

Item 1 – Cover Page

Princeton Advisory Wealth Management, LLC
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March 28, 2014

This Disclosure Brochure ("Brochure") provides information about the qualifications and business practices of Princeton Advisory Wealth Management, LLC. ("PAWM," "we" or "us"). If you have any questions about the contents of this Brochure, please contact us at 609-642-4200. This Brochure will be filed with the United States Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940 ("Act"). The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

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

Although we are a registered investment adviser with the SEC, our registration does not imply any level of skill or training. The information and disclosures we provide to you, including the disclosures in this Brochure, is information that you may use as part of your decision to initially hire us or to continue to maintain our existing investment advisory relationship.

Item 2 – Material Changes

Filing Date: March 31, 2014

In this Item 2, we are required to identify and discuss all material changes since our last annual update of the old Part II of Form ADV, or to include these changes in a separate document accompanying this Brochure.

Material changes since the filing of our last annual update on March 28, 2013, are as follows: .

The Company name has changed to Princeton Advisory Wealth Management, LLC.

47.5% ownership interests have been assigned to Munish Sood directly and 41.5% indirectly through Princeton Advisory Group, Inc.

For each subsequent year, we will deliver to you a summary of all material changes, if any, that have occurred since the date of the last Brochure, together with an offer to provide a copy of the updated Brochure, and information on how you may obtain the updated Brochure (either by e-mail or in hard copy form by mail).

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or contact our Chief Compliance Officer, Joy Sheehan, at 609-642-4200 or jsheehan@princetonadvisory.com.

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Item 4 – Advisory Business

Firm Overview:

Princeton Advisory Wealth Management, LLC (“PAWM”) is an investment advisor founded in 2011. PAWM offers discretionary investment advisory services to high net worth individuals, pension and profit-sharing plans (including the participants of such plans), individual retirement accounts, private funds, trusts and other corporate entities (“Clients”).

The primary owners and Managing Members of PAWM are Princeton Advisory Group, Inc., a registered investment advisor (“Princeton”) and Munish Sood (Munish Sood is sole owner of Princeton Advisory Group, Inc.). Princeton is a registered investment advisor which advises and manages registered and unregistered investment funds and special purpose vehicles. Princeton also provides investment advice directly (via separately managed account arrangements) to larger investors (including State plans, insurance companies, corporations, foundations and high net worth individuals) upon request.

As of the date of this Brochure, PAWM has approximately \$9.6 million in total discretionary assets under management (collectively, “Assets”).

Description of Advisory Services:

PAWM provides discretionary investment management services to its Clients in accordance with their individual investment objectives, time horizons and risk tolerances.

PAWM offers diversified asset management programs that incorporate separate accounts which utilize individual equity, fixed-income securities, exchange-traded funds and mutual funds. PAWM will have full discretion to determine, without obtaining client consent, the amount and type of securities to be bought or sold, the broker-dealer to be used to buy and sell the securities and the commission rates to be paid to such broker-dealers. Although PAWM may delegate such investment discretion to other affiliated and unaffiliated advisors (“Sub-Advisors”) and/or invest Assets in registered and unregistered funds sponsored or advised by a Sub-Advisor affiliated with PAWM, it will manage substantially all client assets directly, using internal management processes and procedures. Under its discretionary authority, PAWM is authorized to select the type and amount of securities to be purchased and sold without client approval. PAWM’s discretionary authority regarding investments may be subject to certain limitations established by the client. Any such restrictions are to be agreed upon in advance with each client. In no case will PAWM have authority to withdraw funds or to take possession of client funds or securities.

PAWM also serves as Manager to pooled investment vehicles that rely on exemptions from registration as “investment companies” under the Investment Company Act of 1940, as amended (the “1940 Act”). Investors in these vehicles must meet a number of suitability requirements, such as having a specified minimum net worth.

In some cases PAWM may enter into non-exclusive arrangements with affiliated and non-affiliated investment advisors (“Sub-Advisors”) to offer discretionary asset allocation and investment management services on behalf of PAWM. The Sub-Advisors are selected following a comprehensive due diligence review by PAWM. Periodic reviews of the Sub-Advisor's investment performance and strategies are performed at least annually, or more frequently, depending upon market conditions. PAWM may add additional Sub-Advisors, replace existing Sub-Advisors or change the amount of Assets allocated to any Sub-Advisor, at its sole discretion. Information regarding the Sub-Advisors is provided to each Client on or before the account is established and, at the request of Client, at least annually thereafter.

