly from the custodian, IB. The statements will be sent on a monthly basis, whenever there is activity in the account and on a quarterly basis regardless of account activity. In addition, clients receive confirmations directly from the custodian anytime a trade is done in their account. When the account is set up as an IRA account, a custodian such as Sterling Trust Company or other qualified custodian will be the IRA Custodian, but the statements and confirmations will still come from IB. Investment Advisor Representatives will not act as trustees on any client account.

In communicating with its clients, NORIBA requests that the clients reconcile such statements to their quarterly portfolio reports and notify NORIBA promptly on any differences.

### **Item 16 - Investment Discretion**

NORIBA receives discretionary authority from the client, at the outset of a portfolio management advisory relationship, to select the identity and dollar amount of securities and/or fixed income investments to be

bought or sold. In all cases, however, such discretion is to be exercised in a manner that is consistent with the Client's stated investment objectives and within their risk tolerance. When selecting investments and determining dollar amounts, NORIBA observes the investment policies, limitations and other restrictions as defined by the Clients it advises. In certain cases, NORIBA may provide advisory services on a non-discretionary basis, and NORIBA will recommend a transaction to a client who is responsible for approving such recommendation before the transaction is effected.

### **Item 17 - Voting Client Securities**

For all client accounts which are not subject to the Employees Retirement Income Security Act ("ERISA"), the client should understand that NORIBA will not vote any proxies for securities or exercise voting rights pertaining to investments in a client's account (including, without limitation to, matters relating to conversions, exchanges, mergers, stock splits, rights, offerings, recapitalizations and reorganizations). NORIBA will also not act for clients in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by a client's account. It is the client's responsibility to vote any proxies for securities, exercise voting rights, or take any legal actions pertaining to investments in his or her account. Ordinarily, the client's broker/dealer or custodian will forward proxies or other communications pertaining to investments in the client's account directly to the client. Clients should contact their broker/dealer or custodian if they do not receive proxies or other mailings pertaining to the investments in the account.

For those accounts which are subject to ERISA, unless a client directs NORIBA in writing to the contrary, or the documents of an employee benefit plan reserve the right to vote proxies to the plan's trustees or named fiduciary, NORIBA will vote all proxies for securities and exercise voting rights pertaining to investments in a client's account (including, without limitation to, matters relating to conversions, exchanges, mergers, stock splits, rights, offerings, recapitalizations and reorganizations). Clients may obtain a copy of NORIBA's complete proxy voting policies and procedures upon request. Clients may also obtain information from NORIBA about how NORIBA voted any proxies on behalf of their account(s).

NORIBA may retain a third party to advise it in making proxy decisions and to process the return of proxies. Also, clients should understand that NORIBA will not be responsible or liable for failing to vote any proxies where it has not received such proxies or related communications on a timely basis from the broker/dealer or custodian. The SEC has adopted Rule 206(4)-6, requiring an investment adviser to adopt written policies and procedures governing its exercise of voting authority for client securities. The rule requires that proxy voting policies be reasonably designed to ensure that the adviser votes proxies in the best interest of clients.

### **Item 18 - Financial Information**

NORIBA 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. NORIBA does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

## **Item 19 - Requirements for State-Registered Advisers**

### *Education and Business Standards.*

Associated persons of the Company providing investment advice are required to have a college degree. The Company will also require individuals to be properly licensed and registered, unless exempted, in states in which such individuals are conducting investment advisory business.

