

MOMENTUM ADVISORS, LLC

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May 2013

This Brochure provides information regarding the qualifications and business practices of Momentum Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at allan@momentum-advisors.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“the Commission”) or by any state securities authority. However, it has been provided to the Commission, and the Investment Advisory Unit of the New York State Department of Law, Investor Protection Bureau.

Momentum Advisors, LLC is a registered investment Advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about Momentum Advisors, LLC is also available on the SEC’s website at www.Adviserinfo.sec.gov.

MATERIAL CHANGES

This Brochure, dated March 1, 2013, is a new document prepared according to new SEC and State Securities rules and regulations. In the future, this section of the Brochure will disclose only specific material changes that are made to the Brochure and provide clients with a summary of such changes. It will also reference the date of Momentum Advisors last annual update of this Brochure.

Pursuant to new SEC and State Rules and Regulations, we will ensure that each client receives a summary of any material changes to this and subsequent brochures within 120 days of the close of Momentum Advisors fiscal year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

A copy of this brochure may be obtained by contacting Allan Boomer, Chief Compliance Officer, at allan@momentum-advisors.com or 917-830-3469.

Material Changes (since last amendment):

- Ownership: Rudolph Cline-Thomas sold his remaining shares of Momentum Advisors, LLC to Allan Boomer on 05/16/2013. Mr. Thomas is no longer a principal owner of Momentum Advisors, LLC.
- Business Entity Update: The Momentum Group, Inc. is the majority owner of Pisces Ventures, LLC. DBA Momentum Advisors, LLC. Allan Boomer is the principal owner of The Momentum Group, Inc.
- New Service: Business Consulting
- AUM: \$33,263,313 (as of 5/2013)

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ITEM 4: ADVISORY BUSINESS

Momentum Advisors, LLC (“MA”) is a full service, SEC registered investment advisory firm established in 2011, in the state of New York. The firms’ principal owners are Allan Boomer and Jontue Long.

Mr. Boomer, MA’s registered principal, also serves as its President, and Chief Compliance Officer.

MA focuses on providing its clients a broad range of comprehensive investment management, financial planning, portfolio and asset management services primarily through individual consultations. MA specializes in providing customized service to high net worth individuals, and considers portfolios in excess of \$500,000 that can be managed on a discretionary or non-discretionary basis. MA will consider smaller portfolios on a case by case basis.

Investment Advisory, Consulting, and Financial Planning Services

Investment Advisory Services may involve portfolio and asset management, investment recommendations, and the analysis of asset allocation, real estate strategy and private equity investments. Investment advisory consultations can be general in nature or focus on particular areas of interest, depending on the client’s needs.

Financial planning and Consulting may include cash flow and budget management, tax planning, risk, retirement planning, estate planning, philanthropy, small business planning, and special needs planning.

At inception of the relationship MA completes and provides a written evaluation of the client’s current financial condition and discussed goals. The engagement also includes implementation of recommendations accepted by client, on-going communication to ensure client objectives and needs are met, and quarterly, semi-annual or annual written portfolio reviews as negotiated with each client.

Wrap Fee Programs

MA Participates in Wrap Programs sponsored by broker-dealers, banks or other financial institutions (“Wrap Sponsors”), and offers these services to its clients. Clients should be aware that the Wrap Sponsor, and not MA, is responsible for establishing the financial circumstances, investment objectives, and investment restrictions of each Wrap Program Client through a client profile questionnaire and/or investment policy statement as well as consultations with the Wrap Sponsor’s personnel. In some wrap fee programs, Wrap Program Clients may also be required to enter into a separate investment advisory agreement directly with MA, or MA may be a party to the Wrap Program Client agreement.

As of May 2013, MA manages approximately \$33,263,313 of regulatory assets under management. About \$33,164,350 is managed on a discretionary basis and \$ 98,963 on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

Investment Advisory and Asset Management Services

MA offers its services on a fee basis which, depending upon the engagement, may include fixed fees and/or fees based upon assets under management. The specific manner in which fees are charged is established in the client's Agreement with MA.

The fees for asset allocation review are charged as a percentage of assets under management as a part of the Investment Supervisory Services for clients. The factors considered are the size of the account, service requested and the type of assets managed.

The annual fee for MA's Investment Supervisory Services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee (%)</u>
\$0 - \$10,000,000	1.00 %
\$10,000,000 - \$20,000,000	.75%
\$20,000,000+	.50 %

A minimum of \$500,000 of assets under management is required for this service. This minimum account size may be negotiable under certain circumstances.

Fees will be billed at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the quarter.

