

Part 2A Form ADV Brochure

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1. This brochure provides information about the qualifications and business practices of CLEAR POINT ADVISORS INC, an SEC Registered Investment Advisor firm. If you have any questions about the contents of this brochure, please contact us at: 516-870-0021, or by email at: RLevine@cptadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training for the firm.

Additional information about CLEAR POINT ADVISORS INC. is available on the SEC's website at www.adviserinfo.sec.gov

March 27, 2013



2. Material Changes

Material Changes since the Last Update

There are no material changes to report since the previous Annual ADV Amendment filed in 2012.

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

A summary of material changes to our Part 2A firm brochure will be provided to you annually, if there were any material changes. If there were materially changes to our brochure, we will also offer to provide you with a complete copy of the updated brochure on your request.

Whenever you would like to receive a printed copy of our Firm Brochure, please contact us by telephone at: 516-870-0021 or by email at: rlevine@cptadvisors.com

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4. Advisory Business

Firm Description

CLEAR POINT ADVISORS INC. was founded in 1998 (formerly known as Steven Brill Advisors, Inc.) Barry Dampf and Robert Levine joined CLEAR POINT ADVISORS INC. during 2009, having formerly been principals of the Registered Investment Advisor firm, Spielberger, Dampf, Brill & Levine, LLC.

CLEAR POINT ADVISORS INC. provides personalized investment management services to individuals, pension and profit sharing plans, trusts and estates, charitable organizations and small businesses. Investment advice is provided after consultation with each client and includes the determination of investment goals and objectives, including a review of the client's appetite and tolerance for risk, cash flow needs and income tax considerations. After consultation, an investment allocation is developed and tailored for each client's situation and is reflected by the Target Allocation chart that is included at the beginning of each client's quarterly investment summary report.

Personal Financial Planning advice and analysis may be provided as an additional service to the investment management clients of CLEAR POINT ADVISORS INC., if requested by the client through a separate written engagement. (Absent a written engagement letter outlining areas of financial advice and analysis, CLEAR POINT ADVISORS INC. and its officers should not be construed as providing comprehensive financial advice to its investment management clients.) Areas of planning may include retirement needs analysis (conducted through "Monte Carlo" simulation); education funding, estate planning, insurance analysis, employment stock option strategies, and cash flow budgeting.

CLEAR POINT ADVISORS INC. is a fee-based investment management firm and financial advisory firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products*. The firm is not affiliated with entities that sell financial products or securities. Commissions are not received by Clear Point through the sale of securities*.

CLEAR POINT ADVISORS INC. does not act as a custodian of client assets. The client always maintains asset control, since assets are held by an independent third party custodian. CLEAR POINT ADVISORS INC. places trades for clients under a limited power of attorney with an outside custodian.

Periodic reviews are conducted through direct or telephone conferences with each client. Such reviews are conducted to provide an updated assessment of the progress to date and to determine any specific course of action that needs to be taken. More frequent reviews occur but are not necessarily

communicated to the client unless significant immediate changes are recommended, in the judgment of the advisor.

Other professionals (e.g., lawyers, accountants, insurance agents, bankers etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is without of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

* Officers or employees of CLEAR POINT ADVISORS INC. may receive fees or commissions for the placement of insurance products related to the implementation of financial planning recommendations where they are duly licensed, apart from the portfolio management services of CLEAR POINT ADVISORS INC., and in their individual capacity. The receipt of such fees or commissions may present a conflict of interest for fee-based client relationships and any affected clients shall receive notice from the advisor that they are acting as an agent with respect to an insurance transaction, prior to the placement of such product. Steven Brill and Barry Dampf currently hold insurance licenses for life and health insurance. The use of insurance products is not typically included in the vast majority of portfolios managed by CLEAR POINT ADVISORS INC.

Principal Owners

The stock ownership of CLEAR POINT ADVISORS INC. is indicated below. Over and above the stock ownership of the CLEAR POINT ADVISORS INC., each of the Advisors to the firm have a proprietary interest in the client accounts that they manage, by virtue of a separate agreement. There is a business disposition Agreement between the firm principals designed to reflect their financial interests and to help ensure firm continuity over time.

Steven C. Brill, JD (President) – more than 80% stockholder.