PAWM may also exercise investment discretion with respect to Client assets held in variable insurance and annuity accounts and self-directed individual and group retirement plans maintained by third party brokerage and insurance firms. PAWM may also directly effect transactions with respect to these assets on behalf of and with the prior authorization or approval of the Client. Finally, PAWM will also review, analyze and make recommendations with respect to various types of alternative investments, including direct and indirect investments in private investment funds (including funds managed by affiliates of PAWM); interests in partnerships investing in real estate, oil, gas and other mineral rights, loan syndications, film production and other assets and operating ventures and direct investments in real estate, loan syndications and operating companies. All of the foregoing assets which are held in such insurance, annuity or retirement accounts or investment funds and not managed by any Sub-Advisor or held by custodians chosen by PAWM shall be collectively referred to as “Other Assets.”

In addition to providing investment advice and recommendations, PAWM provides assistance to Clients in choosing investment objectives, assessing the Client's risk tolerances, creating an appropriate asset allocation model and assisting in the selection of appropriate investments and Sub-Advisors, establishing restrictions and limitations on the management of the account, clarifying portfolio strategies and transactions, monitoring account performance and forwarding Client instructions to the Sub-Advisors. Each Client investment profile is based upon the information provided by the Client, which is then used by PAWM in determining investment recommendations and asset allocation strategies. PAWM will update the information provided by each Client from time to time, communicating to the custodians any Client directions, restrictions or limitations regarding the management of the Assets or Other Assets, and generally acting as liaison between a custodian and the Client with respect to the administration and management of the Other Assets.

Item 5 – Fees and Compensation

PAWM charges a fee based upon the amount of assets under management, ranging from 0.50% to 1.50%. Some clients may be charged a higher fee (up to 2%), based on extenuating circumstances as determined by PAWM. All fees are set forth in the advisory agreement with each Client.

PAWM generally charges fees quarterly in arrears based on the market value of assets under management at the end of each quarter. Fees are prorated for the first quarter, based on the number of days under management.

The client authorizes automatic fee deduction in the Investment Advisory Agreement and in the new account form provided by the Custodians. Fees charged to the clients' accounts are clearly noted on each client's custodial statement. A copy of the invoice is provided to the client.

Additional fees may be imposed by any Sub-Advisor or manager selected by a Sub-Advisor. These fees will be disclosed in the written disclosure statement of such managers which are provided to the Client at the beginning of the account relationship with such Sub-Advisor. In lieu of a management fee, PAWM may charge a fixed fee, which is negotiated at the time of engagement. All management fees incurred in connection with the management of the Assets will be debited directly from the Client's account by the custodian(s) which hold such assets and paid to PAWM and Sub-Advisor. PAWM will send to the custodian written notice of the percentage to be applied in computing the management fee to be deducted from the client's account. Upon deducting such fee directly from the account, the custodian will deliver an account statement to each Client which itemizes the fee, the manner in which the fee is determined, the time period covered by the fee, and the amount of Assets on which the fee is based. Management fees charged in respect of Other Assets will be paid directly by the Client or deducted from designated Client bank accounts upon the express authorization of the Client. All fees are negotiable at the discretion of PAWM.

The management fee does not include and is in addition to: (i) any brokerage commissions and/or transaction and contract fees charged by broker-dealers and custodians used by PAWM or the Sub-Advisors, (ii) any service fees received by a Sub-Advisor for custodial support services, such as administrative, clerical and accounting services, provided by the Sub-Advisor to a custodian. Pursuant to the Client Agreement, the management fee may be changed by PAWM upon 30 days' prior written notice. See Item 12 on page 12 of this brochure for a discussion of brokerage practices.

Assets invested in mutual funds are subject to fees and/or expenses charged directly by the mutual funds to their shareholders; these fees and expenses are separate from the management fees payable to the PAWM. Such fees and expenses are

disclosed in the related prospectus of each mutual fund which is provided to each client prior to investment in such mutual fund.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not charge advisory fees based on a share of the capital appreciation of the funds or securities in a separately managed account. Our advisory fee is computed in the manner disclosed in Item 5.

PAWM serves as Manager to private funds and does not earn a management fee. PAWM may receive a Carried Interest and/or Incentive Allocation based on the IRR Distribution Hurdle Amount (generally 8%), as further described in the applicable private placement memoranda for such funds.

Incentive fee/allocation create an incentive for the manager to favor such accounts; however, we generally do not manage similar assets under both flat management fee and incentive-based arrangements and, where there is an overlap, the manager uses an allocation mechanism to identify opportunities and fairly apportion them to the relevant participating parties or accounts.

