

OMNIVEST GROUP, LLC

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A SEC Registered Advisory Firm¹

FORM ADV PART 2 BROCHURE, MARCH 2013

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.

OmniVest Group, LLC is a Registered Investment Advisor. Registration with the United States Securities & Exchange Commission or any state securities authority does not and should not imply any certain level of skill or training.

Additional information about OmniVest Group, LLC and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov.

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. In the future, this section of the Brochure will be used to draw your attention to and discuss specific material changes that have occurred to the Brochure since its last update. Pursuant to new SEC Rules, we will deliver to clients (at no charge) any material changes to the information in the Brochure as they occur. We will also deliver to you subsequent “annual” editions of the Brochure within 120 days of the close of our business’ fiscal year.

Summary of Changes

This Brochure which is dated March, 2013 replaces the previous version which was dated January, 2012. The following section highlights some of the changes that were made to the Brochure to better reflect our business as it currently stands:

- *We have discontinued offering a service called the ‘Manager Access Program’ which allowed clients to selectively receive research and access to hedge funds globally. We continue to offer these services as part of a holistic advisory service to our clients.*
- *We have begun an exploratory relationship with a group of Japanese investment professionals seeking to assist Japanese firms to invest in the United States. While no business has been done to date, this opportunity could have greater implications for the firm in 2013.*

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ADVISORY BUSINESS

Investment Management Services:

OmniVest Group LLC is a boutique investment advisory firm with roots back to 1991, when the Besselaar family created Princeton Investment Advisors Inc. to manage their family assets. In 2006, Mr. Besselaar (currently Co President of OmniVest) joined several other large families to form the firm which ultimately became OmniVest Group. A milestone was reached in 2007 when Tom Sowanick, the former Chief Investment Officer for Merrill Lynch Private Client joined the firm and brought his vast experience to our clients. OmniVest remains a boutique organization that services both internal family assets as well as those of our external clients. We are employee owned and focused on our fiduciary duty to all of our clients.

OmniVest Group LLC provides investment supervision and other wealth management services to a small group of clients including individuals, trusts, charitable organizations, corporations and other business entities. We currently provide investment management services to about \$108 million in assets, most of which are internal family assets of our founding partners. We invest in traditional markets for equities, fixed income and other such listed products. In addition, our investment suggestions will often include alternative investments such as hedge funds or private equity deals which usually carry high minimums (\$100,000 +) and/or significant net worth requirements. Our investment advice is on a wide variety of assets including investment products, real estate, currencies, art work, commodities such as gold and other esoteric assets that provide high net worth families with financial diversification.

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.

The 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 – Tom Sowanick - 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. Our services in providing investment consulting will be defined by our client's needs and spelled out in the Service Contract agreed with each institutional client. Please note that the assets that we provide investment consulting service are considered Assets Under Advisory (AUA) and not Assets Under Management (AUM). Our current consulting service provides advice on over \$3.8 billion in assets.

In January of 2013, OmniVest established a separate internal department that will focus on developing consulting business in Japan. While no contracts have been consummated to date, OmniVest has been consulting with a number of Japanese firms regarding potential investment opportunities in the US markets.

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. Note: OmniVest will never take custody of client assets and always leave this responsibility to authorized third party custodians. 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. In addition, our fees for internal accounts managed by employees will reflect the personal services provided by those employees and will be negotiated separately.

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.

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 \$1,000,000, 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. As discussed earlier, we will invest in both traditional (listed) and non-traditional (alternatives) assets depending on the client's needs and risk tolerance. The alternative investment solutions are limited to high net worth individuals or institutions that can meet the requirements imposed on these investments.

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.

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’ overall Code of Ethics which serves to establish a standard of business conduct for all of OmniVest Group’ 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 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. Currently, OmniVest Group works with Pershing Advisor Solutions (PAS) a fully owned subsidiary of Bank of New York/Mellon as our preferred custodian. This relationship allows OmniVest to utilize the Pershing workstation (NetEx360) for trading, custody, pricing, and other support services. In addition, clients who choose to custody with Pershing are able to utilize the client version of the workstation (NetXInvestor) to view their assets online.

OmniVest Group's 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's 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 currently have any contractual engagement with any solicitors or pay any compensation for the receipt of client referrals. This could change if we are successful with our development of business in Japan which will require an update to this ADV.

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. Our primary custodian is Pershing Advisor Solutions (PAS) a fully owned subsidiary of Bank of New York/Mellon. Pershing provides client statements and confirmations on all transactions executed through their systems.

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.

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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's 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's ability to meet contractual commitments to clients.