

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
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Hours per response... .4.07

Name of Investment Adviser:

Pinnacle Investments, LLC.

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

507 Plum St. Suite 120**Syracuse****NY****13204****(315) 251-1101**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV
Part II - Page 2

Applicant: Pinnacle Investments, LLC.	SEC File Number: 801-67860	Date: 10/08/2010
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1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. **Estimate**
(See instruction below.)

Applicant:

- | | |
|--|---------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | <u>80%</u> |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | <u> </u> % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | <u>20%</u> |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | <u> </u> % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | <u> </u> % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u> </u> % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u> </u> % |
| <input type="checkbox"/> (8) Provides a timing service | <u> </u> % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | <u> </u> % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
--	---	-----------------------------

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Part II - Page 3

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input checked="" type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| G. Investment company securities: | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☒ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input checked="" type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☒ ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 5**

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please refer to Schedule F, Item 11.A.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Please refer to Schedule F, Item 11.B.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities unless applicant is registered or registering only with the Securities and Exchange Commission; or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Pinnacle Investments, LLC.

IRS Empl. Ident.No.:

20-5319494

Item of Form
(identify)

Answer

Items 1.D., 10, 12.A.1,
12.A.2., 12.A.3.,
12.A.4., 12.B

Advisor Pro Program

Advisor Pro is a discretionary investment account solution. It is an "advisor as portfolio manager" program that offers Investment Advisor Representatives (IARs) of PI the ability to implement a fee-based management program using a broad range of investments including, but not restricted to, mutual funds, ETFs, publicly traded REITs and partnerships, stocks, bonds, and options to achieve clients' investment objectives within one consolidated account. The minimum account size is \$25,000. Accounts with assets under \$25,000 may be established on a case-by-case basis. Each IAR has his or her own investment approach which they use to create investment portfolios designed to achieve their clients' investment goals.

Transactions for client accounts will be executed independently, unless the IAR decides to purchase or sell the same securities for several clients at approximately the same time, in which case the IAR may (but is not obligated to) combine or "batch" such orders to equitably allocate among clients the difference in price that might have been obtained had such orders been placed independently. When batched, transactions will be averaged priced and will be allocated among the IAR's clients in proportion to the purchase and sale orders placed.

During any month in which there is activity in the account, the client will receive a monthly account statement from the custodian showing account activity and positions in the account at month-end. In addition, the client may receive a confirmation of each transaction that occurs within the account depending on whether or not the client has authorized the suppression of confirmations. Confirmations will contain the information required by SEC Rule 10b. Upon request, the client will also be provided with any additional trade information required by SEC Rule 10b-10(a). The client may or may not receive company proxies on their holdings depending on whether they have authorized the IAR to vote proxies on their behalf. The client may also receive a detailed quarterly performance report at the discretion of the IAR. Finally, the client will receive an annual tax reporting statement from the account custodian with respect to taxable accounts.

The client maintains full and complete ownership rights (for example the right to add or withdraw securities or cash and receive timely confirmations) to assets held in the account.

Fees

Client will pay an annual asset management fee outlined in the Fee Schedule section of the Advisor Pro Program Agreement. The fee is payable quarterly in advance, based on the average daily balance of the market value of the positions

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Pinnacle Investments, LLC.

IRS Empl. Ident.No.:

