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PRIMESOLUTIONS FINANCIAL SERVICES  
CORPORATION

3415 West Chester Pike

Suite 204

Newtown Square, PA 19073

610-886-4320

March 9, 2012

This Brochure provides information about the qualifications and business practices of PrimeSolutions Financial Services Corporation “Advisor”. If you have any questions about the contents of this Brochure, please contact us at 888-333-1359. 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.

PrimeSolutions Financial Services Corporation is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about PrimeSolutions Financial Services Corporation also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 9, 2012 is a document prepared according to the SEC’s new requirements and rules.

There have been no material changes since our last brochure dated March 9<sup>th</sup>, 2011. The only change in this brochure is the amount of assets under management found on page 1.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Compliance at 888-333-1359.

Additional information about PrimeSolutions Financial Services Corporation is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with PrimeSolutions Financial Services Corporation who are registered, or are required to be registered, as investment adviser representatives of PrimeSolutions Financial Services Corporation.

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#### **Item 4 – Advisory Business**

PrimeSolutions has been registered and has provided investment advice since 2004. James R. Smith is the principal owner and Managing Director.

PrimeSolutions provides investment advice to institutions and individuals.

Depending on client wishes we may manage investment advisory accounts not involving supervisory services. This is arranged on a case-by-case basis.

PrimeSolutions will determine which securities to purchase or sell in accordance with each client's objectives and risk tolerance. PrimeSolutions will make all securities transactions pursuant to limitations outlined in written agreements between PrimeSolutions and its clients.

PrimeSolutions will determine the amount of securities to purchase or sell in accordance with each client's objectives, tax considerations, general principals of diversification and pursuant to the terms outlined in the written agreement between PrimeSolutions and a client.

PrimeSolutions provides investment services to clients in a wrap fee program sponsored by another organization. The wrap accounts are specifically managed using our Large Cap Growth style of investing. Individually managed accounts are tailored to the needs of individual clients.

PrimeSolutions currently manages \$24,196,000.00 on a discretionary basis as of March 8, 2012.

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## Item 5 – Fees and Compensation

Table 1 presents PrimeSolutions typical fee schedule.

Table 1 – Annual Assets Under Management

◆ 1.00% on the first \$10,000,000.00
◆ 0.75% on the next \$15,000,000.00
◆ 0.50% on assets over \$25,000,000.00

PrimeSolutions negotiates fees with each client based on clients' annual assets under management. Fee levels will depend on the size of the client's account, particular client needs and other factors. Fees for client accounts will be paid quarterly in arrears based on the assets under management on the last day of the calendar quarter. In some cases, fee arrangements may be subject to an annual minimum, structured as a fixed annual fee.

All fees are subject to negotiation.

The specific manner in which fees are charged by PrimeSolutions is established in a client's written agreement with PrimeSolutions. Clients may also elect to be billed directly for fees or to authorize their Custodian to directly debit fees from client accounts. Clients that elect to authorize their Custodian to directly debit fees from their accounts are required to give PrimeSolutions written authorization to deduct advisory fees from the account held by the qualified Custodian. PrimeSolutions sends the qualified custodian written notice of the amount of the fee to be deducted from the client's account and PrimeSolutions sends the client a written invoice itemizing the fee, including the formula used to calculate the fee, the time period covered by the fee and the amount of assets under management on which the fee was based. Management fees shall not be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable.

PrimeSolution's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties

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such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of and in addition to PrimeSolution's fee, and PrimeSolutions shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that PrimeSolutions considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

PrimeSolutions does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### **Item 7 – Types of Clients**

PrimeSolutions provides portfolio management services to individuals and institutions. PrimeSolutions generally requires a minimum account value of \$100,000.00 in order to be able to diversify a portfolio. This minimum may be negotiated if PrimeSolutions believes the account would be able to reach the minimum level based on client contributions over a two year period. PrimeSolutions will also make exceptions for accounts of family members of a qualified client.

