

**Garden State Investment
Advisory Services**

Form ADV Part 2A Brochure

**GARDEN STATE INVESTMENT ADVISORY SERVICES, LLC
328 NEWMAN SPRINGS ROAD, 3RD FLOOR
RED BANK, NEW JERSEY 07701
732-280-6886**

March 29, 2019

This brochure provides information about the qualifications and business practices of Garden State Investment Advisory Services, LLC (“GSIAS”). If you have any questions about the contents of this brochure, please contact us at 732-280-6886 and/or compliance@gardenstatesecurities.com.

GSIAS is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). The information in this brochure has not been approved or verified by the SEC or by any state securities authority. SEC registration does not imply a certain level of skill or training.

Item 2 – Material Changes

Our last Amendment was dated November 13, 2018. It contained clarifying information about the fees that we charge in Items 4 and 5, and specifically relates to transaction type fees over and above wrap fees for the wrap-style programs that we offer. There are no material changes required to be disclosed in this Annual Amendment.

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Item 4 – Advisory Business

Firm Background

Garden State Investment Advisory Services, LLC (hereafter “GSIAS” “we” “us” or the “Firm”) offers personalized investment advisory services to individuals, high net worth individuals, trusts, estates, corporations and other business entities. The Firm's services and fee arrangements are described in the following pages. We are a limited liability company formed under the laws of the State of New Jersey. The Firm is an SEC registered investment adviser, and previously was a State registered investment adviser in New Jersey since April 2005 and Idaho from August 2010.

This Brochure provides you with information regarding our firm and the qualifications, business practices, and nature of advisory services that we provide which you should consider before becoming our advisory client.

Please contact Steven Trigili, Chief Compliance Officer at 732-280-6886, if you have any questions about the information contained in the Brochure. Additional information about us is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our CRD number is 133088.

Registered investment adviser representatives (‘IAR’s) associated with us will provide its investment advisory services. These individuals are appropriately licensed, qualified and authorized to provide advisory services on our behalf.

Most of our IARs are also securities-licensed registered representatives of Garden State Securities, Inc. (“GSS”), a full-service securities broker-dealer registered under federal and state securities laws located at the same location in Red Bank, New Jersey. GSS is registered with the Securities and Exchange Commission (“SEC”) and is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”). We and GSS are under common ownership and control, and GSS is referred to herein as an “affiliated broker/dealer.”

Securities transactions for GSS’ brokerage clients are primarily executed, cleared and custodied through RBC Correspondent Services, a division of RBC Capital Markets, LLC. (“RBC”), a member of FINRA/SIPC, an unaffiliated securities broker and federally registered investment adviser and Qualified Custodian. However, in certain cases, GSS representatives or GSIAS IARs may recommend that clients invest directly in a securities product, such as a variable annuity product or private placement transaction, and in these cases the securities are held directly with the product sponsor and/or issuer.

Through our IARs, we offer a variety of investment advisory services to individuals, “high net worth” individuals and institutional clients. The services offered include the selection of, or assistance with, the selection of independent portfolio managers, ongoing evaluation and review of portfolio managers, evaluation and review of portfolio composition, execution, and/or activity in your account(s), consultation on client assets, and active portfolio management. Portfolio management may be provided by your IAR or an unaffiliated investment adviser.

Many of our IARs are also life/health insurance agents with an affiliated general insurance agency, Garden State Insurance Agency, Inc. (“Garden State Insurance”), as well as other unaffiliated third-party insurance agencies. We and Garden State Insurance are also under common ownership and control, along with GSS, our affiliated broker/dealer. When associated IARs effect transactions in insurance products for you, they will earn commissions for these activities. IARs may make differing recommendations with respect to the same insurance products to different advisory clients. All recommendations made by IARs,

while acting in their separate capacities as insurance agents, are specific to each client's individual needs and current financial situation. You are hereby advised that as an advisory client, you are under no obligation to purchase insurance products through our related insurance agency.

Products and Services

Our advisory services are primarily offered through several managed account programs sponsored and administered by RBC. Each offered program is described herein.