20-5319494

Item of Form (identify)	Answer
Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>held in the Account Group. The minimum annual Program fee under this agreement will be \$100.00. Accordingly, the Client may pay an effective rate that is greater than the rate specified. Should this Agreement be accepted on a date other than the first day of the quarter, the asset management fee will be calculated on a pro-rata basis for that quarter. The Client authorizes the Custodian to pay the fee directly to the Advisor from the Account Group. To satisfy fee, funds will be deducted from the Account Group and if necessary from liquidating holdings in the following order: cash positions; money market funds; or current positions in the Account Group. The Client may be responsible for additional costs including, but not limited to, transaction costs, clearing charges, ticket charges and/or custodial fees.</p> <p>The IAR has the discretion to discount fees. Management fees are separate and distinct from other fees that might apply, including transaction fees, underlying mutual fund fees and expenses paid to the fund by shareholders of the fund as outlined in each fund's prospectus, platform fees, and custodial fees.</p> <p>The Advisor and/or Portfolio Manager may receive additional compensation related to fees borne indirectly by the Client from mutual funds and/or New Issues held in the Account Group. The compensation may include, but is not limited to, 12(b)-1 distributions, selling concessions, and/or other compensation described in a relevant prospectus and/or offering circular.</p> <p>Responsibilities of Portfolio Manager: Portfolio Manager will assist Client in understanding the Program in light of Client's investment objectives and financial situation. Portfolio Manager will be available to discuss the Account Group during normal business hours and to answer questions about the Program. Portfolio Manager will manage the portfolio in accordance with the Client's investment objectives. Portfolio Manager has full trading discretion and final approval of all securities bought, sold, and held in the Account Group.</p> <p>Responsibilities of Client: Client will provide Portfolio Manager with full and complete information about Client's investment objectives and financial situation and will notify the Portfolio Manager promptly of any significant changes in the information provided. Client will establish a separate account(s) with a custodian ("Custodian") approved for participation in the Program.</p> <p>Responsibilities of Advisor: Where applicable, i.e. the Portfolio Manager and Advisor <i>are not</i> the same individual, the Advisor does not act in any other capacity, other than to provide servicing and reporting to the Client and the Portfolio Manager.</p>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Pinnacle Investments, LLC.

IRS Empl. Ident.No.:

20-5319494

Item of Form
(identify)

Answer

Items 1.D., 10, 12.A.1,
12.A.2., 12.A.3.,
12.A.4., 12.B
continued**Terms of Agreement**

The agreement may be terminated for any reason by any party effective upon receipt of written notice of such termination by the parties. There will be a pro-rata refund of any portion of the fees paid by the Client with respect to the quarter in which termination becomes effective. The Client will have immediate access to the assets in his or her Account Group, subject to any limitations or restrictions imposed by the Custodian.

Custody and clearing services are provided by National Financial Services LLC or Fidelity Brokerage Services LLC, members of NYSE & SIPC. Pinnacle Investments reserves the right to designate, from time to time, alternative clearing and custody arrangements. Custody of funds and securities is maintained by the various clearing firms and not by Pinnacle Investments

Managed Account Solution (MAS) Program

This is an Envestnet Asset Management, Inc. (Envestnet) investment advisory solution. It provides IARs with an extensive range of investment advisory services for implementing a fee-based management program including, Separately Managed Accounts (SMA), Mutual Fund Solutions (MFS), ETF Solution, Unified Managed Account (UMA), Multi-Manager Account (MMA), Manager Blends, PMC Select Portfolios, PMC Tactical ETF Portfolios, Enhanced Portfolio Strategies and PMC Ultra Short-Term Fixed Income Portfolio.

The MAS program includes the following sub-programs:

1. Advisor Directed Unified Managed Accounts
2. Advisor Directed Unified Managed Accounts Version 2
 - a. ICON Wrap Program
3. Strategic Advisor Portfolios
4. Multi-Manager Accounts
5. Separate Accounts
6. Sigma MMA
7. Advisor Model Management

Together these sub-programs may include:

- Assessment of the Client's investment needs and objectives
- Investment policy planning
- Development of an asset allocation strategy designed to meet the Client's objectives
- Recommendations on suitable style allocations

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

Pinnacle Investments, LLC.

IRS Empl. Ident.No.:

20-5319494

Item of Form
(identify)

Answer

Items 1.D., 10, 12.A.1,
12.A.2., 12.A.3.,
12.A.4., 12.B
continued

- Identification of appropriate managers and investment vehicles suitable to the Client's goals
- Evaluation of asset managers and investment vehicles meeting style and allocation criteria
- Engagement of selected asset managers and investment vehicles on behalf of the Client
- Ongoing monitoring of individual asset manager's performance and management (for approved SMA managers and mutual funds only)
- Review of Client accounts to ensure adherence to policy guidelines and asset allocation
- Recommendations for account rebalancing, if necessary
- Online reporting of Client account's performance and progress
- Fully integrated back office support systems to advisors, including custody, trade execution, and confirmation and statement generation, through National Financial Services, LLC.