Ahmad Yama Bassam, born 1977

#### Education:

- BS in Business Administration, University of Phoenix
- Masters in Finance and Economics, Harvard University

#### Business Background:

- Threepoint Capital Group d/b/a Noriba Advisors, Chief Investment Officer, July 2011 to Present
- Ethical Trading Technologies Capital Group, Inc., CEO and President, October 2010 to Present
- Threepoint Capital Group d/b/a Noribatrade, Managing Member, CEO & Registered Representative, September 2010 to Present
- Capitalist Partners, LLC, Co-Owner & Consultant, February 2010 to Present
- Ashrafson & Co., Sole Member, March 2009 to Present
- Morgan Stanley Smith Barney, Associate, June 2009 to January 2010
- Morgan Stanley & Co., Incorporated, Associate, April 2007 to June 2009
- Morgan Stanley Dean Witter Inc., Financial Advisor Trainee, March 2003 to April 2007

### *Performance-Based Fees*

Neither NORIBA nor any of its supervised persons are compensated for advisory services with performance-based fees.

### *Disclosure Information*

State registered investment advisers are required to provide material facts regarding certain discloseable events of the firm or any of its management persons. Neither NORIBA nor any of its management persons have been involved in any of the discloseable events and as such there is no information applicable to this item.

### *Issuer of Securities*

Neither NORIBA nor any of its management persons have any relationship or arrangement with any issuer of securities.

END OF THE DISCLOSURE BROCHURE

## **Brochure Supplement (Part 2B of Form ADV)**

### **Item 1- Cover Page**

**AHMAD YAMA BASSAM**

**THREEPOINT CAPITAL GROUP, LLC  
D/B/A  
NORIBA ADVISORS**

6300 Canoga Avenue  
Suite 1590  
Woodland Hills, CA 91367  
(877) 966-7422  
(877)9-NORIBA  
[www.NoribaAdvisors.com](http://www.NoribaAdvisors.com)

**March 16, 2011**

**This Brochure Supplement provides information about Ahmad Yama Bassam that supplements the Threepoint Capital Group, LLC D/B/A Noriba Advisors Brochure. Please contact Dave Banerjee if you did not receive Threepoint Capital Group, LLC D/B/A Noriba Advisors' Brochure or if you have any questions about the contents of this supplement. Additional information about Ahmad Yama Bassam is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**



## Item 2 - Educational Background and Business Experience

Ahmad Yama Bassam, born 1977

### Education:

- BS in Business Administration, University of Phoenix
- Masters in Finance and Economics, Harvard University

### Business Background:

- Threepoint Capital Group d/b/a Noriba Advisors, Chief Investment Officer, July 2011 to Present
- Ethical Trading Technologies Capital Group, Inc., CEO and President, October 2010 to Present
- Threepoint Capital Group d/b/a Noribatrade, Managing Member, CEO & Registered Representative, September 2010 to Present
- Capitalist Partners, LLC, Co-Owner & Consultant, February 2010 to Present
- Ashrafson & Co., Sole Member, March 2009 to Present
- Morgan Stanley Smith Barney, Associate, June 2009 to January 2010
- Morgan Stanley & Co., Incorporated, Associate, April 2007 to June 2009
- Morgan Stanley Dean Witter Inc., Financial Advisor Trainee, March 2003 to April 2007

Series 7, 24, and 66.

**General Securities Representative - (Series 7)** - This registration qualifies a candidate for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts.

**General Securities Principal - (Series 24)** - This examination qualifies individuals required to register as general securities principals in order to manage or supervise the member's investment banking or securities business for corporate securities, direct participation programs, and investment company products/variable contracts. The Series 24 **does not** qualify an individual to function as a:

- Registered Options Principal
- General Securities Sales Supervisor for Options and Municipal Securities
- Municipal Securities Principal
- Municipal Fund Securities Principal
- Financial and Operations Principal
- Introducing Broker/Dealer Financial and Operations Principal

**Uniform Combined State Law Examination - (Series 66) (NASAA)** – This examination is designed to qualify candidates as both securities agents and investment adviser representatives. The Series 7 is a prerequisite exam that needs to be successfully completed in addition to the Series 66 exam before a candidate can register with a state.