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

PrimeSolutions will tailor a portfolio for each specific client based upon the client's investment objectives, goals, time horizon and risk tolerances. Each client portfolio will predominantly consist of stocks, bonds and money market funds. However, other investment products such as exchange traded funds, options on securities or mutual funds may be used.

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From time to time, and where suitable to client circumstances and preferences, we may use short-term strategies, including covered option writing, option purchases, or hedging against down markets.

We believe that stock prices follow earnings over the long run. Therefore, we keep our clients' assets invested primarily in companies whose financial strength, proven management teams and industry leadership have historically produced reliable, consistent and sustainable long-term earnings growth. It is our belief that a diversified equities portfolio of growth companies, as well as high-quality bonds, will provide above average returns over the long term. Our goal is to build and protect the purchasing power of our clients' assets over time by offering growth-oriented portfolios with lower volatility. Our commitment to this discipline has provided our clients with consistent returns while controlling risk over the long term.

PrimeSolutions uses a combination of fundamental and technical analysis methods to assess risks and opportunities in the capital markets. Fundamental data help us identify companies, industries, and sectors with compelling financial characteristics. Technical data help us identify securities with attractive supply/demand characteristics. Throughout our investment process, we review numerous sources of information. Sources of information used in evaluating an investment strategy include financial newspapers and magazines, financial data reporting services, rating services, SEC reports and filings, research material prepared in-house and by outside sources, annual reports and prospectuses, professional conferences, and company press releases.

Our equity investment strategy employs a disciplined, growth-oriented approach utilizing bottom-up fundamental analysis. Portfolios are comprised of high quality, large capitalization companies with consistent, above- average earnings growth rates and reasonable valuations. We seek companies that are well-managed, financially sound, industry leaders with proven track records. We believe that a diversified portfolio of growth-oriented companies will provide above-average returns over a full market cycle, defined as 3 to 5 years.

Our process of identifying possible equity investments begins with the screening of a universe of U.S. traded equity securities with a market capitalization of over \$1 billion. We screen on various criteria such as revenue growth, earnings and cash flow growth, price earnings ratios, and other similar criteria. We utilize a fundamental investment analysis approach evaluating a company's business economics, industry leadership, management, balance sheet, consistency of earnings growth, and valuation relative to its industry and the stock market as a whole. The end result is a well diversified portfolio of 25-35 industry-leading companies with predictable and sustainable long-term earnings growth.

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Having a diversified portfolio is one of several means of controlling risk. Another measure is to have a well-defined sell discipline. We would sell a position if there are negative changes in the company's or industries' fundamentals. We will trim appreciated positions to control exposure to an individual company. We will sell a position if our price target is met, or if there are more attractive opportunities available elsewhere.

PrimeSolution's fixed income philosophy is based on managing our fixed income portfolios to produce conservative and risk adjusted returns. We invest in US treasury securities, government agencies, investment grade corporate bonds, and investment-grade municipal issues. We seek to take advantage of opportunities in the yield curve and in bond spreads. Our goal is to preserve principal, compound interest and produce superior results. We employ a disciplined approach utilizing credit analysis, and risk management. We analyze the yield curve to improve portfolio income and return, and to select securities between fixed income sectors. We stress short and intermediate maturities, and focus on high quality securities. We constantly review and monitor portfolio securities to control risk. We have developed separate approaches for taxable and tax-exempt investors.

Our Balanced Portfolio Strategy involves a customized blend of our equity investment discipline with a fixed income component. Our principal objective is the growth and protection of client assets while providing income for any short-term cash needs. Balanced portfolios are fully invested and structured with a balance that best meets each client's needs. We utilize a strategic approach towards asset allocation to reinvest dividends, interest, and security sale proceeds at a fixed allocation, thus eliminating the risk of market timing.