Item 7 – Types of Clients

We generally provide our services to the following types of clients:

- Individuals, including high net worth individuals
- Trusts, estates and charitable organizations
- Pension and profit sharing plans

The minimum account size is \$100,000.00 which is subject to negotiation.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Investment Analysis

PAWM utilizes a variety of resources and methods to conduct our analysis. These include, but are not limited to charting, fundamental analysis, technical analysis, and cyclical information/analysis. Our primary resources for obtaining information are financial newspapers and magazines, research materials prepared by others, corporate rating services, a company's annual report and press releases, prospectuses and SEC filings.

The investment strategies used to implement any investment advice given to clients include:

- Long-term purchases (securities held at least a year)

- Short-term purchases (securities sold within a year)
- Margin transactions
- Option writing, including covered options, uncovered options or spreading strategies

In addition, with respect to Assets managed by any Sub-Advisor, the Sub-Advisor is responsible for determining the methods of analysis and investment strategies used in formulating investment advice and managing your assets. The disclosures provided by the Sub-Advisors and other managers prior to managing your Assets will describe the methods of analysis and investment strategies they utilize, based upon your investment profile.

When we provide investment advice and recommendations with respect to Other Assets, we generally determine the mutual funds in which these Other Assets will be allocated, taking into consideration the goals and objectives which you have indicated in writing to us and the appropriate overall management style of the funds. The mutual funds will be selected from an approved list which has been determined following consultation with the Sub-Advisors or from third-party investment research reports.

Types of Investments

Recommendations for new investments will typically be limited to domestic and foreign equity securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal and United States government securities, mutual funds, variable annuities, futures and various private funds and/or limited partnerships which may invest in real estate and oil and gas.

PAWM will maintain cash balances to meet foreseeable short-term client cash needs, as a temporary repository pending investment in other securities, or as a defensive position when market conditions are considered adverse. High cash balances may be maintained for new clients whose accounts initially consist of high cash positions as cash is gradually invested in equity and fixed income securities.

Risk of Loss

All investments in securities have some degree of risk, including a possible loss of your principal, and past performance of any investment does not guarantee the future success of that investment. As recent global and domestic economic events have indicated, financial markets fluctuate substantially over time, and we may not be able to predict with reasonable certainty which of these markets, or which investment within these markets, or which Sub-Advisor or mutual fund manager, is the most suitable or advantageous to you. While we only utilize “best of class” Sub-Advisors and mutual funds, we cannot guarantee any level of performance for that Sub-Advisor or fund or that you will not experience a loss of any of your Assets.

Investing in securities involves risk of loss that each client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to a company specific event (e.g. non-systemic risk), or general market activity (e.g., systemic risk). In addition, certain strategies may impose more risk than others. For example, with fixed income securities, a period of rising interest rates could erode the value of bond since bond values generally fall as bond yields rise. Investment risk with international equities also includes fluctuation in currency values, differences in accounting and economic and political instability.

Item 9 – Disciplinary Information

There are no legal or disciplinary events outstanding which are material to your evaluation of our advisory business or the integrity of our management.

Item 10 – Other Financial Industry Activities and Affiliations

PAWM is affiliated with Cross Point Capital, LLC, a registered broker-dealer ("Cross Point"). Munish Sood, who owns Princeton, is also the owner of Cross Point. Please note that Cross Point does not conduct trades for the accounts advised by PAWM and, except for the referral arrangement discussed below, does not have any business arrangements with PAWM.

Cross Point may refer clients to PAWM from time to time and has the ability to act as a placement agent for Funds and structured products managed or advised by Princeton. From time to time, Cross Point may receive transaction fees with respect to the placement of interests, which are determined on a deal-by-deal basis.

Princeton Advisory Group, Inc. provides investment advisory services to a number of pooled investment vehicles in which clients may invest that rely on exemptions from registration as "investment companies" by virtue of Section 3(c)(1) and/or 3(c)(7) of the 1940 Act. Princeton also provides investment advisory services to the Catalyst/Princeton Floating Rate Fund, a registered investment company. PAWM will from time to time recommend these funds to Clients, but any purchase of such funds by or on behalf of Clients will only be made upon the prior Client authorization and after all compensation received by affiliates of PAWM in connection with all such sales is fully disclosed.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

PAWM does not buy or sell securities for its own account. Officers and employees of PAWM ("Access Persons") are permitted to buy or sell securities that PAWM or any Sub-Advisor recommends to Clients. The personal securities transactions of those officers and employees may raise potential conflicts of interest that are addressed in PAWM's Code of Ethics. We have instituted internal controls and procedures which

are designed to eliminate these concerns, and to ensure that the interests of our Clients remain paramount at all times.