Barry E. Dampf - (Managing Director) – less than 10% stockholder

Robert Levine – (Director) – less than 10% stockholder

Charles A. Kerner, CPA – (Director) – less than 10% stockholder

Types of Advisory Services

CLEAR POINT ADVISORS INC. provides “investment supervisory services,” also known as asset management services for its clients. CLEAR POINT ADVISORS INC. manages investment advisory accounts generally on a

discretionary basis. Accounts are discretionary, unless specified in writing as nondiscretionary. CLEAR POINT ADVISORS INC. limits the discretionary basis by prohibiting itself or its employees from withdrawing funds and/or securities from client accounts. Accounts can be maintained on a non-discretionary basis with CLEAR POINT ADVISORS INC. by amendment to the new account agreement between the client, the custodian and the Advisor.

From time to time, CLEAR POINT ADVISORS INC. furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services and estate planning and insurance

CLEAR POINT ADVISORS INC. relies upon research in executing client portfolios. Research sources include financial newspapers, magazines and subscriptions, materials and presentations prepared by other firms (including research from JP Morgan, PIMCO, and Goldman Sachs,) investment rating services (including Morningstar), and annual reports and prospectuses filed with the Securities and Exchange Commission. CLEAR POINT ADVISORS INC. also conducts its own screening and research on many of the investment vehicles included in client portfolios under a proprietary methodology of assessing relative risk-adjusted performance.

CLEAR POINT ADVISORS INC. or its principal Officers and employees may invest in securities that it also recommends or acquires for its clients' portfolios. There is no conflict of interest as the securities are widely-held and publicly traded. CLEAR POINT ADVISORS INC. internal policies prohibit its advisors from purchasing or selling securities in their own accounts on the same day as in the advisor's clients' accounts, at a superior price.

As of December 31, 2012, CLEAR POINT ADVISORS INC. manages about \$139,808,646 in assets for 137 client relationships. About \$124,585,355 is managed on a discretionary basis and about \$15,223,291 is managed on a non-discretionary basis.

Tailored Relationships and Reporting

The goals and objectives for each client are reflected in the asset allocation pie chart maintained under our Portfolio Management and reporting system.

Quarterly investment reports are prepared and distributed by CLEAR POINT ADVISORS INC. during the month following the close of each calendar quarter. The Quarterly report reflects both the Target Allocation and the Current Allocation for each client's overall portfolio and any variation. The quarterly report also reflects each client's current investment positions, tax cost basis, portfolio withdrawals and additions, and portfolio and individual security performance. The reports also include historic annual investment performance, generally for the clients' consolidated investment holdings under CLEAR POINT ADVISORS INC.'s management, from the inception of

the relationship. The quarterly reports can assist clients in evaluating their progress towards meeting their financial objectives. Clients may impose restrictions on investing in certain securities or types of securities in their portfolio.

In addition, clients receive monthly holding and transaction activity statements directly from the investment custodian. Such reports can be received by the client either in printed form or via electronic transmission, at the client's option. The delivery of such statements cannot be suppressed by the Advisor, which helps ensure the security of the accounts.

Portfolio Investments

In executing its clients' portfolios, CLEAR POINT ADVISORS INC. may employ the use of no-load mutual funds, exchange traded funds (ETFs), exchange traded notes (ETNs), structured notes, real estate investment trusts, and individual securities, including bonds and stocks. Investments may also include purchases of certificates of deposit, government bonds and paper and municipal securities. Options on stocks and bonds may be used on occasion, to help meet specific client objectives.

Individual stocks are not typically included among the recommended investment for CLEAR POINT ADVISORS INC. client accounts, nor are "managed accounts." Initial public offerings (IPOs) are not currently available through CLEAR POINT ADVISORS INC.

When purchased, stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. CLEAR POINT ADVISORS INC. does not receive compensation from fund companies or from brokerage firms for such trades.