Through fundamental equity research we select companies that demonstrate industry leadership and strong, sustainable earnings growth at reasonable valuations. The equity portion of the portfolio typically consists of approximately 25-35 stocks. Our fixed-income assets include high-quality, short to intermediate-term bonds. The fixed income portion of portfolio consists of a combination of treasuries, government agency, municipal bonds and investment grade corporate bonds.

## **Investment Risks**

Investing in securities involves risk of loss and possible loss of principal. Clients should be prepared to bear such possible risks. Past performance does not guarantee future results.



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Annual portfolio turnover has historically been relatively low, that is under 33% per year. However, market conditions could warrant a change in portfolio turnover at any time. Client should be aware that portfolio turnover could increase, thereby increasing trading costs.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PrimeSolutions or the integrity of PrimeSolutions' management. PrimeSolutions has not received any disciplinary actions.

### **Item 10 – Other Financial Industry Activities and Affiliations**

The primary owner of PrimeSolutions, James R. Smith, is also the President and primary owner of PriSol Securities Inc., a registered Broker-Dealer. PrimeSolutions does not utilize PriSol Securities for purchasing or selling securities in advisory client accounts, minimizing any conflict of interest.

PrimeSolutions also acts in an agency capacity on behalf of banks and institutions to establish relationships with Primary Dealers to process repurchase transactions. PrimeSolutions also provides consulting/analytical support to these institutions.

PrimeSolutions has in the past provided various business consulting services to institutional clients. Those services included: asset allocation studies and investment policy development; review and negotiation of banking relationships; review of client's treasury and investment functions; forensic accounting services; litigation support services; and business valuation services.

### **Item 11 – Code of Ethics**

PrimeSolutions has adopted a Code of Ethics, pursuant to SEC Rule 204A-1 for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the

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confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at PrimeSolutions must acknowledge the terms of the Code of Ethics annually, or as amended.

PrimeSolutions anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which PrimeSolutions has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which PrimeSolutions, its affiliates and/or clients, directly or indirectly, have a position of interest.

PrimeSolutions' employees and persons associated with PrimeSolutions are required to follow PrimeSolutions' Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of PrimeSolutions and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for PrimeSolutions' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of PrimeSolutions will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of PrimeSolutions' clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between PrimeSolutions and its clients.

PrimeSolutions currently does not have any affiliated accounts. If in the future, PrimeSolutions decides to begin investing for its own account the account may trade in the same securities with client accounts on an aggregated basis when consistent with PrimeSolutions' obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. PrimeSolutions will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially

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filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order. PrimeSolutions will notify its clients if and when it decides to open an affiliated account.

PrimeSolutions' clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our compliance official, James R. Smith at 1-888-333-1359.

It is PrimeSolutions' policy that the firm will not affect any principal or agency cross securities transactions for client accounts. PrimeSolutions will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account.

An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

At present time PrimeSolutions does not engage in soft dollar transactions. Should PrimeSolutions decide to change this policy, soft dollar benefits will not be proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

PrimeSolutions will select brokers, absent client direction, based upon PrimeSolutions judgment of the best execution of the transaction. PrimeSolutions will base this determination on reasonableness of commission rate, commensurate with services offered, including(1) quality of execution as evaluated in terms of past experience and reputation;

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(2) accuracy and speed of oral and written confirmations and monthly statements; (3) demonstrated capacity for prompt and timely delivery of cash and securities; (4) capital and financial resources of the brokerage firm relative to the volume of customer transactions; and (5) statistical monitoring of the portfolio.

Clients, who direct PrimeSolutions to utilize specific brokers, either in whole or in part, or by stated preference, may limit and even preclude PrimeSolutions' ability to negotiate the commissions and otherwise obtain "best execution".

PrimeSolutions may aggregate multiple private account orders into larger blocks for execution at more favorable commission rates due to volume discounts. Accounts which participate in such block trades receive the average price of any partial execution of such block trades.

As a result of these practices, PrimeSolutions' clients who direct brokerage transactions will often pay higher commission rates than those clients who grant broker selection discretion to PrimeSolutions.