### **Item 3- 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 each supervised person providing investment advice. **No information is applicable to this Item.**

### **Item 4- Other Business Activities**

- Ethical Trading Technologies Capital Group, Inc., CEO and President, October 2010 to Present
- Threepoint Capital Group d/b/a Noribatrade, Managing Member, CEO & Registered Representative, September 2010 to Present
- Capitalist Partners, LLC, Co-Owner & Consultant, February 2010 to Present
- Ashrafson & Co., Sole Member, March 2009 to Present

### **Item 5- Additional Compensation**

Mr. Bassam does not receive an economic benefit for providing advisory services.

### **Item 6 - Supervision**

Ahmad Yama Bassam is supervised by Dave Banerjee, Finop. Mr. Banerjee can be reached via telephone at 818-657-0288. Supervision is accomplished via in person meetings at least two times per year.

### **Item 7 - Requirements for State-Registered Advisers**

State registered investment advisers, in addition to the events listed in Item 3 above, are required to disclose all material facts regarding specific events of the supervised person. **Mr. Bassam has no information applicable to this Item.**

**Item 1- Cover Page**

**Dave Banerjee**

**Threepoint Capital Group, LLC**

**D/B/A**

**NORIBA ADVISORS  
DISCLOSURE BROCHURE  
(FORM ADV PART 2B)**

**April 3, 2012**

**6300 Canoga Avenue  
Suite 1590  
Woodland Hills, CA 91367  
(877) 966-7422  
(877)9-NORIBA  
www.NoribaAdvisors.com**

**This Brochure Supplement provides information about Dave Banerjee that supplements the Noriba Advisors (“Noriba”) Brochure. You should have received a copy of that Brochure. Please contact Dave Banerjee at 818.657.0288 if you did not receive Noriba’s Brochure or if you have any questions about the contents of this supplement.**

**Item 2- Educational Background and Business Experience**

**Debasish Banerjee (aka)Dave Banerjee**

**Year of Birth: 1954**

**Formal Education:**

- **BS in Engineering from Indian Institute of Technology**
- **MBA from Calcutta University,**
- **MBA from Thunderbird, The Garvin School of International Management in Glendale, AZ.**
- **Dave Banerjee is a CPA member AICPA and PCAOB.**

Certified Public Accountant (CPA): All CPA candidates must pass the Uniform CPA Examination to qualify for a CPA certificate and license to practice public accounting. The exam is the same no matter where it's taken. Every state/jurisdiction has its own set of education and experience requirements that individuals must meet.

Over 40 states/jurisdictions now require 150 semester hours of education for obtaining the CPA certification. Colleges and universities in these states/jurisdictions determine the curriculum for pre-licensure education of CPAs.

To meet the 150-Hour Requirement: Students can choose any of the following:

- Combine an undergraduate accounting degree with a master's degree at the same school or at a different one;
- Combine an undergraduate degree in some other discipline with a master's in accounting or an MBA with a concentration in accounting;
- Enroll in an integrated five-year professional accounting school or program leading to a master's degree in accounting.