Investment Management Agreement

CLEAR POINT ADVISORS INC.'s capabilities and limitations in managing client portfolios are granted by its clients through execution of the account agreement of the investment custodian. The custodian's account agreement enumerates certain powers conferred to CLEAR POINT ADVISORS INC. by each client in managing their accounts at the custodian firm. These powers typically include the right of CLEAR POINT ADVISORS INC. to execute trades in the client account on a discretionary basis, the right to request that checks be sent by the custodian to the client at their address of record with the custodian, the right to transfer funds of the client to an account at another institution with identical registration, and the right to enable the custodian to pay quarterly invoices presented by CLEAR POINT ADVISORS INC. for portfolio management services.

CLEAR POINT ADVISORS INC.'s services are ongoing, but the length of service to the client is at the client's discretion. The client or the investment manager may terminate CLEAR POINT ADVISORS INC.'s services by written notice to the other party. At termination, fees will be billed in full for the then current quarter. The portfolio value at the time of termination is used as the basis for the fee computation. In some cases, and at the discretion of the advisor, fees for the final quarter may be adjusted for the number of days during the billing quarter prior to termination.

5. Fees and Compensation

Portfolio Management Fee Schedule

CLEAR POINT ADVISORS INC. manages client accounts for a percentage of the assets under its management. The annual fee schedule in effect is reproduced below.

CLEAR POINT ADVISORS INC.'s advisory services are available to investors with a suggested minimum portfolio size of \$350,000 in assets. The fee schedule is subject to change upon 30 days written notice and is subject to negotiation. Fees are charged and calculated quarterly in arrears, based on the balance of each account at the end of each calendar quarter.

Most clients agree to pay their quarterly fee by authorizing us to debit their account for our quarterly management fee. An invoice that shows the calculation of our fee is included, generally as the last page of our quarterly portfolio statement to our clients. We wait a few days after we have mailed you your quarterly statement to give you an opportunity to review the fee calculation before we request the investment custodian to debit your account. Clients are able to pay their quarterly fees by check or other means, if they request to do so in writing.

Either you or CLEAR POINT ADVISORS INC. may cancel our services and our Agreement by giving written notice, at any time. Fees are generally prorated for the initial quarter of services only, and not for the final quarter of services.

CLEAR POINT ADVISORS INC. may, on occasion, provide investment services to clients by selecting and monitoring other money managers for clients. When it does so, the other money managers may share a portion of the fees generated by the referred clients with CLEAR POINT ADVISORS INC.

For those clients that are invested in mutual funds, a management fee is also assessed directly by the mutual fund. The investment custodian may also impose brokerage fees or other transaction costs on the buying and selling of securities in your account. (See the section on **Other Fees**, a few paragraphs below.)

**CLEAR POINT ADVISORS INC.
Advisory Fee Schedule ^{#*}**

Asset Level Annual Fee

\$350,000 - \$500,000	\$ 4,375 plus 1.25% on balance over \$350,000 [#]
\$500,000 - \$3 million	\$ 6,250 plus 0.75% on balance over \$500,000 [*]
\$3 million - \$5 million	\$25,000 plus 0.50% on balance over \$3 million
\$5 million+	\$35,000 plus 0.25% on balance over \$5 million

[#] Accounts may be subject to a minimum quarterly fee of \$1,000 or 2% (annual) of assets under management (AUM), **whichever is less**, per quarter.

CLEAR POINT ADVISORS INC., in its sole discretion, may waive or reduce its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients.)

^{*}Some accounts managed by Barry Dampf may be subject to a fee of 1% for assets between \$500,000 and \$600,000.

Fixed and Hourly Fees

CLEAR POINT ADVISORS INC. offers personal financial planning services in addition to its investment advisory services, generally to clients participating in its investment management program. Personal financial planning analysis is available on a fixed fee or hourly basis. Fixed fees refer to written financial plans with fees ranging typically from \$500 to \$5,000, depending on the complexity of the client's financial situation. The fee is paid upon presentation of the plan.

CLEAR POINT ADVISORS INC. provides hourly planning services for clients who need advice on a limited scope of work. The rate for limited scope engagements is \$250 per hour. The fee rate for fixed fee and hourly consultation is subject to negotiation. Generally, an estimated number of hours will be agreed upon by the advisor and client.

Expense Ratios

Mutual funds charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an

expense ratio of 0.65% means that the mutual fund company charges 0.65% for their services each year. These fees are in addition to the fees paid by you to CLEAR POINT ADVISORS INC. Such fees are disclosed in the fund prospectus.