In allocating brokerage transactions, PrimeSolutions will consider the cost of execution as well as other factors, such as the value of brokerage and any research services that a particular broker may provide from which PrimeSolutions' clients may derive value. Consequently, PrimeSolutions may in good faith determine that paying more than the lowest available commission is in the best interests of its clients where the amount of the commission is reasonable in relation to the value of the brokerage and research services provided.

The brokerage and research products and services that PrimeSolutions may obtain from or through the brokers selected by PrimeSolutions include: publications and other writings addressing the value of securities, the advisability of investing in, purchasing or selling securities, various industries, economic factors and trends, portfolio strategies and account performance; and/or services incidental to securities transactions such as clearance and settlement. As discussed above, by virtue of obtaining these additional products and services, PrimeSolutions' clients may pay higher commissions than would be obtainable from other brokers, provided, however, that in all such cases PrimeSolutions will in good faith determine that the additional cost is reasonable in relation to the additional value to be received.

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Products and services obtained in this manner as a result of paying higher commissions are considered to have been paid for by PrimeSolutions with soft dollars. The brokerage and research products and services obtained with soft dollars may be of value to PrimeSolutions in advising to its clients, although not all of these services are necessarily useful or of value to PrimeSolutions in advising all of its clients. If PrimeSolutions were to enter into a soft dollar arrangement and some of PrimeSolutions' clients specifically instruct PrimeSolutions to use designated brokers, those clients will benefit from the research products and services provided by other brokers selected by PrimeSolutions but do not bear any of the soft dollar costs associated therewith.

As a result, if PrimeSolutions were to enter into a soft dollar arrangement, those clients who provide PrimeSolutions with complete discretion in the selection of brokers effectively subsidize those clients who retain discretion in the selection of brokers because clients who retain discretion in the selection of brokers receive such research products and services but do not bear any of the soft dollar costs associated therewith.

PrimeSolutions does, on occasion, receive client referrals from a SEC registered Broker-Dealer for their Tennessee based clients. Because PrimeSolutions has an incentive to select a broker-dealer based on an interest in receiving client referrals rather than on clients' interest in receiving favorable execution, this could create a conflict of interest. To ensure the PrimeSolutions is acting in the best interest of its clients the aforementioned practices in determining broker-dealer selection are strictly adhered to.

### **Item 13 – Review of Accounts**

Investment advisory accounts are formally reviewed at least quarterly, by the Chief Investment Officer. Some portfolios are reviewed more frequently depending on factors including market and economic conditions, changes to performance of individual securities or issuers, changes in client objectives, guidelines or financial circumstances as communicated to PrimeSolutions, or changes in investment strategies generated by PrimeSolutions, among others. Reviews generally include analysis of account performance, comparison with relevant standards and review of account objectives and guidelines. The composition and number of reviewers could vary depending in part on the type of account, amount of assets and nature of investment goals and objectives of clients.

For our investment advisory accounts, PrimeSolutions provides reports on a quarterly or monthly basis or as requested by the client. Portfolio reports generally include information relating to the performance of their account during the recent period and since inception.

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PrimeSolutions may also distribute economic or financial markets commentaries and other materials periodically. Special reports may be prepared to meet specific client requirements.

#### **Item 14 – Client Referrals and Other Compensation**

Our most successful form of receiving new clients is through an introduction by existing clients. If PrimeSolutions were to pay for solicitors, we would not use solicitors in Pennsylvania until such time as they are properly registered under the 1972 Act.

#### **Item 15 – Custody**

Clients should receive at least quarterly statements or online access to their account from the custodian that holds and maintains client's investment assets. Clients should carefully review those statements and/or online transactions.

PrimeSolutions does not provide custody services or receive cash or securities on behalf of its clients. In order to provide on-line viewing of account information, consolidation of client information, tax reporting, and brokerage services, we use Aintree Capital LLC, through their custodian, Pershing LLC. If a client has their own brokerage and/or custodial relationship, we will work through their relationship to provide our investment service.