Financial Planning and Consulting Services

Financial planning and consulting fees will be charged in one of two ways:

1. A fixed one-time fee, typically, **\$3000** depending on the nature and complexity of each client's circumstances. 50% of this fee may be due upon signing the financial planning/consulting agreement, with the balance due upon presentation of the financial plan or consulting work to the client.
2. A fixed monthly fee, typically **\$1000** per month, depending on the nature and complexity of each client's circumstances, as well as the individual conducting the work. The fee will be due at the beginning of each month during which the service is rendered.

Wrap Fee Programs

Each Wrap Sponsor generally charges clients quarterly in advance or arrears some form of comprehensive fee based upon a percentage of the value of the assets under management. The comprehensive (or wrap) fee may include execution, consulting and custodial services performed or arranged by the Wrap Sponsor and in an amount sufficient to cover the investment advisory services of discretionary managers like MA. In some Wrap Programs, MA's fee may be paid

directly by the Wrap Program client pursuant to a separate contract executed between MA and the Wrap Program Client. In other wrap fee programs, MA's fee is paid by the Wrap Sponsor.

Termination Provisions, Refunds and Assignment

Prior to engaging MA to provide financial planning and/or consulting services, the client will generally be required to enter into a written agreement with MA setting forth the terms and conditions of the engagement and describing the scope of the services to be provided.

A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement, or at any time.

Neither MA nor the client may assign the agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of MA shall not be considered an assignment.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

MA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

ITEM 7: TYPES OF CLIENTS

MA provides advisory services to high net worth individuals, families, trusts, estates, charitable institutions, small businesses and similar entities and individuals who desire a high degree of personalized and professional service. While this amount is negotiable, the minimum asset requirement to become a MA client is \$500,000.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

MA reminds clients that investing in securities involves risk of loss that they must be prepared to bear. To aid clients in discerning their investment needs, MA measures investors' goals, risk tolerance and time horizon through a comprehensive interview process.

The initial and ongoing review process, and method of analysis includes the following procedures:

1. **Initial Interview** – an initial interview is conducted with each client to determine the client's financial circumstances, goals, acceptable levels of risk, any reasonable restrictions on the management of their account, and other relevant circumstances.

Clients should note that MA shall not be required to verify any information received from the client or from the client's other professionals (e.g. attorney, accountant, etc.) and is expressly authorized to rely on such information;

2. **Individual Treatment** – the client's account is managed on the basis of the client's financial circumstances and stated investment objectives;

3. **Consultation** – MA supervised persons shall be reasonably available to consult with the client relative to the status and management of their account; and

4. **Statement** – the client shall be provided with a quarterly statement containing a description of all activity in their account from MA. The client will also be provided a monthly statement directly by the custodian.

Moreover, each client is advised that it remains his/her/its responsibility to promptly notify MA if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing, evaluating, or revising MA's previous recommendations and/or services.

ITEM 9: DISCIPLINARY INFORMATION

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the registered investment advisor or the integrity of its management. MA has no history of any legal or disciplinary action.

Please refer to Form ADV Part 2B attached hereto for any disclosures regarding MA supervised persons.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Other Financial Industry Activities or Affiliations

MA does not participate in any other industry business activities, and does not have any affiliations or arrangements that are material to its advisory business or its clients with any related person.

Other Business Activities

Allan Boomer, President and CCO of MA, also serves as trustee or on the board of directors of a few charitable organizations which are unrelated to the financial services industry. These include Good Shepherd Church (*trustee*), Good Shepherd Real Estate Holdings Corp. (*chairman*), and Good Shepherd Community Development Corp. (*chairman*).

Jontue Long, a Financial Advisor of MA, also serves on the board of directors of the David Garrard Foundation.

ITEM 11: CODE OF ETHICS

As a fiduciary, MA has an affirmative duty to render continuous, unbiased investment advice, and at all times act in the clients' best interest. To maintain this ethical responsibility to clients, MA has adopted a Code of Ethics that establishes the fundamental principles of conduct and professionalism expected by all officers, directors and employees in discharging their duties.

MA's Code of Ethics is designed to deter inappropriate behavior and heighten awareness as to what is right, fair, just and good by promoting:

- ❖ Honest and ethical conduct.
- ❖ Full, fair and accurate disclosure
- ❖ Compliance with applicable rules and regulations.
- ❖ Reporting of any violations of the Code.
- ❖ Accountability

Participation or Interest

MA or individuals associated with MA may buy or sell securities identical to or different than those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is the expressed policy of MA that no person employed by MA may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent a conflict of interest, MA has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A director, officer or employee of MA will not buy or sell securities for his or her personal portfolio(s) where such decision is substantially derived, in whole or in Part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of MA shall prefer his or her own interest to that of the advisory client.
- 2) MA maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. Allan Boomer, President of MA, or another appropriate officer/individual of MA reviews these holdings on a regular basis.
- 3) All clients are fully informed that certain individuals may receive separate compensation when purchasing products during the implementation process.
- 4) MA emphasizes the unrestricted right of the client to decline to implement any advice rendered.
- 5) MA requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- 6) Any individual not in observance of the above may be subject to termination.