Performance figures quoted by mutual fund companies in various publications are provided generally after their fees have been deducted. Portfolio performance figures reported by CLEAR POINT ADVISORS INC. on its quarterly statements are, likewise, net of all quarterly advisory fees, as well as any fund management fees and transaction fees.

Other Fees

Charles Schwab & Co. and other custodians may charge transaction fees on purchases or sales of certain mutual funds and commissions on the purchase or sale of exchange-traded funds or other securities. These transaction charges are usually small and incidental to the purchase or sale of a security, currently ranging from \$8.95 to \$29.95 per trade, if applicable. It is the philosophy and practice of CLEAR POINT ADVISORS INC. to be fee-sensitive in the efficient implementation of client investment selections; nevertheless, we believe that the selection of the security is generally more important than the nominal fee that the custodian charges to buy or sell the security for most transactions.

CLEAR POINT ADVISORS INC. has a relationship with EverBank for their banking products. CLEAR POINT ADVISORS INC. or its officers receive ongoing asset-based payments for balances maintained at EverBank. This creates a potential conflict of interest for us to direct balances to EverBank as opposed to other financial institutions. We believe that clients can readily assess the impact of this conflict, since the rates of return available from banking products from various financial institutions are usually easy to compare. CLEAR POINT ADVISORS INC.'s current policy is to apply all or part of such payments from EVERBANK as a credit against our quarterly management fee applied to their Everbank balances. Clients that use EVERBANK banking products receive the same interest rate whether they access EVERBANK products directly or through CLEAR POINT ADVISORS INC.'s involvement.

6. Performance-Based Fees

CLEAR POINT ADVISORS INC. does not use a performance-based fee structure. Performance-based compensation may create an incentive for the

adviser to recommend an investment that may carry a higher degree of risk to the client and may create a conflict of interest.

7. Types of Clients

Description

CLEAR POINT ADVISORS INC. generally provides investment advice to individuals, investment companies, pension and profit sharing plans, individual retirement arrangements, trusts and estates, charitable organizations, and to corporations or other business entities.

We have a suggested minimum account size of \$350,000, although smaller accounts may be accepted in the discretion of the advisor. Client relationships vary in scope and length of service.

8. Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that CLEAR POINT ADVISORS INC. may use include Morningstar Principia mutual fund and stock information, Charles Schwab & Company's Institutional Services website and "SchwabLink" service, Advisor Intelligence, and the World Wide Web.

Investment Strategies

CLEAR POINT ADVISORS INC. invests client portfolios on the basis of an asset allocation approach. A mix of assets is established for each client, based on their objectives and tolerances. The portfolio mix may be changed

from time to time to reflect CLEAR POINT ADVISORS INC.'s tactical assessment of the investment climate and relative opportunities.

Portfolios are globally diversified to endeavor to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Other strategies may include fund strategies or direct investments that include long-term purchases, short-term purchases, trading, short sales, and option writing (including covered options, uncovered options or spreading strategies.) Margin may be utilized to maintain positions on a temporary basis, but is not generally utilized as an ongoing investment strategy for managed portfolios. We typically do not pursue a style of investing that involves frequent trading of securities and as a result, brokerage and transaction fees, and tax costs are reduced as a drag against the portfolio.

Risk of Loss

We urge clients to consider that investing in securities involves a risk of loss that they should be prepared to bear before beginning an investment program. Past performance of an investment, or of a group of investments does not assure future results.

Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of

return (i.e. interest rate). This primarily relates to fixed income securities.

- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

9. Disciplinary Information

Legal and Disciplinary

The firm and its officers and employees have not been involved in legal or disciplinary events related to past or present investment clients of the firm.

10. Other Financial Industry Activities and Affiliations

Financial Regulation

CLEAR POINT ADVISORS INC. is registered as a Registered Investment Advisor with the Securities and Exchange Commission. Registration as an RIA does not imply endorsement by the SEC or other regulatory agency. CLEAR POINT ADVISORS INC. is not registered as a securities broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Barry Dampf, a Managing Director at CLEAR POINT ADVISORS INC., has a trading account with Charles Schwab. Mr. Dampf uses the account for purposes of short-term technical trading of his own account.