#### **Item 16 – Investment Discretion**

PrimeSolutions receives discretionary authority from the client at the onset of an advisory relationship to select the identity and amount of securities to be bought and sold in the construction of the portfolio. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, PrimeSolutions observes the investment policies, limitations and restrictions of the clients for which it advises.

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Investment guidelines and restrictions must be provided to PrimeSolutions in writing.

#### Item 17 – Voting Client Securities

PrimeSolutions accepts the authority to vote client securities.

Clients may obtain a copy of PrimeSolution’s complete proxy voting policies and procedures upon request. Clients may also obtain information from PrimeSolutions about how we voted any proxies on behalf of their account(s).

The following information is an excerpt from our Policy Manual providing a general overview of our proxy voting policies:

PSFSC strives to vote all proxies in the best economic interests of its clients. The decision of how to vote follows the same criteria PSFSC uses in managing client accounts – to vote for proposals in such a manner that, in PSFSC’s opinion, will increase shareholder value.

A. General Overview

In evaluating a particular proxy proposal, PSFSC takes into consideration, among other items:

- (1) PSFSC’s determination of how the proxy proposal will impact our clients;
- (2) The period of time over which shares of the company are expected to be held in the client’s portfolio;
- (3) The size of the position;
- (4) The costs involved in the proxy proposal; and
- (5) Management’s assertions regarding the proxy proposal.

B. Support of Management’s Recommendations

PSFSC will generally support management’s recommendations on proxy issues, since management’s ability is a key factor we consider in selecting equity securities for client portfolios. PSFSC believes a company’s management should generally have the latitude to make decisions related to the company’s business operations. However, when PSFSC believes the company’s management is acting in an inconsistent manner with our clients’ best interests, we will vote against management’s recommendations.

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## Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about PrimeSolutions' financial condition.

PrimeSolutions has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## Item 19 – Requirements for State-Registered Advisers

PrimeSolutions requires any officer or employee who determines or gives investment advice to clients to demonstrate clear command of the firm's investment discipline, its principles and implementation, and its suitability for clients. PrimeSolutions takes its fiduciary responsibilities very seriously, and ensures to the maximum possible extent that its professionals meet high standards of financial sophistication as evidenced by education and/or experience.

Principal executive officers and management persons:

James R. Smith, Managing Director, 7/27/41

Mr. Smith has over 30 years of experience in the financial services industry. He is a registered Investment Advisor and holds a Securities General Principal License, is a Certified Financial Planner and received his Trust Graduate Certifications from Bucknell and Northwestern Universities. He also holds series 24 and 63 licenses. Mr. Smith is also the principal owner and President of PriSol Securities, Inc. Due to the limited activity of the Broker-Dealer, Mr. Smith spends approximately 10 minutes per day performing activities related to PriSol. Mr. Smith is Chairman of the Investment Advisory Committee.

Robert J. Vile, CPA, CFA, & Chief Investment Officer, 10/12/57

Mr. Vile joined PrimeSolutions in 2003. Mr. Vile manages the Investment Strategy and client portfolios at PrimeSolutions. Prior to PrimeSolutions, Mr. Vile was a Managing Director and Portfolio Manager at Trainer Wortham from 1998 to 2002. From 1994 to 1998, he served as Equity Portfolio Manager at Harleysville Asset Management. Prior to that, Mr. Vile had investment research and portfolio management responsibilities at Dai-ichi Kangyo Bank, Doylestown Health Foundation and Widmann, Siff & Co. Mr. Vile received his BS in Accounting from Susquehanna University in 1980. He received his Series



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7 and Series 63 securities licenses in 1984. Mr. Vile was awarded his professional designations, Certified Public Accountant in 1981, Chartered Financial Analyst in 1992, Series 65 Investment Advisor License in 1998, and Personal Financial Specialist in 2010. Investment Experience: 28 years. Mr. Vile is a member of the Investment Advisory Committee.

