

The Pinnacle Financial Group

d/b/a North Star Wealth Investors LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of The Pinnacle Financial Group. If you have any questions about the contents of this brochure, please contact us at (516) 763-9700 or by email at: joseph.esposito@lpl.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.

Additional information about The Pinnacle Financial Group is also available on the SEC's website at www.adviserinfo.sec.gov. The Pinnacle Financial Group's CRD number is: 164395

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Registration does not imply a certain level of skill or training.

Version Date: 6/12/2014

Item 2: Material Changes

The following changes have been made on an interim basis since our annual amendment filed on February 27, 2014.

- Item 4: Our firm may offer wrap fee accounts sponsored and managed by LPL
- The Pinnacle Financial Group has added the d/b/a North Star Wealth Investors LLC

Item 3: Table of Contents

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Item 4: Advisory Business

A. Description of the Advisory Firm

The Pinnacle Financial Group is a Corporation organized in the state of New York. The firm was formed in May of 2012, and the principal owner is Joseph Esposito.

B. Types of Advisory Services

The Pinnacle Financial Group (hereinafter “PFG”) offers the following services to advisory clients:

Investment Supervisory Services

PFG offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PFG creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PFG evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PFG will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Selection of Other Advisors

PFG may direct clients to third-party money managers. PFG will be compensated via a fee share from the advisors to which it directs those clients. The fees shared will not exceed any limit imposed by any regulatory agency. Before selecting other advisors for clients, PFG will always ensure those other advisors are properly licensed or registered as investment advisor.

Services Limited to Specific Types of Investments

PFG generally limits its investment advice and money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, insurance products including annuities, and government securities. PFG may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

PFG offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. PFG may recommend a wrap fee program sponsored by LPL and managed by outside third parties. Appropriate disclosure documents will be provided to any client investing in a wrap fee program.

E. Amounts Under Management

PFG has the following assets under management:

| Discretionary Amounts: | Non-discretionary Amounts: | Date Calculated: |
|-------------------------------|-----------------------------------|-------------------------|
| \$94,000,000.00 | \$0 | 12/31/2013 |

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

| Total Assets Under Management | Annual Fee |
|-------------------------------|------------|
| All assets under management | 2.50% |

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid quarterly in advance, and clients may terminate their contracts with seven days' written notice.

Refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Fees that are collected in advance will be refunded based on the prorated amount of work completed up to the day of termination within the quarter terminated. The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the quarter up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter). Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract.

Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Selection of Other Advisors Fees

PFG will direct clients to third-party money managers. PFG will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between PFG and each third-party adviser. The fees shared will not exceed any limit imposed by any regulatory agency. These fees are negotiable depending upon the needs of the client and complexity of the situation. Payment of fees for third-party money managers will depend on the specific third-party advisor selected. Clients may terminate the contract without penalty, for full refund, within five business days of signing the contract. Thereafter, clients may terminate the contract with seven days' written notice.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid quarterly in advance.

C. Clients Are Responsible For Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by PFG. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

PFG collects fees in advance. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be returned within fourteen days to the client. Fees will be deposited back into client's account within fourteen days.

The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the quarter up to and including the day of termination. (*The daily rate is calculated by dividing the quarterly AUM fee by the number of days in the termination quarter).

E. Outside Compensation For the Sale of Securities to Clients

Joseph Esposito and other investment adviser representatives are registered representatives with LPL Financial LLC and accept compensation for the sale of securities to PFG clients.

1. Sale of Securities to Clients and Compensation

PFG or its representatives may receive economic benefits from persons other than clients in connection with advisory services. Please ask PFG or its representatives directly about whether he or she receives any of the forms of additional compensation outlined below. If PFG or its representatives provides services in a Strategic Asset Management (SAM) or Strategic Asset Management II (SAM II) account, PFG or its representatives may recommend mutual funds. Although LPL makes available to be purchased in SAM/SAM II accounts only no-load and loadwaived mutual funds, certain of these mutual funds may pay LPL distribution or service fees (e.g., 12b-1 fees). For retirement accounts, such fees received by LPL are credited to the account. LPL may share a portion of the fees with PFG or its representatives in connection with non-retirement accounts. LPL is required to state in this item that the receipt of 12b-1 fees presents a conflict of interest because it may give an incentive to recommend mutual funds for non-retirement SAM/SAM II accounts based on the compensation received, rather than on a client's needs. Please note that when PFG or its representatives provides investment advisory services, he or she is a fiduciary under the Investment Advisers Act and has a duty to act in your

best interests and to make full and fair disclosure to you of all material facts and conflicts of interest.

PFG or its representatives may receive compensation from product sponsors. Compensation may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational or training events or marketing or advertising initiatives. Such compensation may not be tied to the sale of any products. LPL may pay PFG or its representatives bonuses based on production, award stock options to purchase shares of LPL's parent company, LPL Investment Holdings Inc., reimburse fees that PFG or its representatives pays to LPL for items such as administrative services, and provide other things of value such as free or reduced-cost marketing materials, payments in connection with the transition from another investment firm to LPL, or attendance at LPL conferences and events. These types of compensation from LPL may be based on overall business production and/or on the amount of assets serviced in LPL advisory programs. LPL is required to state in this item that these bonuses by LPL may give PFG or its representatives an incentive to recommend an advisory program over other programs and services. However, PFG or its representatives may only recommend a program or service that he or she believes is suitable for a client.