Affiliations

CLEAR POINT ADVISORS INC. has a relationship with Charles A. Kerner, CPA. Mr. Kerner is a Director at CLEAR POINT ADVISORS INC. Mr. Kerner also serves as a solicitor for CLEAR POINT ADVISORS INC. Mr. Kerner refers clients to CLEAR POINT ADVISORS INC. in accordance with CLEAR POINT ADVISORS INC solicitor's policy and shares in the revenues generated from referred clients. Any client referred to CLEAR POINT ADVISORS INC. further to Mr. Kerner's efforts must receive and sign a Notice of Solicitation, as required under CLEAR POINT ADVISORS INC policy and SEC rules.

Steven Brill and CLEAR POINT ADVISORS INC. have a relationship with EverBank for their banking products. CLEAR POINT ADVISORS INC. or its officers receive ongoing asset-based payments for balances maintained at EverBank. (See item 5. above, for additional information.) This creates a potential conflict of interest for CLEAR POINT ADVISORS INC. to direct balances to EB as opposed to other financial institutions. CLEAR POINT ADVISORS INC.'s current policy is to apply all or a portion of such payments from EB to participating CLEAR POINT ADVISORS INC. clients as a credit against the CLEAR POINT ADVISORS INC. advisory fee on such balances. Clients that use EVERBANK banking products receive the same interest rate whether they access EVERBANK products directly or through CLEAR POINT ADVISORS INC.'s involvement.

11. Code of Ethics

The employees of CLEAR POINT ADVISORS INC. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The CLEAR POINT ADVISORS INC. Code of Ethics is predicated on the principle that CLEAR POINT ADVISORS INC. owes a fiduciary duty to its clients. Accordingly, CLEAR POINT ADVISORS INC.'s employees and officers must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of clients.

A copy of CLEAR POINT ADVISORS INC.'s Code of Ethics shall be furnished to any client or prospective client upon receipt by us of a written request. In addition, a copy of this form ADV Part 2A shall be provided to all new clients and offered to each client on at least an annual basis.

Participation or Interest in Client Transactions

CLEAR POINT ADVISORS INC. and its employees and officers may buy or sell securities that are also held by clients. Employees and officers may not trade their own securities ahead of client trades. This means that an advisor may not purchase or sell securities for their own account at a better price than our clients on the same day. Employees and officers must comply with the provisions of the CLEAR POINT ADVISORS INC. Compliance Manual.

Personal Trading

The Chief Compliance Officer of CLEAR POINT ADVISORS INC. is Robert Levine. Mr. Levine reviews all advisor trades daily, and again on a consolidated basis each quarter. His own personal trades are reviewed by the CLEAR POINT ADVISOR INC. President, Steven C. Brill.

The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are mutual fund trades or broadly traded exchange-traded fund trades or individual securities, the trades do not have material affect on the securities markets.

12. Brokerage Practices

The Custodian and Brokers We Use

CLEAR POINT ADVISORS INC. does not maintain custody of your assets that we manage. Your assets must be maintained in an account at a “qualified custodian,” generally a broker dealer or bank. We generally require that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian.

We are independently owned and operated and are not employees or an affiliated organization of Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we generally require that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to use Schwab as your custodian, we may still be able to work with you, if your selected custodian can adequately support they manner in which we manage accounts and offers a similar choice of investment products.

Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”)

How We Select Brokers/Custodians

We seek to select a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. In selecting a broker we consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”)

We do not receive client referrals from brokers, and so this is not a factor in selecting a broker.

Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that

settle into your Schwab account. Schwab's commission applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$10 Million of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates that you pay are lower than they would be otherwise. In addition to commissions,

Schwab also charges you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How We Select Brokers/Custodians" in the paragraph above.)

Products and Services Available to Us From Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts; while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. Following is a more detailed description of Schwab's support services:

Services That Benefit You. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both

Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. For example, Schwab has made available in the past discounted fees for our portfolio management system, Portfolio Center. Schwab may also provide us with other benefits, such as a dinner or occasional business entertainment of our personnel.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody.