Unbundled Managed Account Solutions Program (“UMAS”)

The UMAS account is a wrap fee program sponsored by GSIAS pursuant to which our IARs may manage your assets on a discretionary basis. Trades are effected through, and custodied at, RBC. The IAR works closely with you to determine your investment objectives and financial goals based on an understanding of your investment needs and objectives gained from the consultation process and your completion of a Risk Profile Questionnaire. The program is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors. To participate in this program, you are required to pay a quarterly wrap fee, based upon the amount of assets under management, for the following services: (i) an initial analysis, and periodic re-evaluation of your investment objectives and needs; (ii) discretionary investment advisory and portfolio management services; (iii) periodic Portfolio Focus account reports and portfolio reviews; (iv) transaction fees, e.g. brokerage, for securities transactions effected through RBC (subject to certain exceptions such as exchange fees, taxes, and fees required by law (“Other Fees”), and certain charges imposed by third parties as described on Schedule A of the UMAS Advisory Agreement); and (v) asset custody and other account-related services. On a limited basis, client portfolios may execute a long/short investment strategy that emphasizes an absolute rate of return with the expectation of decreasing volatility compared to the S&P index on a longer-term basis. The fee, based on the assets in your Portfolio Focus account, is negotiable between you and us. Portfolio Focus fees are calculated as a percentage of the account value as of the last business day of the preceding calendar quarter and in limited circumstances you may be charged an annual flat fee. There may be specific circumstances where the quarterly fee may exceed the tiers listed below. Fees are payable in advance on a quarterly basis and calculated based on RBC’s appraisal of the market value of the assets in the account. The fees for this program are listed in Item 5, below.

Resource II

Resource II is a wrap fee program sponsored by RBC pursuant to which third-party investment advisers manage your assets on a discretionary basis. You enter into a separate investment advisory agreement with RBC and negotiate and pay an investment advisory fee directly to the independent investment adviser (that fee is in addition to the fees payable to us). Independent investment advisers are chosen on either the basis of our recommendations provided through our IARs, based on an understanding of your investment needs and objectives gained from the consultation process and the Risk Profile Questionnaire, or on the basis of an independent determination which you make.

The program is designed to permit you, in consultation with the IAR, to choose any third-party investment adviser that you and your IAR believe is appropriate, and to receive certain brokerage, custody, investment consulting, or other services from us and/or RBC. The program is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors.

Under this program, we may execute agreements with other investment advisers and recommend other investment advisers to you. In such instances, we may receive a portion of the account fee or commissions. You are under no obligation to use the services of the other investment adviser(s) that we may recommend. You will receive a Compensation Disclosure Statement when/if we make these recommendations. In instances of a wrap fee program, you will receive the wrap fee brochure in lieu of,

or in combination with the independent investment adviser's Form ADV Part 2A disclosures. This wrap fee brochure is prepared by the wrap fee sponsor.

RBC Advisor

RBC Advisor is a non-discretionary wrap fee program sponsored by RBC. Our IARs provide assistance in analyzing your investment objectives, needs and goals based on an understanding of your investment needs and objectives gained from the consultation process and the Risk Profile Questionnaire. At your request, we provide advice as to how you might most effectively allocate your account assets among various asset classes in order to pursue your investment objectives and goals. Based on your objectives and, if applicable, asset allocation recommendation, our IAR will recommend suitable investments, which you may choose to purchase. The program is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors. You pay a quarterly wrap fee, based upon assets under management for the following services: i) an initial analysis and periodic reevaluation of your investment objectives and needs, ii) consulting services as to an appropriate investment strategy and to specific investments to implement said strategy, iii) periodic RBC Advisor account reports and portfolio reviews; iv) transaction fees, e.g. brokerage, for securities transactions effected through RBC (subject to certain exceptions such as exchange fees, taxes, and fees required by law ("Other Fees") and other fees as more fully described in the RBC Advisor Program Terms and Conditions and Disclosure Document); and v) required custody and other account-related services. If you only invest in open-end mutual funds, when the actual allocation among the mutual funds in your account vary from the fund allocation which you establish, you can choose: (i) to have your account automatically rebalanced; (ii) to be alerted when rebalancing is recommended or, instead; (iii) to assume responsibility for determining when rebalancing should occur.

State Street Global Advisors ("SSGA")

State Street Global Advisors is non-discretionary asset allocation wrap fee program offered through RBC which utilizes SSGA Strategic ETF Model Portfolios, powered by SPDR® ETFs, to provide the customer with a diversified asset allocation program aligned with the customer's investment strategy. Our IARs provide assistance in analyzing your investment objectives, needs and goals based on an understanding of your investment needs and objectives gained from the consultation process and the Risk Profile Questionnaire. The SSGA platform is a software- and technology-driven platform maintained and administered by SSGA through which the customer gains access to the SSGA Strategic ETF Model Portfolios created by SSGA Funds Management, Inc. SSGA defines the initial allocation of each Model and may make future changes to the models. On a quarterly basis (or more often, as determined by you and your IAR), your IAR will review your portfolio and make a determination whether any adjustments are necessary in order to align your portfolio with the Model target positions. The program is available to individuals, employee benefit plans, trusts and estates, businesses and other suitable investors. The customer pays a quarterly wrap fee, based upon the assets under management, and the assets are custodied at RBC.

Financial Planning and Consulting

In addition to the managed account programs described above, certain IARs are authorized to offer financial planning and consulting services. For these services, the IAR may negotiate a fee based upon the overall experience of the IAR, a client's financial needs and investment objectives, the time necessary to develop a plan and the complexity of a plan. If you engage an IAR for financial planning or consulting services, your IAR will provide you with a Financial Planning or Consulting Agreement at the beginning of the relationship, which will detail all of the important terms and conditions pertaining to the financial plan or consultation, including the fee.

Fee-based financial planning is a service that takes into account many different aspects of your financial circumstances, typically by utilizing a financial planning software program to create an overall plan that is designed to meet your goals and objectives.

Financial consulting is an open architecture process that requires your IAR to collect information from you and develop customized recommendations that are delivered to you within the parameters of an agreed upon scope of consulting services. The financial planning and consulting services provide for ongoing consultation with your IAR, typically through a series of personal meetings and telephone calls. The services provided may include follow-up meetings with you and your other advisors (e.g., attorneys, accountants, etc.).

Depending on your needs and pursuant to the agreement with your IAR, your formal written financial plan or consultation recommendations may cover:

- General Financial Planning
- Goal Planning (e.g. Education Planning)
- Retirement Planning
- Risk Management
- Cash Flow Planning
- Estate Planning
- Business Succession and Exit Planning
- Business Planning
- Corporate Retirement Planning
- Investment Analysis
- Insurance Planning

Your written financial plan or consultation will consist of observations, assumptions, strategies and recommendations. You will have the opportunity to renew the agreement and update your plan at least annually, or as your circumstances change. You may choose to implement all or any part of the financial plan or consultation recommendations through us, or through any other broker-dealer, investment adviser or service provider of your choice. Please note if you choose to implement all or part of the financial plan through us, your IAR will receive additional compensation for any product purchases or additional investment advisory services as more fully described herein.

Client Suitability and Risk Information

In all of the investment advisory programs which we offer, the IAR works with you to collect adequate suitability information to formulate proper investment recommendations. Some advisory programs described in this brochure include a formalized risk profile whereas suitability and risk information for other programs and products is maintained within our internal systems and documents. The suitability information gathered contains the financial data and general information necessary to set the appropriate investment objectives for the managed accounts or services. The IAR will submit the completed suitability information to their supervisor for review and approval.

Assets Under Management (“AUM”)

As of March 29, 2019 through the various advisory programs described in this brochure, we manage \$7.8 million on a discretionary basis and \$178.2 million on a non-discretionary basis, all on the RBC platform.

Item 5 – Fees and Compensation

General Overview of Client Fees

Unless otherwise noted, the annual fee is negotiable between us and is payable quarterly in advance, based on the market value of the account(s) on the last business day of the previous calendar quarter. The fee for portfolio management will be charged as an annual percentage of assets under management, according to the schedule shown for each program. Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If such value is greater than \$25,000 or 15% of the account value, you will receive a fee adjustment. You can elect to be invoiced for fees or authorize us and RBC to deduct fees from your managed account or any other account that you have with RBC. If you choose to close your account within the first year (twelve-month period), RBC may, at its sole discretion, assess a termination fee.

Unbundled Managed Account Solutions Program (“UMAS”)

UMAS wrap fees are calculated as a percentage of the account value as of the last business day of the preceding calendar quarter and in limited circumstances, you may be charged an annual flat fee. There may be specific circumstances where the quarterly asset-based fee may exceed the tiers listed below. Fees are payable in advance on a quarterly basis and calculated based on RBC’s appraisal of the market value of the assets in the account. You must authorize us and RBC to deduct the amount of the fees from the managed account, or direct that we charge the fees against some other account held at RBC. The following describes the fees for equity, balanced accounts and fixed income accounts:

<u>Total Account Value</u>	<u>Total Annualized Fee</u>
\$50,000 to \$250,000	3.00%
\$250,001 to \$500,000	2.75%
\$500,001 to \$1,000,000	2.50%
\$1,000,001 to \$2,000,000	2.25%
\$2,000,001 to \$3,000,000	2.00%
\$3,000,001 to \$5,000,000	1.75%
\$5,000,001 to \$10,000,000	1.50%
\$10,000,001 and up	Negotiable

Accounts are subject to a minimum quarterly fee of \$187.50 (\$750 annually). Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee may be adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If you close your account prior to the last day of the calendar quarter, a pro-rata portion of the fees paid, based upon the days remaining in the quarter, will be refunded to you. In certain circumstances our fees may be negotiated and may be greater than those listed above.

Resource II

This program offers two payment options that clients may select from:

1. **Fee Method** - Under this option, you pay us an all-inclusive quarterly wrap fee, based upon assets under management, for the following services: (i) an initial analysis and a periodic re-evaluation of the client's investment objectives and needs; (ii) periodic account reports and portfolio reviews generated by RBC; (iii) trading and administrative, e.g. securities transaction fees (subject to certain exceptions such as exchange fees, taxes, and fees required by law ("Other Fees") and other fees as more fully described in the RBC Advisor Program Terms and Conditions and Disclosure Document), brokerage for securities transactions effected by the selected investment advisers through RBC (subject to certain exceptions); and (iv) custody and other account-related services. Under the fee method option, fees are calculated as a percentage of the account value as of the last day of the preceding calendar quarter. In limited circumstances, clients may be charged an annual flat fee. Fees are payable in advance on a quarterly basis and calculated based on RBC's appraisal of the market value of the assets in the account. You may elect to be invoiced for the amount of the fees, or authorize us and RBC to deduct the amount of the fees from the managed account, or any other account held with RBC. The following describes the fees for equity, balanced accounts, and fixed income accounts. Depending upon the unique investment manager style, certain portfolios, such as those comprised of ETFs, may be priced on either the equity or fixed income fee schedule.

<u>Total Account Value</u>	<u>Total Annualized Fee</u>
\$Up to \$500,000	2.00%
\$500,001 to \$1,000,000	1.80%
\$1,000,001 to \$2,000,000	1.60%
\$2,000,001 to \$3,000,000	1.25%
\$3,000,001 to \$5,000,000	1.00%
\$5,000,001 to \$10,000,000	0.90%
\$10,000,001 and up	Negotiable

Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee may be adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If you close your account prior to the last day of the calendar quarter, a pro- rata portion of the fees paid, based upon the days remaining in the quarter, will be refunded to you. In certain circumstances our fees may be negotiated.

2. **Commission Method** - Under this option, you pay us and RBC for execution services rendered with respect to each securities transaction, including brokerage commissions on agency trades, or markups/markdowns on principal transactions. The commission or markup fees also cover custodial services, portfolio reviews and other account-related services. Payment for execution services under this option is due at the time of each transaction and will be included in the transaction cost as shown on a transaction confirmation issued by RBC.

RBC Advisor

RBC Advisor wrap fees are calculated as a percentage of the account value as of the last business day of the preceding calendar quarter. In limited circumstances you may be charged an annual flat fee. There may be specific circumstances where the quarterly asset-based fee may exceed the tiers listed below. Fees are payable in advance on a quarterly basis and calculated based on RBC's appraisal of the market value of the assets in the account. You may elect to be invoiced for the fees or authorize us and RBC to charge the fees to your managed account, or any other account custodied at RBC. The following describes the fees for equity, balanced accounts and fixed income accounts:

<u>Total Account Value</u>	<u>Total Annualized Fee</u>
\$25,000 to \$250,000	2.75%
\$250,001 to \$500,000	2.50%
\$500,001 to \$1,000,000	2.25%
\$1,000,001 to \$2,000,000	2.00%
\$2,000,001 to \$3,000,000	1.75%
\$3,000,001 to \$5,000,000	1.50%
\$5,000,001 to \$10,000,000	1.25%
\$10,000,001 and up	Negotiable

The fees described above cover only the services under the RBC Advisor Client Agreement. Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If you close your account prior to the last day of the calendar quarter, a pro-rata portion of the fees paid, based upon the days remaining in the quarter, will be refunded to you. In certain circumstances, our fees may be negotiated.

State Street Global Advisors

State Street Global Advisors ("SSGA") fees are typically expressed as an annual percentage of a client's average daily net assets managed by SSGA, calculated daily and paid either monthly or quarterly and deducted directly from client assets. A single management fee in the amount of 1.00% per year is charged for the SSGA platform. Fees are prorated for any billing period that is less than a complete calendar quarter, and the fee is adjusted proportionately based on the value of cash or securities added to or withdrawn from the account between billing periods. If you close your account prior to the last day of the calendar quarter, a pro-rata portion of the fees paid, based upon the days remaining in the quarter, will be refunded to you.

Financial Planning/Consulting Services

Prospective clients have the opportunity to meet with an IAR for an initial consultation at no cost. If you decide to retain us and an IAR for financial planning/consulting services, you must sign a client agreement and will pay for such services either by hourly or flat fees as you and your IAR may mutually agree. Financial planning/consulting fees are negotiable. Hourly fees will generally range from \$100/hour to \$250/hour, and flat fees will generally range from \$500 to \$5,000 per agreement, depending on the complexity of the client's investment goals and objectives, the amount of assets included under the plan and the amount of time spent by the IAR. In the case of termination of your relationship with us with respect to consulting services, you will only be charged for services rendered prior to the termination of the engagement.

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

We do not charge a performance-based fee for any of our services.

Item 7 – Types of Clients

Our client base includes retail and institutional client services, including but not limited to providing advice with respect to financial markets and securities transactions. Our clients primarily consist of general retail clients as well as “high net worth” retail clients, small to mid-size institutional clients, including foundations, limited liability companies, and pensions and profit sharing plans. “High net worth” retail clients are individuals or families with at least \$750,000 under management with us.

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

Our advisory services include the selection of or assistance in selecting a portfolio manager, ongoing evaluation and review of portfolio managers, evaluation and review of portfolio composition, execution, and/or activity in client accounts, consultation on client assets, and active portfolio management. Portfolio management may be provided by the IAR, or an unaffiliated investment adviser.

In the management of your account(s), we utilize fundamental, technical, cyclical and charting analysis, as well as third party research provided by investment banks and brokerages, and review corporate filings, including company audited financial statements.

No Guarantee

Investments in securities involve risk of loss of principal that you should be prepared to bear. Various clients have varying degrees of risk tolerance and you should understand the potential risk of loss and how that loss may impact your overall financial situation before investing through us. There is no guarantee that our advisory services will result in your goals and objectives being met. Nor is there any guarantee of profit or protection from loss. No assumption can be made that any wrap fee arrangement, portfolio management service, or other advisory service of any nature will provide a better return than other less sophisticated investment strategies.

Client Suitability and Risk Information

With all investment advisory programs or services we offer, our IARs work with you to collect adequate suitability information to formulate recommendations. Some programs described in this brochure include a formalized risk profile whereas suitability and risk information for other programs products is maintained within the firm’s internal systems and documents. The suitability information which we gather contains financial data and general information necessary to set the appropriate investment objectives for your managed accounts or other advisory services. Suitability information will also be reviewed by our IAR supervisors.

Item 9 – Disciplinary Information

In December 2017 our broker/dealer affiliate, GSS became the subject of an Administrative Consent Order (the “Order”) entered by the New Jersey Bureau of Securities which resolved an investigation into GSS’s handling of a brokerage account maintained by a private entity charged with responsibility for providing water to the greater Newark, New Jersey area, in which the Bureau alleged that GSS did not adequately supervise the representative handling that account, among other allegations. The Order requires the payment of a fine of \$275,000 over time and the retention of an independent consultant to review the adequacy of the Firm’s supervisory policies, systems, procedures and training. The first \$150,000 of the fine was paid on December 7, 2017 with additional payments of \$25,000 each in three (3) month intervals beginning in March 2018 and continuing through March 2019.

In December 2017 our broker/dealer affiliate, GSS entered into an Agreement and Order with the Idaho Department of Finance (the “Department”) which resolved an investigation by the Department that GSS did not adequately supervise the activities of one of its representatives who had previously resided and operated a branch office in Idaho. The settlement, which was entered into without GSS admitting or denying the allegations, resulted in the issuance of an Agreement and Order which required the Firm to pay a \$10,000 penalty to the Department, which was paid on December 19, 2017.

In January 2016 our broker/dealer affiliate, GSS entered into a Consent Order with the State of Alaska Division of Banking and Securities which resolved a Cease and Desist Order arising from a former representative’s solicitation of a securities transaction with an Alaska resident while not registered to conduct securities business in Alaska, and GSS’s alleged failure to supervise this former representative. GSS agreed to withdraw its broker/dealer registration in Alaska and pay a civil penalty of \$25,000.

In June 2015 our broker/dealer affiliate, GSS entered into an Offer of Settlement with FINRA which resulted in an Order of Settlement resolving a disciplinary complaint which charged GSS with violations of certain FINRA and NASD rules. Without admitting or denying the allegations, GSS agreed to pay a fine of \$85,000 and a censure.

In March 2014 Mr. Steven Trigili, the Chief Compliance Officer for GSIAS and GSS, resolved an administrative proceeding with FINRA through an Acceptance, Waiver and Consent (“AWC”) which alleged that Mr. Trigili failed to report certain written customer complaints in a timely basis, and ensure that various events were reported to individual registered representatives’ Forms U-4. The matter was resolved by Mr. Trigili agreeing to the payment of a \$17,500 administrative fine and a censure.

In October 2012 we entered into a Consent Order with the New Jersey Bureau of Securities (the “Bureau”) based on the Bureau’s findings that one of the firm’s owners was not properly registered as an investment adviser representative of the company and was permitted to conduct business as an investment adviser representative. In resolving this matter by consent order, we agreed to cease and desist from further violations of the New Jersey Securities Law, pay investment adviser representative registration back fees of \$350 and a monetary payment of \$5,000.

In October 2010 the Bureau issued a Summary Order against us for a violation of the applicable rule requiring the firm to file an investment adviser renewal form with the Bureau annually on a timely basis. In 2010, we did not file the annual renewal form by the required due date. The Bureau issued an Order which imposed a monetary penalty of \$3,000; \$2,700 of which was suspended. We were also required to cease and desist from future violations of the NJ securities laws.

Mr. Kevin DeRosa, one of the firm's owners, was sanctioned by FINRA in April 2010 in his capacity as a registered representative and principal of GSS. An administrative proceeding was resolved through an Acceptance, Waiver and Consent ("AWC") which alleged that Mr. DeRosa issued research reports that contained exaggerated, misleading, or unwarranted statements and failed to disclose required information, and in so doing violated certain FINRA rules. The matter was resolved by Mr. DeRosa agreeing to the payment of a \$5,000 administrative fine.

In April 2011 Mr. DeRosa, and GSS entered into an AWC with FINRA which resolved a regulatory proceeding in which FINRA charged that Mr. DeRosa and GSS failed to establish, maintain and/or enforce a supervisory system and written supervisory procedures that were reasonably designed to achieve compliance with rules and regulation in connection with private offering solicitation, and that Mr. DeRosa mischaracterized and/or negligently omitted material facts in connection with the sale of a certain private offering to clients and distributed sales literature that was not fair and balanced and which contained unwarranted, exaggerated and/or inaccurate statements. Mr. DeRosa agreed to a censure, a 20-business day suspension of his securities registration in all capacities and a two-month suspension in a supervisory capacity, as well as a \$25,000 fine. Mr. DeRosa and GSS were also required to pay restitution to six customers of \$300,000 in the aggregate.

Item 10 – Other Financial Industry Activities and Affiliations

Our four owners are also the owners of Garden State Securities, Inc. ("GSS"), an SEC registered securities broker/dealer and member of the Financial Industry Regulatory Authority ("FINRA"). Each of our owners is also a registered principal and representative with GSS. Many of our IARs are also securities registered representatives with GSS who conduct general securities transactions on behalf of brokerage clients, some of whom may also be our clients. The two firms share administrative offices, personnel, services and equipment. Our advisory clients are required to open an account with RBC through which all managed account investments will be transacted and client securities are custodied.

Many of our IARs are also life/health insurance agents with an affiliated general insurance agency, Garden State Insurance Agency, Inc. ("Garden State Insurance"), as well as other unaffiliated third-party insurance agencies. When our IARs effect transactions in insurance products, they will earn commissions for these activities. IARs may make differing recommendations with respect to the same insurance products to different advisory clients. All recommendations made by IARs, while acting in their separate capacities as insurance agents, are specific to each client's individual needs and current financial situation. You will be notified in advance of sources of compensation. You are also advised that you are under no obligation to purchase insurance products through us or our agents.

Additionally, our licensed independent insurance agents may offer life, disability, fixed annuities, and long-term care insurance from a variety of product sponsors for which they may earn commissions. We expect that clients to whom we offer advisory services may also be clients for whom our IARs will transact insurance business. You are advised that fees paid to us for advisory services are separate and distinct from any commissions earned by individuals who are licensed insurance agents when placing the client in insurance products. You are advised that you are under no obligation to utilize insurance agents associated with us for insurance services.

The amount of professional time our IARs will spend in these various capacities will fluctuate from time to time, but it is estimated that the majority of their professional time will generally be spent providing investment advisory services through us.

Item 11 – Code of Ethics

Code of Ethics

Pursuant to SEC Rule 204A-1, we have adopted a Code of Ethics (Code) to establish rules of conduct for all Supervised Persons (as defined by the Code). The Code is based upon the principle that we and our Supervised Persons have a fiduciary responsibility to you to conduct our affairs, including our personal securities transactions, in such a manner as to avoid (i) serving our own personal interests ahead of yours; (ii) taking inappropriate advantage of our positions and; (iii) any unacceptable actual or potential conflicts of interest or any abuse of our position of trust and responsibility. A copy of our Code of Ethics is available upon request by contacting our Compliance Department at 732-280-6886.

Participation or Interest in Client Transactions

We may effect riskless principal transactions through GSS, our affiliated registered securities broker/dealer for purposes of filling orders for our client accounts. Most of our investment adviser representatives are also registered representatives of GSS. As such, they are licensed to sell securities including, but not limited to, stocks, bonds, options, and mutual funds for separate commission-based compensation. Additionally, individuals who are appropriately licensed will also earn commission-based compensation for the sale of relevant insurance products. All compensation received for securities and/or insurance transactions through GSS will be separate, yet customary for effecting these services and transactions. GSS will also derive compensation from any investment banking transactions in which our clients may choose to invest. We may make differing recommendations with respect to the same securities or insurance products to different advisory clients. All recommendations made are specific to each client's individualized needs and current financial situation.

Personal Trading

Our principals, officers, employees, and IARs (collectively "adviser persons") may own an interest in, and buy or sell for our own accounts, the same securities which may be purchased or sold for your managed account. It is also possible that GSS may own certain of the same securities in its proprietary trading and other accounts as are recommended by your IAR. It is our policy that our associated persons shall not have priority over any client account in the purchase or sale of securities. Under certain circumstances, exceptions to the trading policy may be made. Our IARs may give advice and take action in personal accounts that differs from advice provided to, or action taken with respect to clients and client accounts.

Item 12 – Brokerage Practices

All brokerage transactions are executed through RBC Correspondent Services. Unless otherwise stated, transactions are effected net, (i.e., without commission), and a portion of the fee is generally considered as being in lieu of commissions, including any riskless principal transactions. You should consider that, depending on activity in your account, you may pay more or less if you were to effect a similar transaction in a non-managed brokerage account or directly with a mutual fund company. There are no soft dollar arrangements between us and RBC. We receive no research or other items of value from RBC, (i.e. no soft dollar arrangements) except that RBC also serves as the clearing and custody firm for the brokerage accounts of our related broker/dealer, GSS.

Item 13 – Review of Accounts

The IAR servicing your account is responsible for reviewing the account(s) on a regular basis, including a review of account activity on a monthly and quarterly basis. IARs are supervised by a Designated Principal (“DP”). The DP is obliged to review the accounts and is responsible for ongoing supervision of the IAR activities. In addition, our Compliance Department utilizes various supervisory tools and reports to assist in identifying activity that may require further scrutiny and attention. System-generated alerts are designed to detect transactions in designated securities, excessive transactions, front-running, and the purchase of unsuitable investments. You may be sent an activity letter when and if your account activity reveals a change in trading pattern, a large number of transactions in a single month or any other activity that may be inconsistent with the information that we have on file.

Item 14 – Client Referrals and Other Compensation

Mutual Fund Fees and Expenses

Any and all fees paid to us for investment advisory services are separate and distinct from any fees and expenses charged by mutual funds to their shareholders. Fees and expenses charged by mutual funds are described in each fund’s prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Any management fees imposed by the mutual fund are separate and distinct from our management fees described herein. Your IAR may receive a portion or all of this sales charge/commission in their separate capacities as registered representatives. IARs may also receive 12b-1 fees in this manner.

12b-1 fees are fees paid by a mutual fund on an on-going basis from its assets for shareholder services, distribution, and marketing expenses. 12b-1 fees therefore reduce a fund’s overall return. Because each share class (e.g. “A” shares, “B” shares) of a mutual fund represents an interest in the same portfolio of securities, those share classes that charge 12b-1 fees may not be the most advantageous to own from a total return perspective. Thus, if an IAR recommends a share class with a 12b-1 fee, there exists a conflict of interest and the IAR must disclose this conflict of interest to you.

You may also have the ability to invest in a mutual fund directly, without utilizing our services. In you choose to invest directly with a mutual fund company, you would not receive the advisory services that we provide, which are designed among other things, to assist you in determining which mutual fund or funds are most appropriate to your financial goals and objectives. Accordingly, you should review the fees charged by both the mutual fund companies as well as our fees to fully understand the total amount of fees you will be paying.

Mutual Fund Trailers

We and your IAR may receive payments from certain mutual funds distributed pursuant to a 12b-1 or 12b-2 distribution plan or other such plans, as compensation for administrative services during the time you hold mutual fund shares in your managed account. As such, a substantial conflict of interest may exist with respect to recommendations to buy or sell these funds. As indicated above, the existence of a 12b-1 fee on the mutual fund that your IAR recommends to you, must be fully disclosed before you invest in that share class of the mutual fund.

Solicitor's Agreement

We have entered into a Solicitor's Agreement with Strategic Equity Management, Inc. doing business as SEM Wealth Management, ("SEM"), an SEC-registered investment adviser, for certain of our IARs' to act as solicitors to introduce clients to SEM. SEM is not owned or controlled directly or indirectly by us, and their investment advisory clients are not our investment advisory clients. Likewise, our IARs that introduce clients to SEM are not IARs with SEM. For the introduction of clients to SEM, our IAR's must provide a written Solicitor's Disclosure Agreement which must be signed by the client. We and the IAR receive a portion of SEM's ongoing advisory fee for as long as the client remains a client of SEM for making that introduction. Each soliciting IAR can select their portion of the client management fee which can range from 0% up to 1.12% annually of the amount of assets being managed by SEM. The default fee is for the solicitor to receive the same fee percentage as SEM.

Item 15 – Custody

We do not maintain custody of any client funds or securities. Custody of your account will be maintained by a qualified custodian through arrangements with RBC Correspondent Services (the "Custodian"). RBC provides you with written confirmations for all transactions and monthly and/or quarterly account statements. For certain programs, you may request in writing that the mailing of transaction confirmations be suppressed. This request will not impact the mailing of monthly or quarterly account statements. At your request, reports generated by the Custodian or the wrap fee sponsor may be aggregated to include all accounts owned by a family (or "household"). It is strongly suggested that you carefully review your account statements and to compare the statements issued by the custodian with any additional reports received from any program sponsor to ensure accuracy in reporting, and immediately report any discrepancies to us.

Client may authorize the Custodian to deduct GSIAS advisory fees from the client's managed account or another account the client has custodied through the Custodian. The Custodian will provide periodic account statements to the client no less than quarterly. Such statements will reflect all management fees paid to GSIAS. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will determine whether the fee is properly calculated and charge the appropriate account.

Item 16 – Investment Discretion

In certain cases, we accept written authority to manage your account on a discretionary basis. If you wish to have your account managed on a discretionary basis, you will be required to sign a discretionary managed account agreement. In so doing, you will be providing us with written discretionary authority to conduct transactions in your account without obtaining your prior authorization in advance for each specific transaction. We will only make transactions within your account that we deem to be in your best interests and suitable with your stated investment goals, objective and risk tolerance levels.

Item 17 – Voting Client Securities

We do not accept authority to vote client securities. You will receive shareholder proxy information directly from the Custodian and you should take any action with respect to voting of securities that you deem to be in your best interests.

Item 18 – Financial Information

Not applicable.

Item 19 – Requirements for State-Registered Advisers

Not applicable.

End of Brochure