## Business Background

J.P. McGowan & Company Incorporated, Municipal Principal, 11/2011 to present  
Duniya Trade, Inc., Finop, 08/2011 to present  
Noriba advisors, Finop, 07/2011 to present, Principal, 2/2012 to present  
Aletheia Securities, Inc., Finop, 07/2010 to present  
Ministry Partners Securities, LLC, Finop, 06/2010 to present  
Second Street Securities, Registered Principal, and Finop, 03/2006 to present  
Lepercq de Neuflize Asset Management LLC, CCO, 01/2005 to present  
Benefit Funding Services, LLC, Registered Principal and Finop, 09/2003 to present  
BG Worldwide Securities, Inc., Finop and Principal, 07/2003 to present  
Great Pacific Securities, Inc., Finop, 09/1992 to present  
RND Resources, Compliance Consultant, 01/1990 to present  
Century Pacific Securities, Inc., Finop, 8/2011 to 2/2012  
Hillcrest Wells Advisors, Principal, 08/2010 to 12/2011  
San Francisco Securities, Inc., Finop, 03/2010 to 02/2011  
Viewpoint Securities, LLC, Finop, Co-CCO, GSP, 10/2005 to 4/2010  
New Century Capital Partners, Inc., Principal, 11/2009 – 11/2009  
Stonnington Group, LLC, CCO, 09/2008 to 10/2009  
VMR Capital Markets US, Principal, Finop, 11/1997 to 09/2009  
Quantrade, Principal, Finop 05/2005 to 04/2009  
Manhattan Beach Trading Financial Services, Inc., Finop, 10/1999 to 01/2009  
San Francisco Securities, Inc., Finop, Options Principal, 8/2008 to 10/2008  
MD Witter, CCO, 8/2004 to 5/2009  
Geronimo Partners, LLC, Finop, Municipal Principal, 08/2003 to 05/2008  
LN Securities, Inc., Finop, CCO, 01/2005 to 12/2007  
Morgan Peabody, Inc., Finop, 8/2006 – 10/2007  
Eplanning Securities Inc., Branch Manager, 04/2005 to 10/2007  
Stonnington Group, LLC, Finop, 03/2005 to 04/2007

Reik & Co., LLC, CCO, 10/2006 to 03/2007  
Redwood Securities Group, Inc., Finop, 01/2006 to 12/2006  
Comcap Financial Services, Inc., Principal, Finop, 02/2003 to 07/2006  
WCM Partners, LLC, Finop, 03/2004 to 05/2006  
Strome Securities LP, CCO, Principal, 01/2006 to 03/2006  
Klein Investment Group, L.P., Finop, 8/2003 – 12/2005  
Strata Partners, LLC, Finop, 6/2004 to 10/2005  
Hornblower Fischer & Co., Compliance Officer, 8/2004 to 8/2005  
Silver Pacific Investors, LLC, Finop, 1/2003 to 11/2004  
Round Hill Securities, Inc., Finop, 6/2003 to 1/2004  
Round Hill Securities, Inc., Finop, 7/2002 to 5/2003  
Klein Investment Group, L.P. CROP, Principal, Finop, 1/2001 to 5/2003  
Stonehaven, LLC, Finop, 9/2002 to 10/2002  
Spider Securities, Inc., SROP/CROP, Finop, 12/2001 to 8/2002  
Inter Securities LTD., General Securities Principal, 10/2001 to 8/2002  
Secured Capital Corp, General Securities Principal, 10/2001 to 3/2002  
Direct Capital Securities, Inc., Finop, 4/2001 to 1/2002  
Sinex Securities, LLC, Finop, 11/1996 to 1/2002

### **Item 3- 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 each supervised person providing investment advice. Information applicable to this item is as follows:

Pamco Securities and Insurance Services and Dave Banerjee, Pamco's then Finop were the subject of a regulatory action, initiated by the SRO NASD and resolved on May 29, 1990 as an Acceptance, Waiver & Consent. The sanctions were a censure and a monetary fine of \$7,500.00. The fine was levied jointly and severally against the individual and the firm. The Acceptance of Consent was reached on April 2, 1990.

As Of Oct 31, 1983, Pamco failed to maintain sufficient net capital in contravention of SEC Rule 15C 3-1, constituting violations of Article III, Section I OF NASD Rules of Fair Practice.

At the time of the net capital deficiency, Pamco had the ability to draw on a fund of \$4.221 million provided by Pamco's new parent corporation. Although Mr. Banerjee requested that additional monies be infused from the fund in order to cover any future needs, he did not have the authority to transfer monies from the fund. Consequently the deficiency arose.

#### Item 4- Other Business Activities

**RND Resources, Inc.** CEO since June 1989. Consulting firm providing regulatory compliance supervision to clients. Approximate number of hours per month 180.