Robert J. Walker, 4/9/45

Rider University, B.S. advanced training Trust/Securities

PBA at Bucknell University, Advanced training at Northwestern University Senior Management Trust School.

30 years of industry experience at First Pennsylvania Bank – Senior VP, Trust department Vanguard – Senior VP; SEI – Senior VP; Fidelity Investments- Senior VP; Fairfield Group – President/CEO. Mr. Walker is a member of the Investment Advisory Committee.

Andrew J. Wellenbach, 7/10/52

The Wharton School, The University of Pennsylvania, MBA Finance

Kenyon College, B.A. Economics

First Vice President – Institutional Resident Manager, Merrill Lynch

Vice President, Merrill Lynch

Vice President, Goldman Sachs & Co.

Mr. Wellenbach is a member of the Investment Advisory Committee.

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Part 2B of Form ADV: Brochure Supplement

Item 1 - Cover Page    Part 2B of Form ADV: Brochure Supplement

**PrimeSolutions Financial Services Corporation**

**3415 West Chester Pike**

**Suite 204**

**Newtown Square, PA 19073**

**1-888-333-1359**

March 8, 2012

■ James R. Smith, CFP

■ Robert J. Vile, CFA, CPA

This Brochure Supplement provides information on our personnel listed above and supplements the PrimeSolutions Financial Services Corporation brochure. You should have received a copy of the Brochure.

Additionally, a Summary of Professional Designations is included with this Part 2B Brochure Supplement. The list is provided to assist you in evaluating the professional designations our investment professionals hold.

If you have not received our firm's Brochure, have any questions about professional designations or about any content of this supplement, please contact us at 888-333-1359.

Additional information about our personnel is available on the SEC's website at

[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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James R. Smith, CFP

Year of Birth: 1941

Principal

Managing Director

Owner

Item 2 – Educational Background and Business Experience

Designation:

- CFP (Certified Financial Planner)

Securities Licenses:

- Series 24, General Principal License

Education:

- Trust Graduate Certifications, Bucknell and Northwestern Universities

Business Background:

- Owner and Managing Director, PrimeSolutions
- Owner and President, PriSol Securities, Inc.
- Managing Director, Fairfield Group
- Vice President, PNC

Item 3 – Disciplinary Information

James R. Smith has never had any disciplinary disclosures to be reported

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#### Item 4 – Other Business Activities

James R. Smith is also the owner operator of PriSol Securities, Inc. Due to the limited activity of the broker-dealer, James R. Smith spends approximately 10 minutes per day performing activities related to PriSol.

#### Item 5 – Additional Compensation

James R. Smith receives no outside compensation for providing advisory services solely from his responsibilities at PrimeSolutions and from no other source.

#### Item 6 – Supervision

James R. Smith reports directly to the PrimeSolutions Managing Members as disclosed on the cover page. You may contact the Managing Members at 1-888-333-1359

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Robert J. Vile

Year of Birth: 1957

Chief Investment Officer

Item 2 – Educational Background and Business Experience

Designation:

- CPA (Certified Public Accountant)
- CFA (Chartered Financial Analyst)
- PFS (Personal Financial Specialist)

Securities Licenses:

- Uniform Investment Advisor Law Exam, Series 65

Education:

- B.S. Accounting, Susquehanna University

Business Background:

- Chief Investment Officer, PrimeSolutions
- Managing Director and Portfolio Manager, Trainer Wortham
- Equity Portfolio Manager, Harleysville Asset Management

Item 3 – Disciplinary Information

Robert J. Vile has no disciplinary disclosures to be reported

Item 4 – Other Business Activities

Robert J. Vile is currently not engaged in any other investment related business or occupation.

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#### Item 5 – Additional Compensation

Robert J. Vile receives compensation for providing advisory services solely from his responsibilities at PrimeSolutions and from no other source.