The \$10 million minimum may give us an incentive to require that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable

execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians" above) and not Schwab's services that benefit only us. We have approximately \$128 million in client assets under management, and we do not believe that requiring our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Best Execution

CLEAR POINT ADVISORS INC. reviews the execution of trades at each custodian from time to time. The review is documented in the CLEAR POINT ADVISORS INC. Compliance Manual. Trading fees charged by the custodians is also reviewed periodically. CLEAR POINT ADVISORS INC. does not receive any portion of the trading fees or commissions imposed by a custodian.

Order Aggregation

Trades of open end mutual funds generally all trade at the same price at the end of each day. Accordingly, trade aggregation does not garner any client benefit. For the purchase of individual securities, including exchange traded funds, client purchases are aggregated as a block trade to help ensure parity among its clients, where appropriate, and in accordance with CLEAR POINT ADVISORS INC.'s Compliance Manual.

13. Review of Accounts

Investment Reporting and Portfolio Review

The investment holdings of client accounts are generally monitored by our advisors several times each week. An account relationship review is conducted annually or more frequently as necessary to respond to significant changes in economic or market conditions or if a client informs us of changes in their financial circumstances or investment objectives.

There are no different levels of review based on account size. Each Advisor reviews his own client accounts. The review may be conducted in consultation with other CLEAR POINT ADVISORS INC. Officers, as may be appropriate.

Regular Reports

Clients receive periodic communications on at least a quarterly basis, through written quarterly reports. The written quarterly reports include a representation of the Target and Actual portfolio asset allocation, a Performance Summary showing performance for the prior years, and for the current year by account, and net additions or withdrawals to each account. A summary of each holding, including the initial purchase date, tax cost basis, and the investment performance is also provided in the quarterly reports.

The availability of inter-period data and reports are maintained by our portfolio management system and are available for client meetings, or to clients on request.

The CLEAR POINT ADVISORS INC. quarterly reports are supplemented by periodic reports from independent investment custodians. We encourage our clients to review our quarterly reports against their statements received from Schwab and other investment custodians, both for positions held and to confirm the management fees charged by CLEAR POINT ADVISORS INC. on a quarterly basis. (See Performance Reports in 15. below.)

14. Client Referrals and Other Compensation

Incoming Referrals

CLEAR POINT ADVISORS INC. has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate outside referring parties for these referrals.

Clear Point Advisors Inc. has an operating agreement with Charles Kerner, CPA, whereby Mr. Kerner, as an Officer and member of CLEAR POINT ADVISORS INC., shares in revenues generated by joint clients of CLEAR POINT ADVISORS INC. and Mr. Kerner's accounting practice. Affected clients are given notice of such arrangement. Such arrangement presents a potential conflict of interest, since Mr. Kerner may be incented to refer his accounting clients to CLEAR POINT ADVISORS INC., as opposed to other investment advisors or sources. Mr. Kerner works primarily with Steven Brill and Robert Levine with regard to the joint clients of the firms.

Referrals Out

CLEAR POINT ADVISORS INC. does not accept referral fees or any direct form of remuneration from other professionals when a prospect or client is referred to them. CLEAR POINT ADVISORS INC. is desirous of generating referrals from such other professionals by demonstrating expertise and ongoing client satisfaction with any joint clients.

15. Custody

Limited Custody

In general, we avoid engaging in activities and practices in managing client accounts that would result in CLEAR POINT ADVISORS INC. being deemed to have “custody” of client assets. For example, the firm or its advisors are prohibited from serving as a trustee or other fiduciary in clients’ estate plans.

Clients of CLEAR POINT ADVISORS INC. generally authorize us to have Schwab debit their accounts for our quarterly management fees. Such practice may cause CLEAR POINT ADVISORS INC. to be considered to have limited custody over client assets. This limited custody does not require CLEAR POINT ADVISORS INC. to undergo ongoing surprise annual audits, as advisor with broad, general custody must do.

Account Statements

All assets under our management are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Our quarterly investment reports include current period and historical portfolio performance information. Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by CLEAR POINT ADVISORS INC.

16. Investment Discretion

Discretionary Authority for Trading

CLEAR POINT ADVISORS INC. accepts discretionary authority to manage securities accounts on behalf of clients. CLEAR POINT ADVISORS INC. generally has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The trades made on behalf of client accounts are done in furtherance of meeting our client's investment objectives, in the best judgement of the investment advisor.