Code of Ethics

PAWM has adopted a Code of Ethics (the "Code"), which provides that each employee subject to its provisions should place the interests of PAWM's Clients ahead of their own. Each employee is required to conduct all personal securities transactions in a manner that is consistent with the Code and to avoid any actual or potential conflict of interest.

No employee may misuse information about Client accounts, abuse his or her position of trust and responsibility, or take inappropriate advantage of his or her position.

PAWM has a policy concerning trading by personnel of PAWM which it believes is reasonably designed to minimize potential conflicts of interest between PAWM and its Clients. In furtherance of minimizing such potential conflicts of interest, PAWM prohibits its officers, managers and employees from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding such securities or communicating material non-public information to others.

All Access Persons of PAWM must disclose all personal security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest. All personal securities transactions are covered except direct obligations of the United States government, shares of registered open-end investment companies, certificates of deposit, commercial paper and other high quality short-term debt instruments.

Such disclosure may be made by providing copies of brokerage statements within thirty (30) days of the end of each quarter to PAWM's Chief Compliance Officer or other designated officer of PAWM. In addition, each Access Person must submit to PAWM's Chief Compliance Officer or other designated person an Annual Holdings Report of all securities beneficially owned by such Access Person. An annual consolidated brokerage statement may be submitted in lieu of such Annual Report. Each Access Person must also certify annually that they have complied with the Code.

Access Persons of PAWM may not, directly or indirectly, purchase any security sold in an initial public offering without the prior written approval of a Managing Member. Access Persons may not, directly or indirectly, purchase any security issued pursuant to a private offering without obtaining prior written approval of a Managing Member with no personal interest in that issuer. Access Persons who have received authorization to purchase securities sold in an initial public offering or a private offering must disclose their beneficial ownership of these securities

when they are involved in considering the purchase of securities of such issuer on behalf of a Client.

Access Persons who provide investment advice and research are required to disclose any personal interest they have in a security being recommended prior to making such recommendation. Access Persons are prohibited from engaging in late trading with respect to any mutual fund and are discouraged from engaging in excessive and short-term trading practices, such as market timing, with respect to transactions in any mutual fund. No exceptions may be granted. Notwithstanding the foregoing, there may be legitimate reasons to modify, amend or cancel trades due to operational error by the transfer agent or the broker-dealer in completed trades received in a timely manner provided that the fund does not incur a loss as a result of the "as of" transaction.

Although there is no generally applied standard in the marketplace as to what level of trading activity is excessive, PAWM considers trading in mutual fund shares to be excessive if an Access Person:

- sells shares within a short period of time after the shares were purchased;
- makes two or more purchases and redemptions within a short period of time;
- or
- enters into a series of transactions that is indicative of a timing pattern or strategy.

In order to seek to detect market timing, the PAWM will monitor selected trades.

Since generally all of the Assets are managed by Sub-Advisors, PAWM believes the potential for any of the foregoing abuses is remote, and that such practices would only apply, if at all, to the management by Access Persons of Other Assets.

Our Code also includes the following:

- Requirements related to the confidentiality of your personal information;
- The acceptance of gifts and entertainment that exceed our policy standards;
- Reporting of gifts and business entertainment; and
- Identify Access Persons who may have control over Assets which may raise issues under the SEC's custody rule.

Our Access Persons may invest in securities (or in related securities, such as options) that they or any Sub-Advisor recommends for you, or we may recommend securities for your account, at or about the same time that our Access Persons buy or sell the same securities for their own account. Our Access Persons will not recommend, purchase or sell any such security without having first disclosed their interest in such securities to you, including without limitation:

- Any direct or indirect beneficial ownership interest in such securities,
- Any contemplated transaction by our Access Persons in such securities, and

- Any present or proposed business relationship between such issuer and its affiliates and such representative or any party in which such representative has a significant interest.