#### Item 6 – Supervision

Robert J. Vile reports directly to the PrimeSolutions Managing Members as disclosed on the cover page. You may contact the Managing Members at 1-888-333-1359

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**Part 2B Form ADV**  
**Brochure Supplement**

<b>Educational Degrees</b>	<b>Definition</b>	<b>Explanation</b>
B.S.	Bachelor of Science	An undergraduate academic degree .  awarded for completed courses
B.A.	Bachelor of Arts	An undergraduate academic degree  awarded for completed courses in either  the liberal arts, the sciences or both
M.B.A.	Masters of Business Administration	A post graduate degree awarded by  Universities

<b>Professional Designations</b>	<b>Definition</b>	<b>Explanation</b>
CFP®	Certified Financial Planner	<p>The Certified Financial Planner™, CFP® .  and federally registered CFP (with flame  design) marks (collectively, the “CFP®  marks”) are professional certification  marks granted in the United States by  Certified Financial Planner Board of  Standards, Inc. (“CFP Board”)</p> <p>The CFP® certification is a voluntary  certification; no federal or state law or  regulation requires financial planners to</p>

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hold CFP® certification. It is recognized .  
in the United States and a number of other  
countries for its (1) high standard of  
professional education; (2) stringent code  
of conduct and standards of practice; and  
(3) ethical requirements that govern  
professional engagements with clients.

Currently, more than 62,000 individuals  
have obtained CFP® certification in the  
United States

To attain the right to use the CFP® marks,  
an individual must satisfactorily fulfill the  
following requirements:

Education – Complete an advanced college-  
level

course of study addressing; the financial  
planning subject areas that CFP Board's  
studies have determined as necessary  
for the competent and professional delivery  
of financial planning services, and attain a  
Bachelor's Degree from a regionally accredited  
United States college or university (or its  
equivalent from a foreign university). CFP  
Board's financial planning subject areas  
include insurance planning and risk



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CFP®

Certified Financial Planner

management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning

Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;

Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

Continuing Education – Complete 30 hours of

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continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

CPA	Certified Public Accountant	<p>CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (typically 150 credit hours with at least a baccalaureate degree and a concentration in accounting), minimum experience levels (most states require at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination. In order to maintain a CPA license, states generally require the completion of 40 hours of continuing professional education (CPE) each year (or 80 hours over a two year period or 120 hours over a three year period). Additionally, all American Institute of Certified Public Accountants (AICPA) members<sup>[1]</sup> are required to follow a rigorous <i>Code of</i></p> <p>Professional Conduct which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's Code of Professional Conduct within their state accountancy laws or have created their own.</p>
CFA	Chartered Financial Analyst	<p>The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.</p>

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CFA

Chartered Financial Analyst

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must:

- Pass three sequential, six-hour examinations.
- Have at least four years of qualified professional investment experience.
- Join CFA Institute as members.
- Commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

#### High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

#### Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a

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prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

#### Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

PFS	Personal Financial Specialist	<p><a href="#">The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. A PFS credential holder is required to adhere to AICPA's Code of Professional Conduct, and is encouraged to follow AICPA's Statement on Responsibilities in Financial Planning Practice. To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.</a></p> <p>-</p>
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## Licenses

Series 7 General Securities	Required of an individual to become a Registered Representative of a broker-dealer in the United States	A general securities registered representative exam and license administered by the Financial Industry Regulatory Authority (FINRA) that entitles the holder to sell all types of securities products with the exception of commodities and futures
Series 24 General Principal License	A securities license entitling the holder to supervise and manage branch activities of a broker-dealer	The Series 24 exam is administered by the Financial Industry Regulatory Authority (FINRA) and covers topics such as corporate securities, real estate investment trusts, trading, customer accounts, regulatory guidelines and more. An individual must have passed the Series 7 exam first.
Series 65 Uniform Investment Advisor Law Examination	A securities license required in most states for individuals to act as an investment advisor	The Series 65 exam covers state laws, regulations, ethics and knowledge on specific investment products.

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