The client approves the custodian to be used by signing the new account opening agreement with the custodian. Trades are made subject to the commission rates imposed by the custodian, or at a superior rate if one has been negotiated by us on behalf of our clients.

CLEAR POINT ADVISORS INC. does not receive any portion of any transaction fees or commissions paid by the client to the custodian.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. Each client of CLEAR POINT ADVISORS INC. signs a limited power of attorney so that CLEAR POINT ADVISORS INC. may execute trades on their behalf, in furtherance of the client's investment policies. Such trades are exercised with discretion, unless specified in writing by the client.

17. Voting Client Securities

Proxy Votes

CLEAR POINT ADVISORS INC. does not vote proxies on securities. Clients are expected to vote their own proxies. Clients will receive their proxies and other solicitations directly from their custodian or from the transfer agent.

When assistance on voting proxies is requested, CLEAR POINT ADVISORS INC. will provide recommendations to the Client. Please contact your advisor if such assistance is desired. If a conflict of interest exists, it will be disclosed to the Client.

18. Financial Information

Financial Condition

CLEAR POINT ADVISORS INC. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because CLEAR POINT ADVISORS INC. does not serve as a custodian for client funds or securities, and does not require prepayment of fees.

CLEAR POINT ADVISORS INC. and its advisors has never been the subject of a bankruptcy petition at any time.

19. Privacy Policy Notice

CLEAR POINT ADVISORS INC. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, and information about transactions between you and third parties, such as lending institutions. We use this information to help you meet your personal financial goals.

With your permission, we may share limited information to attorneys, accountants, and mortgage lenders with whom you have established or are considering a relationship. You may opt out from our sharing information, or terminate our sharing of information, with these nonaffiliated third parties by notifying us at any time in writing, by mail, fax, or email. With your permission, we share a limited amount of information about you with the custodian or other brokerage firm that we use to place trades for your account.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our dealings with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be

maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Policy Notice to you annually, in writing.

CLEAR POINT ADVISORS INC. shares some of its office space in its Jericho, Long Island headquarters with Kenneth Hauptman, CPA. We take steps designed to ensure the security and integrity of client information from all outside third parties.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

CLEAR POINT ADVISORS INC. requires that advisors in its employ have a bachelor's degree and encourages further coursework or job experience demonstrating knowledge of financial planning and tax planning. Examples of desirable further course work include an MBA, a CFP®, a CFA, a ChFC, JD, or CPA designation.

There are no disciplinary actions, pending or past against any principal or officer of CLEAR POINT ADVISORS INC.

Below are the professional biographies of the advisors and officers of CLEAR POINT ADVISORS INC.

Steven C. Brill ChFC, JD, LLM—President

Mr. Brill has served as President of CLEAR POINT ADVISORS INC. (and under its predecessor name, Steven Brill Advisors, Inc.) since February 1998. From 1999 to 2008, Steven also served as a Managing Director of the Registered Investment Advisor firm of Spielberger, Dampf, Brill & Levine LLC. Mr. Brill was born in 1953.

Mr. Brill's earlier employment includes working as a senior tax and legal advisor in the corporate headquarters of the Metropolitan Life Insurance Company from 1979 - 1984. Mr. Brill then served as acting director of the personal financial planning department at Dean Witter Reynolds during 1985 and 1986. Mr. Brill joined Chemical Private Bank (Chase) as a financial and investment advisor during 1987 and served in several positions, including VP-Director of the Private Advisory Services unit, until 1998.

Mr. Brill received a B.A. degree from Boston University *cum laude* in Philosophy. He is admitted to practice as an attorney with the New York State Bar and U.S. Tax Court and holds a Masters in Law degree (LL.M) in Taxation from New York University. He also holds the Chartered Financial Consultant (ChFC) designation and previously held various industry designations including the FINRA Series 7 licenses. The ChFC designation is granted upon successful completion of courses in various areas of personal finance. Mr. Brill has held a Real Estate Broker license in NY, and he is a

notary public. His professional biography is listed in Who's Who in Finance and Industry, Who's Who in American Law and Who's Who in America.

Mr. Brill serves as President of CLEAR POINT ADVISORS INC. His business activities at Clear Point are supervised by Robert Levine, the firm Chief Compliance Officer. Substantially all of Mr. Brill's income is derived from his activities at CLEAR POINT ADVISORS INC.

Mr. Brill currently serves as Chairman of the not-for-profit agency, Community Housing Innovations, Inc. He has served as a Director of CHI since 1994. CHI's mission is to help provide affordable housing in the New York area. The agency currently employs about 175 individuals.

Mr. Brill currently serves as President of the Hillpark Columns Housing Corporation, a residential cooperative building. He formerly served as President of the Wychwood Owner's Corporation.

For 2010, Mr. Brill was ranked in the top 30 in his Men's Senior National division and #1 in the Eastern section by the U.S. Tennis Association.

Barry Dampf —Managing Director

Prior to joining Clear Point Advisors, Barry Dampf was a principal at the Registered Investment Advisor firm of Spielberger Dampf Brill & Levine LLC. Earlier, Mr. Dampf served as a Vice President and Senior Portfolio Manager with Chase Private Bank's Private Advisory Services for seven years. Mr. Dampf was born in 1961.

Mr. Dampf's earlier career in Finance, Investments and Accounting was with a Big Six accounting firm where he specialized in Financial Services Companies. Mr. Dampf began his investment career in 1983 with Smith Barney Shearson as an Account Executive and Investment Specialist.

Mr. Dampf graduated with a B.S. in Finance and Economics from the State University of New York at Albany and holds an M.B.A. in Accounting. In 1990, Barry earned the CPA designation and is a former member of the American Institute of the American Institute of Certified Public Accountants. **Barry is not current registered or acting as a CPA.**

Mr. Dampf is also owner of Harborstone Development, Inc., a custom home builder firm. Barry no longer allocates any significant time to these activities.

Mr. Dampf is a Managing Director at CLEAR POINT ADVISORS INC. He is supervised in his business activities at CLEAR POINT ADVISORS INC. by Robert Levine, CCO, who reviews Mr. Dampf's work through frequent office interactions. The firm's President, Steven Brill, also reviews Mr. Dampf's activities.

Robert Levine—Director, Chief Compliance Officer

Prior to joining Clear Point Advisors, Robert Levine was a principal at the Registered Investment Advisor firm of Spielberger Dampf Brill & Levine LLC. Mr. Levine was born in 1968.

Earlier, Mr. Levine was a Senior Financial Analyst at The Long Island Savings Bancorp and the Jerry and Ketchum advertising agency. Formerly, Mr. Levine was the Investment Operations Manager of Chemical Private Bank's Private Advisory Services Group. Mr. Levine's earlier experience in finance and accounting was with Chemical Bank's Internal Financial Audit Division.

Mr. Levine graduated with a B.B.A. in Banking and Finance and has completed the majority of his course work for his M.B.A. in Finance at Hofstra University. In addition, he has completed the Boston University program for Financial Planners. Mr. Levine is working towards obtaining certification from the Certified Financial Planners Board of Standards. He is a member of the Financial Planning Association (FPA).

Mr. Levine is a Director and Chief Compliance Officer at CLEAR POINT ADVISORS INC. He is supervised in his business activities at CLEAR POINT ADVISORS INC. by Steven Brill, President, who reviews Mr. Levine's work through frequent office interactions as well as remote interactions. Mr. Brill also monitors Mr. Levine's activities through review under CLEAR POINT ADVISORS INC.'s client portfolio management system.

Charles A. Kerner, CPA—Director

Mr. Kerner is the newest member of Clear Point, joining the firm in January 2011 as an officer of the firm. Mr. Kerner was born in 1952.

Mr. Kerner received his Juris Doctorate law degree in 1978. After passing the New York State Bar Exam he worked for a certified Public Accounting firm specializing in estate planning. In 1982 he began his own legal and CPA

accounting practice, which he continues in addition to his activities at CLEAR POINT ADVISORS INC. Mr. Kerner seeks to expand the range of services to his accounting clients to include investment advisory services accessed through CLEAR POINT ADVISORS INC., where appropriate.

Mr. Kerner is admitted to practice before the U.S. Tax Court and has represented clients in various matters before that tribunal.

His activities as a solicitor at Clear Point are supervised by Robert Levine, the firm Chief Compliance Officer.