A copy of the PAWM's Code of Ethics is available to any prospective or existing client upon request to:

Princeton Advisory Wealth Management, LLC
c/o Joy Sheehan
4422 Route 27, Building C, Unit 1
P.O. Box 89
Kingston, NJ 08528

Or, e-mail Joy Sheehan at jsheehan@princetonadvisory.com

Item 12 – Brokerage Practices

PAWM has one or more vendor relationships with entities that provide institutional platform services involving securities trading and execution, record keeping, reporting, custody, billing, investment management, and research. As of the date of this Brochure, the primary custodian is Charles Schwab Advisor Services "Schwab"). Schwab's institutional platform services that assist PAWM in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help PAWM manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom PAWM may contract directly. Schwab generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Schwab provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

Schwab may potentially provide PAWM with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act"). To the extent that PAWM may receive research or other products or services from Schwab other than execution, PAWM may be deemed to have received a benefit by receiving such products or services in exchange for client commission, rather than producing or paying for such products or services itself. PAWM may therefore have an incentive to select or recommend Schwab to its clients based on its interest in receiving such products or services, rather than receiving the most favorable execution, which may be available from other brokers. However, PAWM believes this potential conflict of interest is mitigated by the superior products and services that may be provided by Schwab and the competitive compensation that may be charged by Schwab for such products and services. Moreover, all such products and services, if provided, would be used for the benefit of all PAWM client accounts, which might otherwise be charged higher management fees if PAWM were to pay for such products and services with its own resources. PAWM does not seek to allocate soft dollar benefits proportionately to client accounts.

In addition, as disclosed in Item 5, certain Sub-Advisors may receive service fees for custodial support services, such as administrative, clerical and accounting services, provided by the Sub-Advisor to a custodian. None of these fees, however, are received by PAWM.

Item 13 – Review of Accounts

PAWM Access Persons are currently responsible for reviewing and monitoring all Client accounts, as well as the Sub-Advisors that manage Client assets, at least annually, or more frequently, if market conditions warrant. The Sub-Advisors are responsible for monitoring any managers they utilize. At the request of a Client, such reviews may be held quarterly or more frequently. Based upon these reviews, adjustments may be made to the Client's risk profile, investment objectives, and account instructions or limitations. Changes in certain market conditions or investment policy may also trigger a change in the nature and type of a Client's investment program. In addition, the Sub-Advisors will review Client accounts on a quarterly basis.

Reports are sent to Clients on a quarterly basis by the Sub-Advisors. These reports include performance, income/expenses, cash flow, realized gains/losses, and commentary. In addition, all Clients will have internet access to daily (unaudited) account activity. All Clients will also receive monthly account statements directly from the custodian or brokerage firm which holds the Client's assets.

Item 14 – Client Referrals and Other Compensation

PAWM may receive customized, private-label client account and performance statements, and duplicate client confirmations and bundled duplicate statements, from Sub-Advisors in connection with the investment advisory services provided by the Sub-Advisor. PAWM may also have access to research and economic reports from these Sub-Advisors. These services are part of the investment advisory services provided by the Sub-Advisors, and do not result in any additional fees paid by you.

PAWM may enter into arrangements with third parties in which we agree to pay a third party for soliciting and referring clients to us. The third party may receive a portion of our standard management fee for a period of time, which amount varies on a case-by-case basis. Our payment for the referral or solicitation does not impact the fee paid by the client. These solicitation arrangements will at all times comply with the requirements of the Investment Advisers Act of 1940, as amended.

Item 15 – Custody

A client's assets are typically held in custody by unaffiliated third-party custodians pursuant to arrangements with PAWM or the Sub-Advisors. The Custodian has actual custody or control over your assets. Except for our ability to deduct our fees directly from your account, we do not generally otherwise have custody or control over your Assets.

Under SEC rules, as a Manager, General Partner, or Director of each Fund advised by PAWM, PAWM is deemed to have custody of Fund client assets. Each of the Funds advised by us is subject to an annual surprise audit, by an independent public accountant registered with and subject to inspection by the Public Company Accounting Oversight Board.

You will receive regular monthly statements from Schwab and all other custodians and banks. You should carefully review these reports and statements. You should compare the account statements you receive from the custodians with the statements you receive from the PAWM and any Sub-Advisors.

Item 16 – Investment Discretion

Discretionary authority

PAWM accepts discretionary authority to manage security accounts on behalf of clients. We are authorized to select the type and amount of securities to be purchased and sold without client approval. Our discretionary authority regarding investments may be subject to certain limitations by the client. Any such restrictions

are to be agreed upon in advance with each client. In no case, will we have authority to withdraw funds or to take possession of client funds or securities.

Item 17 – Voting Client Securities

PAWM is not responsible for voting proxies related to securities held in your account, whether directly with PAWM or with any Sub-Advisor, unless specifically agreed to in writing between PAWM and you.

Item 18 – Financial Information

There are no financial conditions affecting PAWM that are reasonably likely to impair PAWM's ability to meet contractual commitments to our clients.