ITEM 12: BROKERAGE PRACTICES

MA may recommend a broker to the client for the purpose of executing trades at a previously negotiated discount rate. However, MA does not receive soft dollar benefits from the custodians to whom we recommend clients.

Factors which MA considers in recommending a broker-dealer to clients include financial strength, reputation, execution, pricing, research, and service.

The commissions and/or transaction fees charged by broker-dealer may be higher or lower than those charged by other broker-dealers. The commissions paid by MA's clients shall comply with MA's duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where MA determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received.

Conflict of Interest

In fulfilling its duties to its clients, MA endeavors at all times to put the interests of its clients first. Clients should be aware however, that MA's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence MA's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Best Execution

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while MA will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

ITEM 13: REVIEW OF ACCOUNTS

Each client account is monitored continuously and reports are prepared quarterly. Clients receive a quarterly statement immediately following quarter's end.

Allan Boomer conducts all reviews of customer accounts. Each client's account is reviewed periodically to determine if the clients' investment needs and objectives are being met. General guidelines, market conditions, and cash needs are adjusted as necessary. Specific security holdings are monitored for market conditions on a day to day basis. Specific goals and objectives, as designed by the client through the financial profile, are established for portfolio positioning and diversification, and monitored periodically and revised as needs dictate.

Investment results are provided to clients on a quarterly basis. If such report is prepared, each quarterly statement will summarize the specific investments currently held and the value of client's portfolio.

Clients are provided with transaction confirmation notices and monthly account statements directly from the broker-dealer or custodian for the client accounts.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

MA has and continues to receive client referrals from numerous sources, including existing clients.

Currently, MA does not receive fees nor any other remuneration for the referral of clients. MA provides compensation to solicitors, under a paid agreement contract, for referring clients to the Firm.

ITEM 15: CUSTODY

Clients receive quarterly statements from MA. The broker-dealer, bank or other qualified custodian holds and maintains our client's investment assets and sends statements at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to MA. MA urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

All customer assets will be held by the custodian of the client's account. MA will not hold customer funds or securities and is independent of the custodian.

ITEM 16: INVESTMENT DISCRETION

Client accounts are managed by MA on both a discretionary and non-discretionary basis. In the event a discretionary account is selected, at the time the account is opened, the client signs a limited power of attorney giving MA authority to purchase and sell securities for the account in accordance with the client's investment objective(s) and risk tolerance, deduct management fees and distribute funds in the client's name to the address on record for the account.

ITEM 17: VOTING CLIENT SECURITIES

As a matter of firm policy and practice, MA does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

ITEM 18: FINANCIAL INFORMATION

Registered Investment Advisors are required to provide you with certain financial information or disclosures regarding their financial condition. MA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceedings.

Brochure Supplement
(Part 2B of Form ADV)

Supervised Persons:
Allan Boomer
Jontue Long

MOMENTUM ADVISORS, LLC

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March 2013

As of March 1, 2013 this brochure supplement provides information about Allan Boomer and Jontue Long that supplements the Momentum Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Allan Boomer, Chief Compliance Officer at allan@momentum-advisors.com or 917-830-3469, if you did not receive Momentum Advisors, LLC' brochure, or if you have any questions about the contents of this supplement.

Additional information about Allan Boomer is available on the SEC's website at www.adviserinfo.sec.gov.

Education and Business Standards

MA requests the successful acquisition of a college degree, or demonstrated and successful business experience, or combination of both, and requisite continuing education. Related employees of MA may also be required to have examinations based on specific state examination requirements and continuing education requirements.

Allan Boomer

Year of Birth: 1977

Professional History:

Vice President, Fiduciary Management Group 2010 to 2012

Vice President, Goldman Sachs, 2004 to 2010

Merrill Lynch, 1999 to 2002

Certifications and Educational Background:

M.B.A., Finance, Accounting and Entrepreneurship, Stern School of Business at New York University, 2004

B.S., Marketing, Morgan State University, 1999

Series 66 – Uniform Combined State Law Examination

Series 7 – General Securities Representative Examination

Series 3 – National Commodity Futures Examination

Disciplinary Information: None

Other Professional Activity: None

Additional Compensation: None

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations.

Jontue Long

Year of Birth: 1978

Professional History:

President, Legacy Management Group/Legacy Financial Consultants, 2005 to 2012

Vice President, SEI Investments, 2001 to 2005

Certifications and Educational Background:

B.A., Bucknell University, 2001

Series 65 – Uniform Securities Agent Law Examination

Series 63 – Uniform Investment Adviser Law Examination

Series 7 – General Securities Representative Examination

Disciplinary Information: None

Other Professional Activity: None

Additional Compensation: Yes – Insurance commissions

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations.