

Item 1 – Cover Page

Northeastern Star Asset Management, Inc.

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Date of Disclosure Brochure: March 2014

This disclosure brochure provides information about the qualifications and business practices of Northeastern Star Asset Management, Inc. (also referred to as we, us and Northeastern Star Asset Management throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Kenneth R. Ferrone at 717-732-2719 or kferrone@nestarassetman.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Northeastern Star Asset Management is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for Northeastern Star Asset Management, Inc. or our firm's CRD number 171891.

*Registration as an investment adviser does not imply a certain level of skill or training.

Item 2 – Material Changes

The following changes have been made to our original disclosure brochure dated August 2014:

- In October 2014, we added sub-advisory services and fee description to Items 4 and 5. Please see these sections for additional details.
- In October 2014, we updated Item 10 to reflect that our investment adviser representatives also serve as registered representatives of a broker-dealer.
- In December 2014, we updated Item 5 to further clarify our fee schedule.
- In February 2015, we updated Item 4 to reflect our current assets under management of \$199,354,470.
- In March 2015, we updated Item 10 to reflect that our investment adviser representatives who also serve as registered representatives of a broker-dealer have switched from First Savings Securities, Inc. to EagleView Securities, Inc.

In the future, this item will discuss only specific material changes that are made to the disclosure brochure and provide readers with a summary of such changes. We will also reference the date of the last annual update of this disclosure brochure.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

Northeastern Star Asset Management is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) and is an S-corporation formed under the laws of the State of PA.

- Kenneth R. Ferrone is the Chief Investment Officer & Chief Compliance Officer (CCO) and Managing Member of Northeastern Star Asset Management. Kenneth R. Ferrone owns 50.00% of Northeastern Star Asset Management.
- Paul S. Dubendorf is the Chief Executive Officer (CEO) and Managing Member of Northeastern Star Asset Management. Paul S. Dubendorf owns 50.00% of Northeastern Star Asset Management.
- Northeastern Star Asset Management filed its initial application to become registered as an investment adviser in August 2014.

Introduction

The investment advisory services of Northeastern Star Asset Management are provided to you through an appropriately licensed and qualified individual who is an investment adviser representative of Northeastern Star Asset Management (referred to as your investment adviser representative throughout this brochure).

Description of Advisory Services

The following are descriptions of the primary advisory services of Northeastern Star Asset Management. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and Northeastern Star Asset Management before we can provide you the services described below.

Asset Management Services – Northeastern Star Asset Management offers asset management services, which involves Northeastern Star Asset Management providing you with continuous and ongoing supervision over your specified accounts.

You must appoint our firm as your investment adviser of record on specified accounts (collectively, the “Account”). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment

restrictions; however we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Sub Advisory Services - Northeastern Star Asset Management Advisors may provide investment management services to clients facilitated by unaffiliated independent investment advisors contractually engaged with Northeastern Star Asset Management (collectively referred to as "Introducing Advisors"). Under these arrangements, each account is held at an unaffiliated brokerage firm or custodian, and is registered to the person, persons, or other entity listed on that firm's new account forms. All securities are owned directly by the account's registered owner or owners. Northeastern Star Asset Management directs the investment of the securities in the account under a limited power of attorney granted to Introducing Advisor by the client in the Investment Management Agreement (IMA). Northeastern Star Asset Management is compensated by the investment management fee as detailed in the IMA.

The primary contact for matters concerning Northeastern Star Asset Management Sub Advisory Services is the referring Introducing Advisor.

Financial Planning Services - Northeastern Star Asset Management offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which typically address the following topics: investment planning, retirement planning, insurance planning, education planning, portfolios review, and asset allocation. When providing financial planning services, the role of your investment adviser representative is to find ways to help you understand your overall financial situation and help you set financial objectives. We also provide modular written financial plans which only cover those specific areas of concern mutually agreed upon by you and us. A modular written financial plan is limited or segmented and does not involve the creation of a full written financial plan. You should be aware that there are important issues that may not be taken into consideration when your investment adviser representative develops his or her analysis and recommendations under a modular written financial plan. Written financial plans prepared by us do not include specific recommendations of individual securities.

Our financial planning services do not involve implementing any transaction on your behalf or the active and ongoing monitoring or management of your investments or accounts. You have the sole responsibility for determining whether to implement our financial planning recommendations. To the extent that you would like to implement any of our investment recommendations through Northeastern

Star Asset Management or retain Northeastern Star Asset Management to actively monitor and manage your investments, you must execute a separate written agreement with Northeastern Star Asset Management for our asset management services.

Limits Advice to Certain Types of Investments

Northeastern Star Asset Management provides investment advice on the following types of investments:

- Mutual Funds
- Exchange-listed Securities
- Securities Traded Over-the-Counter
- Corporate Debt Securities
- Certificates of Deposit
- Municipal Securities
- US Government Securities

Although we generally provide advice only on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)

Client Assets Managed by Northeastern Star Asset Management

The amount of clients assets managed by us totaled \$199,354,470 as of December 31, 2014. All assets are managed on a discretionary basis.

Item 5 – Fees and Compensation

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding our firm's services along with descriptions of each service's fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Northeastern Star Asset Management.

Asset Management Services

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in arrears (at the end of the billing period) on a quarterly calendar basis and calculated based on the fair market value of your account as of the last business day of the previous billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset

management services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period.

The asset management services continue until terminated by either party (i.e., Northeastern Star Asset Management or you) by giving thirty (30) days written notice to the other party. When fees are billed in arrears, Northeastern Star Asset Management will prorate the final fee payment based on the number of days services are provided during the final period. The amount of client assets on the termination date will be used to determine the final fee payment.

For our asset management services, client will be charged the following annual fee based upon the amount of assets under management:

Accounts under \$100,000*

\$0 - \$100,000.00	1.25%
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*Subject to a minimum annual fee of \$100

Accounts over \$100,000

First \$0 - \$1,000,000.00	1.00%
Next \$1,000,001 - \$5,000,000	.75%
Next \$5,000,001 - \$10,000,000	.60%
Next \$10,000,001 and up	.50%

Northeastern Star Asset Management has a minimum annual fee of \$100.

The annual fee is tiered, which means a client will be charged a different rate for the amount of assets in each tier. For example, if a client has \$1.5 million of assets under management, Northeastern Star Asset Management will charge 1.0% for the first \$1,000,000 and 0.75% for \$500,000.

Northeastern Star Asset Management believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

The investment advisory fees will be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to our firm.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. Northeastern Star Asset Management does not receive any

portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than Northeastern Star Asset Management in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by Northeastern Star Asset Management are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

Sub Advisory Services

Northeastern Star Asset Management may provide investment advice as a sub-adviser to other registered investment adviser firms. For these services, Northeastern Star Asset Management receives a sub-advisory fee that will be determined in an agreement between the parties and may range up to 1.25%.

The Sub-Advisory asset management fees will also be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and (a) pay such fees directly to our firm, or (b) pay the Introducing Advisor which will then pay us our portion of such fees.

Financial Planning Services

Fees charged for our financial planning services are negotiable based upon whether the plan is for an existing or new advisory client and the type of plan desired – full or modular. The following are the fee arrangements available for financial planning services offered by Northeastern Star Asset Management.

Fees for Financial Planning Services

Northeastern Star Asset Management provides financial planning services under an hourly fee arrangement. An hourly fee of \$250 per hour is charged by Northeastern Star Asset Management for financial planning services under this arrangement. Before commencing financial planning services, Northeastern Star Asset Management provides an estimate of the approximate hours needed to complete the requested financial planning services. If Northeastern Star Asset Management anticipates exceeding the estimated amount of hours required, Northeastern Star Asset Management will contact you to receive authorization to provide additional services.

Any unpaid hourly fees are due immediately upon completion and delivery of the financial plan.

Northeastern Star Asset Management also provides financial planning services under a fixed fee arrangement. A mutually agreed upon fixed fee is charged for financial planning services under this arrangement. There is a range in the amount of the fixed fee charged by Northeastern Star Asset Management for financial planning services. The minimum fixed fee is generally \$250, and the maximum fixed fee is generally no more than \$2,500. The amount of the fixed fee for your engagement is specified in your financial planning agreement with Northeastern Star Asset Management.

You are required to pay in advance 50% of the fixed fee at the time you execute an agreement with Northeastern Star Asset Management; however, at no time will Northeastern Star Asset Management require payment of more than \$1,200 in fees more than six months in advance.

The fees for the financial planning services may be waived by Northeastern Star Asset Management at our sole discretion.

To the extent Northeastern Star Asset Management provides you with general investment recommendations as part of the financial planning services and you implement such investment recommendations through Northeastern Star Asset Management, we may offer in our agreement with you to waive or reduce the fees for financial planning services.

The financial planning services terminate upon delivery of the written financial plan or upon either party providing the other party with written notice of termination. If you terminate the financial planning services after entering into an agreement with us, you will be responsible for immediate payment of any financial planning services performed by Northeastern Star Asset Management prior to the receipt by Northeastern Star Asset Management of your notice of termination. For financial planning services performed by Northeastern Star Asset Management under an hourly arrangement, you will pay Northeastern Star Asset Management for any hourly fees incurred at the rates described above. For financial planning services performed by Northeastern Star Asset Management under a fixed fee arrangement, you will pay Northeastern Star Asset Management a pro-rated fixed fee equivalent to the percentage of work completed by Northeastern Star Asset Management as determined by Northeastern Star Asset Management.

Other Fee Terms for Financial Planning Services

You may pay the investment advisory fees owed for the financial planning services by having the fee deducted from an existing investment account.

If you elect to pay by automatic deduction from an existing investment account, you will provide written authorization to Northeastern Star Asset Management and your custodian for such charge.

You should notify Northeastern Star Asset Management within ten (10) days of receipt of an invoice if you have questions about or dispute any billing entry.

All fees paid to Northeastern Star Asset Management for services are separate and distinct from the commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities subsequently acquired by you. If you sell or liquidate certain existing securities positions to acquire any insurance or annuity, you may also pay a commission and/or deferred sales charges in addition to the financial planning and consulting fees paid to Northeastern Star Asset Management and any commissions, fees and expenses charged by the insurance company for subsequently acquired insurance and/or annuities.

All fees paid to Northeastern Star Asset Management for financial planning services are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations.

It should be noted that lower fees for comparable services may be available from other sources.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

Item 7 – Types of Clients

Northeastern Star Asset Management generally provides investment advice to the following types of clients:

- Individuals
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above

You are required to execute a written agreement with Northeastern Star Asset Management specifying the particular advisory services in order to establish a client arrangement with Northeastern Star Asset Management.

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing an account managed by Northeastern Star Asset Management. However, all clients are required to execute an agreement for services in order to establish a client arrangement with Northeastern Star Asset Management.

The minimum fee generally charged for financial planning services provided on an hourly or fixed fee basis is \$250.

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

Methods of Analysis

Northeastern Star Asset Management uses the following methods of analysis in formulating investment advice:

Fundamental – This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell). Fundamental analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an

interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

There are risks involved in using any analysis method.

To conduct analysis, Northeastern Star Asset Management gathers information from financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, services, annual reports, prospectuses and filings with the SEC, and company press releases.

Investment Strategies

Northeastern Star Asset Management uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year.

Short term purchases. Investments sold within a year.

Primarily Recommend One Type of Security

Although we primarily recommend mutual funds to clients, we do recommend any product that may be suitable for each client relative to that client's specific circumstances, needs, and overall financial circumstances.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities through our investment management program, as described below:

- Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.

- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- ETF and Mutual Fund Risk – When investing in a an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

Northeastern Star Asset Management is **not** and does **not** have a related person that is an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, a lawyer or law firm, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered investment registered adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure. However, while we do not sell products or services other than investment advice, our representatives may sell other products or provide services outside of their role as investment adviser representatives with us.

Registered Representative of a Broker-Dealer

Our representatives are also registered representatives of EagleView Securities, Inc., a registered broker-dealer, member FINRA/SIPC. You may work with your investment adviser representative in his or her separate capacity as a registered representative of EagleView Securities, Inc. When acting in his or her

separate capacity as a registered representative, your investment adviser representative may sell, for commissions, general securities products such as mutual funds, 529 plans and variable annuity and variable life products to you. As such, your investment adviser representative may suggest that you implement investment advice by purchasing securities products through a commission-based brokerage account in addition to or in lieu of a fee-based investment-advisory account. This receipt of commissions creates an incentive to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as a registered representative of a securities broker-dealer. Consequently, the objectivity of the advice rendered to you could be biased.

You are under no obligation to use the services of our representatives in this separate capacity or to use EagleView Securities, Inc. and can select any broker/dealer you wish to implement securities transactions. If you select our representatives to implement securities transactions in their separate capacity as registered representatives, they must use EagleView Securities, Inc. Prior to effecting any such transactions, you are required to enter into a new account agreement with EagleView Securities, Inc. In addition, the registered representatives may also receive additional ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that you maintain the mutual fund investment.

Insurance Agent

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, may suggest that you implement recommendations of Northeastern Star Asset Management by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive for the representative to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as an insurance agent. Consequently, the advice rendered to you could be biased. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

Trustee / Executor

Although it does not require a material amount of our investment adviser representative Paul Dubendorf's time, Mr. Dubendorf does serve solely in his personal capacity as trustee or Executor for trust and estate accounts, which are not a client of Northeastern Star Asset Management. This trustee service by Mr. Dubendorf is for a couple trusts and one estate, and it is not available to any clients of Northeastern Star Asset Management. Northeastern Star Asset Management does not provide trustee or estate services and does not supervise the trustee or estate services of Mr. Dubendorf to these trusts / estates. Serving as trustee is not an investment advisory activity of Northeastern Star Asset Management, but raises possible conflicts of interest. There is the potential that Mr. Dubendorf could favor or be required (in his capacity as trustee / executor) to service the client for which he serves as trustee over other clients. Further, Mr. Dubendorf may be required to devote more time and attention to the trust / estate for which he serves as trustee over other clients. To help reduce and control for this potential conflict of interest, Mr. Dubendorf does not intentionally favor his outside business activity as a trustee / executor over any investment clients.

Enrolled Agent (EA)

Although it does not require a material amount of our investment adviser representative Paul Dubendorf's time, Mr. Dubendorf does serve solely in his personal capacity as an Enrolled Agent (EA) under B & D Tax Services, Inc. Clients needing assistance with tax preparation and/or account services may be referred to Mr. Dubendorf, but are not obligated to use his services.

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

Code of Ethics Summary

According to the *Investment Advisers Act of 1940*, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. Northeastern Star Asset Management has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the *Investment Advisers Act of 1940* that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment adviser representatives are classified as supervised persons. Northeastern Star Asset Management requires its supervised persons to consistently act in your best interest in all advisory activities. Northeastern Star Asset Management imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of Northeastern Star Asset Management. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

Northeastern Star Asset Management or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy of Northeastern Star Asset Management that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. Northeastern Star Asset Management and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that

information is also available to the investing public upon reasonable inquiry.

- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an “insider”.
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted by the Chief Compliance Officer of Northeastern Star Asset Management.

Any associated person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning recommendations of Northeastern Star Asset Management. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back office services, technology and pricing of services offered.

Brokerage Recommendations

Northeastern Star Asset Management may recommend/require that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker-dealer, Member SIPC, to maintain custody of clients’ assets and to effect trades for their accounts. Although Northeastern Star Asset Management may recommend/require the clients establish accounts at Schwab, it is the client’s decision to custody assets with Schwab. Northeastern Star Asset Management is independently owned and operated and not affiliated with Schwab. Northeastern Star Asset Management may recommend additional unaffiliated broker-dealers to affect fixed income transactions.

Schwab provides Northeastern Star Asset Management with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor’s clients’ assets are maintained at Schwab Institutional. These services are not contingent upon Northeastern Star Asset Management committing to Schwab any

specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require significantly higher minimum initial investment.

For Northeastern Star Asset Management's clients' accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Institutional also makes available to Northeastern Star Asset Management other products and services that benefit Northeastern Star Asset Management but may not directly benefit clients' accounts. Many of these products and services may be used to service all or some substantial number of Northeastern Star Asset Management' accounts, including accounts not maintained Schwab.

Schwab's products and services that assist Northeastern Star Asset Management in managing and administering clients' accounts include software and other technology that (i) provides 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 Northeastern Star Asset Management's fees from some of its accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help Northeastern Star Asset Management manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services to Northeastern Star Asset Management. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of Northeastern Star Asset Management personnel. While as a fiduciary, Northeastern Star Asset Management endeavors to act in its clients' best interests, Northeastern Star Asset Management's recommendation that clients maintain their assets in accounts at Schwab may take into account availability of some of the foregoing products and services and other arrangements not solely on the nature of cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Brokerage Recommendations

If you elect to utilize our management services we may recommend that you establish a brokerage account at TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SPIC/NFA ("TD Ameritrade"). TD Ameritrade provides Northeastern Star Asset Management with access to their institutional trading and custody services, which are typically not available to retail investors. The services from TD Ameritrade include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

TD Ameritrade also makes available to Northeastern Star Asset Management other products and services that we benefit from but may not benefit your accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements)

- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of our fees from client accounts
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services generally may be used to service all or a substantial number of our accounts. TD Ameritrade also makes available other services intended to help us manage and further develop our business. These services may include:

- Consulting, publications and conferences on practice management
- Information technology
- Business succession
- Regulatory compliance
- Marketing.

In addition, TD Ameritrade may make available, arrange and/or pay for these types of services rendered to Northeastern Star Asset Management by independent third-parties providing these services to us. As a fiduciary, we endeavor to act in your best interest. Our requirement that you maintain your assets in accounts at TD Ameritrade may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by TD Ameritrade. This creates a potential conflict of interest.

You are under no obligation to act on our recommendations.

Directed Brokerage

Clients are not allowed to select the broker-dealer that will be used for their accounts, other than Charles Schwab or TD Ameritrade Investments. Clients wishing to direct the use of a particular broker/dealer or other custodian must understand that we would not be able to ensure that we could obtain the best prices and execution for the transaction. Under a client-directed brokerage arrangement, clients might receive less favorable prices than would otherwise be the case if the client had not designated a particular broker/dealer or custodian. Directed brokerage account trades would generally be placed by Northeastern Star Asset Management after effecting trades for other clients of Northeastern Star Asset Management. Northeastern Star Asset Management would not be authorized to negotiate commissions and might be unable to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct Northeastern Star Asset Management to use a particular broker or dealer versus clients who do not direct the use of a particular broker or dealer. As such, it is our policy to not allow Directed Brokerage accounts

Soft Dollar Benefits

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

Northeastern Star Asset Management does not have a soft dollar agreement with a broker-dealer or a third-party.

Handling Trade Errors

Northeastern Star Asset Management has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Northeastern Star Asset Management to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by Northeastern Star Asset Management or the designated custodian's error division within their trading platform, if the error is caused by Northeastern Star Asset Management. As a policy, Northeastern Star Asset Management works with the appropriate custodian to fix and document any trade errors. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should also receive the gains. It is not permissible for all clients to retain the gain. Northeastern Star Asset Management may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons).

Northeastern Star Asset Management will never benefit or profit from trade errors.

Block Trading Policy

Investment advisors may elect to purchase or sell the same securities for several clients at approximately the same time when they believe such action may prove advantageous to clients. This process is referred to as aggregating orders, batch trading or block trading. Northeastern Star Asset Management generally does not engage in block trading.

It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy to implement all client orders on an individual basis. Therefore, we generally do not aggregate or "block" client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any way because we generally trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy. If we do block trade, we will allocate shares prior to placing the order and any potential partial fills will be allocated on a pro-rata basis with a minimum of 5 bonds and or stocks.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Managed accounts are reviewed at least quarterly. The calendar or economic conditions are the main triggering factors; reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by Kenneth R. Ferrone, with reviews performed in accordance with your investment goals and objectives.

Our financial planning services do not include monitoring the investments of your account(s), and therefore, there is no ongoing review of your account(s) under such services.

Statements and Reports

For our asset management services, you are provided with transaction confirmation notices and regular monthly or quarterly account statements directly from the qualified custodian.

Financial planning clients do not receive any report other than the written plan originally contracted for and provided by Northeastern Star Asset Management.

You are encouraged to always compare any reports or statements provided by us against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

If a referred client enters into an investment advisory agreement with Northeastern Star Asset Management, a cash referral fee is paid to the referring party, which is based upon a percentage of the client advisory fees that are generated. The referral agreements between any referring party and Northeastern Star Asset Management will not result in any charges to clients in addition to the normal level of advisory fees charged.

Other investment advisers may retain Northeastern Star Asset Management as a sub-advisor, and when acting as a sub-adviser, we may receive a portion of the fee charged by the investment adviser.

When a client is referred to us by a referring party, the referring party provides the client with a copy of our Disclosure Brochure as required by the *Investment Advisers Act of 1940*. The client also will complete a Solicitor's Disclosure Statement document. If the referring party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the referring party's Form ADV Part 2 Disclosure Brochure. If a referred client enters into an investment advisory agreement with Northeastern Star Asset Management, a referral fee is paid to the referring party. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided.

The referral agreements between Northeastern Star Asset Management and referring parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

Northeastern Star Asset Management is deemed to have custody of client funds and securities whenever Northeastern Star Asset Management is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Northeastern Star Asset Management will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

Item 16 – Investment Discretion

When providing asset management services, Northeastern Star Asset Management maintains trading authorization over your Account and provides management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine for your portfolio without obtaining your consent for each transaction.

We will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power granted to Northeastern Star Asset Management so long as the limitations are specifically set forth or included as an attachment to the client agreement. Clients may also direct on a self-directed basis, purchases or sales to your account. Those choosing to self-direct will be responsible for all purchase and sale decisions including price and timing restrictions of any purchase or sale.

Item 17 – Voting Client Securities

Proxy Voting

For clients of Northeastern Star Asset Management we do not vote proxies on their behalf. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to you to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in Account.

Northeastern Star Asset Management clients will receive proxies directly from the qualified custodian or transfer agent; we will not provide you with the proxies. You are encouraged to read through the information provided with the proxy-voting documents and make a determination based on the information provided.

Sub Advisory Services

Northeastern Star Asset Management will vote all proxies for accounts managed under a Sub Advisory relations. We will vote per established criteria for securities that are on our current recommended list - all other securities will be voted with management unless dictated by the client.

Class Action Lawsuits

You retain the right under applicable securities laws to initiate individually a lawsuit or join a class-action lawsuit against the issuer of a security that was held, purchased or sold by or for you. Northeastern Star Asset Management does not initiate such a legal proceeding on behalf of clients and does not provide legal advice to clients regarding potential causes of action against such a security issuer and whether the client should join a class-action lawsuit. We recommend that you seek legal counsel prior to making a decision regarding whether to participate in such a class-action lawsuit.

Item 18 – Financial Information

This *Item 18* is not applicable to this brochure. Northeastern Star Asset Management does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Northeastern Star Asset Management has not been the subject of a bankruptcy petition at any time.

Customer Privacy Policy Notice

The information contained in this section will also be disclosed in Northeastern Star Asset Management's Privacy Policy Statement. This statement will be provided to all clients in accordance with the rules and regulations of the *Gramm-Leach-Bliley Act of 1999*.

As a registered investment advisor, Northeastern Star Asset Management, Inc. and its investment adviser representatives will gather and develop personal information regarding our clients. This information will be gathered and developed by us for the following purposes:

1. To determine the client's financial goals and objectives
2. To determine the level of advisory services needed and desired by the client
3. To provide the client with specific recommendations regarding advisory services
4. To provide the client with specific recommendations regarding financial products
5. To provide ongoing support and recommendations regarding financial products held in the client's account

Client information that Northeastern Star Asset Management, Inc. will collect may include, but not be limited to the following:

- Information received from clients on financial inventories through consultations with its representatives. This information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other

records concerning the clients' financial conditions and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.

- Information developed as part of financial plans, analyses or investment advisory services.
- Information concerning investment advisory account transactions, such as wrap account transactions.
- Information about clients' financial products and services transactions with Northeastern Star Asset Management, Inc.

When a client account is closed, Northeastern Star Asset Management, Inc. will continue to keep all client information confidential in accordance with the principles stated in its privacy policy.

A copy of the Privacy Policy Notice will be delivered to all clients in writing by at least one of the following methods:

- By hand delivering a copy to the client
- Mailing a copy to the client's address on record
- If business is conducted electronically, a notice may be posted on an electronic site as long as the client acknowledges receipt of the Privacy Policy Notice prior to the client obtaining any services or products from Northeastern Star Asset Management, Inc.

A copy of the Privacy Policy Notice will be provided to the client no later than the time a client establishes a relationship with Northeastern Star Asset Management, Inc., unless this situation would cause a delay in the client obtaining services and the client agrees to accept the notice at a later date. When this situation applies, a copy of the Privacy Policy Statement will be delivered to the client within a reasonable time period following the transaction.

Any time a change is made to the Privacy Policy, the statement to clients will be revised. The revised statement will be given to all affected clients prior to any disclosure of information. In addition, Northeastern Star Asset Management, Inc. will provide a copy of its Privacy Policy Statement to all current and existing clients at least annually.

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