**Benefit Funding Services, LLC** (CRD 44079) FINOP since 2003. The firm engages in the wholesale distribution of variable life insurance or annuities contracts. The firm primarily receives wholesale fees on variable insurance and annuities placed by other broker dealers. It does not require the services of a clearing firm and is required to maintain a minimum net capital of \$5,000.

**BG Worldwide Securities, Inc.** (CRD 121735) FINOP since 2003. The firm engages in variable life insurance and annuities products. Its parent company structures deferred compensation and executive benefit plans as retirement benefits for public and private institutional clients. The firm receives insurance concessions from insurance companies with whom these public and private companies place their insurance policies. It does not have any retail or individual account relationships as it conducts business with mainly institutional clients. The firm is required to maintain a minimum net capital of \$5,000 and does not require the services of a clearing firm.

**Great Pacific Securities** (CRD 29251) FINOP since 1992. The firm conducts general securities business with institutional customers consisting of governments (city, county, state agencies or state treasurers) or financial institutions. The firm's business is primarily in US government and municipal fixed income securities.

**Second Street Securities, Inc.** (CRD# 42404) FINOP since 2006. The firm is a wholly owned subsidiary of Advent Software, Inc. which is engaged in the sale of investment portfolio software products to the professional investment community. Second Street operates as a captive broker dealer on behalf of its parent Advent Software, Inc. to obtain directed commission payments from other broker dealers for the use of its portfolio accounting systems implanted on their platform. Currently, the firm shares in commissions and receives payments from only one broker dealer, Sungard Institutional Brokerage (CRD 8509) for trade order routing from Advent's order management system.

**Aletheia Securities, Inc.** (CRD 44784) FINOP in July 2010. The firm conducts a general securities business in equities, fixed income securities, and options on a fully disclosed basis through its clearing firm, National Financial Services LLC. The firm's customer base is primarily high net worth individuals with a few institutional customers.

**Ministry Partners Securities, LLC**, (CRD# 154349) FINOP since June 2010. The firm is a wholly owned subsidiary of Ministry Partners Investment Company, LLC (MPIC). MPIC has been issuing and distributing debt securities since 1992 both in public and private

offerings. Ministry Partners Securities engages in the distribution of the debt securities of MPIC through both public and private offerings, distribution of corporate debt securities, certificates of deposit, asset-backed securities and as a mutual fund retailer.

**Duniya Trade, Inc.** (CRD# 150616) FINOP in August 2011. The firm conducts a general securities business, providing its clients the ability to purchase and sell U.S. listed Equities using an online trading platform.

**J.P. McGowan & Company Incorporated** (CRD# 16208) Currently the firm is in application with FINRA for an ownership change, and Mr. Banerjee was recently registered with the firm as its municipal securities principal. Mr. Banerjee's engagement as the municipal principal will commence once the application has been approved. The firm conducts a general securities business in the areas of equities, corporate debt securities, mutual funds, U.S. government securities, municipals and private placements.

**Lepercq de Neuflyze Asset Management Inc.,** (CRD# 120109, SEC# 801-61082) CCO since 2005. The firm is an SEC registered investment advisor. The firm provides portfolio management services to high net worth individuals, charitable organizations, trusts, corporations and other businesses. The types of products include U.S. securities exchange traded or OTC national markets to institutional and individual clients.

### **Item 5- Additional Compensation**

Dave Banerjee does not receive an economic benefit for providing advisory services.

### **Item 6 - Supervision**

Ahmad Bassam, Chief Investment Officer, 818-483-1001 supervises Dave Banerjee via in person meetings at least two times per year. Mr. Banerjee does not provide advice to clients.

### **Item 7 - Requirements for State-Registered Advisers**

State registered investment advisers, in addition to the events listed in Item 3 above, are required to disclose all material facts regarding specific events of the supervised person. **Mr. Banerjee does not have any additional information to disclose beyond that in Item 3 above that is responsive to this Item.**