If PFG or its representatives acts as a referral agent to third party investment advisor firms, he or she may receive referral compensation from such investment advisor firms. In such case, clients are provided disclosure about the arrangement and the compensation to be received at the time of the referral.

2. Clients Have the Option to Purchase Recommended Products From Other Brokers

Clients always have the option to purchase PFG recommended products through other brokers or agents that are not affiliated with PFG.

3. Commissions are not the Primary Source of Income for this RIA

Commissions are not PFG's primary source of compensation.

4. Advisory Fees in Addition to Commissions or Markups

Advisory fees that are charged to clients are not reduced to offset the commissions or markups on securities or investment products recommended to clients.

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

PFG does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

PFG generally provides management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Pension and Profit Sharing Plans
- ❖ Trusts, Estates, or Charitable Organizations
- ❖ Corporations or Business Entities

Minimum Account Size

There is an account minimum, \$25,000, which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

PFG's methods of analysis include fundamental analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Investment Strategies

PFG uses long term trading and short term.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading generally holds greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

PFG generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed “electronic shares” not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil action to report on behalf of the PFG and its management.

B. Administrative Proceedings

There are no administrative proceedings to report on behalf of the PFG and its management.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report on behalf of the PFG and its management.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Joseph Esposito and other investment adviser representatives are registered representatives of LPL Financial LLC.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither PFG nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Joseph Esposito and other investment adviser representatives are registered representatives of LPL Financial LLC. From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. PFG always acts in the best interest of the client; including the sale of

commissionable products to advisory clients. Clients are in no way required to implement the plan through any representative of PFG in their capacity as a registered representative.

PFG or its representatives is a representative of LPL and can provide financial services through LPL either in an advisory or brokerage capacity. If you engage PFG or its representatives in an advisory relationship, PFG or its representatives typically provides ongoing investment advice and receives an advisory fee for that service. If you work with PFG or its representatives in a brokerage relationship, PFG or its representatives receives commissions and other types of compensation for the sale of securities. LPL is required to state in this item that the receipt of commissions and other compensation may potentially give a broker an incentive to recommend investment products based on the compensation received, rather than on the client's needs. However, PFG or its representatives may only recommend a security as a broker that he or she believes is suitable for a client.

PFG or its representatives also may sell insurance and may receive commissions for insurance product sales. LPL is required to state in this item that the receipt of commissions may potentially give an insurance agent an incentive to recommend insurance products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase insurance through PFG or its representatives. If you have any questions regarding the compensation PFG or its representatives receives when recommending a security or insurance product, you should ask PFG or its representatives

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

PFG may recommend the following LPL platforms to clients:

OMP - Optimum Market Portfolios Program

PWP - Personal Wealth Portfolios Program

MWP - Model Wealth Portfolios Program

MAS - Manger Access Select Program

PFG will always act in the best interests of the client, including when determining which third party manager to recommend to clients. PFG will ensure that all recommended advisors or managers are licensed or notice filed in the states in which PFG is recommending them to clients. If PFG directs clients to third-party money managers, PFG will be compensated via a fee share from the advisors to which it directs those clients. This relationship will be disclosed in each contract between PFG and each third-party adviser. The fees shared will not exceed any limit imposed by any regulatory agency. These fees are negotiable depending upon the needs of the client and complexity of the situation. Payment of fees for third-party money managers will depend on the specific third-party advisor selected.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases

and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions,

Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

PFG does not recommend that clients buy or sell any security in which a related person to PFG or PFG has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of PFG may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PFG to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PFG will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of PFG may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of PFG to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PFG will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

The Custodian, LPL Financial LLC, was chosen based on their relatively low transaction fees and access to mutual funds and ETFs. PFG will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian.

1. Research and Other Soft-Dollar Benefits

PFG receives research, products, or other services from its broker/dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that PFG must meet in order

to receive free research from the custodian or broker/dealer. There is no incentive for PFG to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. However, because this firm does not have to produce or pay for services or products it has an incentive to choose a custodian that provides those services based on its interests rather than the clients' interests. The first consideration when recommending broker/dealers to clients is best execution. PFG always acts in the best interest of the client.

2. *Brokerage for Client Referrals*

PFG receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. *Clients Directing Which Broker/Dealer/Custodian to Use*

PFG will not allow clients to direct PFG to use a specific broker-dealer to execute transactions. Clients must use PFG recommended custodian (broker-dealer).

B. Aggregating (Block) Trading for Multiple Client Accounts

PFG maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing PFG the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least quarterly by Joseph Esposito and Mario Malion, Sales Manager.. Joseph Esposito is the chief advisor and is instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at PFG are assigned to these reviewers.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

PFG does not receive any economic benefit, directly or indirectly from any third party for advice rendered to PFG clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

PFG does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

PFG, with client written authority, has limited custody of client's assets through direct fee deduction of PFG's Fees only. If the client chooses to be billed directly by LPL Financial LLC, PFG would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where PFG provides ongoing supervision, the client has given PFG written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides PFG discretionary authority via a limited power of attorney in the Investment Advisory Contract and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

PFG will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

PFG does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither PFG nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

PFG has not been the subject of a bankruptcy petition in the last ten years.