The balance of this Managed Account Solution section is adopted from Envestnet Asset Management Inc.'s Form ADV Part II, Schedule H; September 2009 Registration number: 801-57260

The MAS Programs

For all Programs, the Client and the advisor compile pertinent financial and demographic information to develop an investment program that will meet the Client's goals and objectives. The Client's information is forwarded to Envestnet for review. Envestnet will analyze the information and recommend an appropriate strategy based on the Client's needs and objectives, investment time horizon, risk tolerance and any other pertinent factors. Envestnet's research team uses a number of proprietary analytical tools and commercially available optimization software applications in developing its asset allocation strategies.

Among the factors considered in designing these strategies are historical rates of risk and return for various asset classes, correlation across asset classes and risk premiums. Envestnet will then propose an overall strategy that includes asset allocation and investment portfolio recommendations for the asset classes. For clients in the SMA, the client is offered access to an actively managed investment vehicle chosen from a roster of independent asset managers (each a "Sub-Manager") from a variety of disciplines. Unlike a mutual fund, where the funds are commingled, a separately managed account is a portfolio of individually owned securities that can be tailored to fit the client's investing preferences. Envestnet will recommend individual asset managers and investment vehicles that correspond

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Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

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Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Pinnacle Investments, LLC.		IRS Empl. Ident.No.: 20-5319494
Item of Form (identify)	Answer	
Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>to the proposed asset classes and styles; such asset managers are referred to as "Approved Sub-Managers." Alternatively, an individual financial advisor may recommend managers in this program to the client based on that client's financial advisor's independent research and determination; such asset managers are referred to as "Available Sub-Managers." For certain Sub-Managers, Envestnet has entered into a licensing agreement with the Sub-Manager, whereby Envestnet performs administrative and/or trading duties pursuant to the direction of the Sub-Manager. In such situation the Sub-Manager is acting in the role of a Model Provider (as defined below). For a further description of Approved and Available Sub-Managers, please see the "Manager Evaluation" section below.</p> <p>For clients in the MFS, Envestnet will select one or more mutual funds based on Envestnet's recommended investment strategy. MFS is a fully discretionary, mutual fund asset allocation program offering a series of model portfolios positioned at various points along the risk/return spectrum. The client is provided with an initial allocation that corresponds to the individual client's goals and objectives. Once the client's assets are invested, Envestnet may add, remove or replace mutual funds at its discretion.</p> <p>For clients in the PMC Select Portfolio, the PMC Funds proprietary mutual fund family will be utilized for the appropriate investments based on each individual client's investment objective, strategies and risks. When appropriate, non-proprietary mutual funds may be used in the PMC Select Portfolio.</p> <p>For clients in the ETF Solution, Envestnet will select a portfolio of exchange-traded funds based on Envestnet's recommended investment strategy. ETF Solution is a fully discretionary, exchange-traded fund asset allocation program offering a series of model portfolios positioned at various points along the risk/return spectrum. The client is provided with an initial allocation that corresponds to the individual client's goals and objectives. Once the client's assets are invested, Envestnet may add, or remove or replace exchange-traded funds at its discretion.</p> <p>For clients in the PMC Tactical ETF Portfolios, Envestnet develops a diversified strategic portfolio of exchange-traded funds, using a blend of asset allocation technologies. The portfolio is then actively traded at Envestnet's discretion pursuant to a tactical strategy based on a series of macroeconomic, fundamental, risk and technical variables with the aim of adjusting asset class exposures opportunistically with market movements. The tactical model does not change the types of investments in the portfolio, only the allocation exposures in the particular asset classes.</p>	

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Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Pinnacle Investments, LLC.

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801-67860

Date:

10/08/2010

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Pinnacle Investments, LLC.		IRS Empl. Ident.No.: 20-5319494
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Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>For clients in the UMA, the client is offered a single portfolio that, like the MMA program, accesses multiple asset managers representing various asset classes, customized by the client's financial advisor. This investment model delivers the benefits of a traditional separately managed account in a single broadly-diversified portfolio for a minimum investment of \$150,000. Like the MMA, the asset allocation models for UMA are defined by Envestnet; however, in the UMA, the client's financial advisor customizes the portfolio by selecting the specific, underlying investment vehicles in the appropriate model to meet the client's needs. Envestnet provides overlay management services for UMA accounts and client directly owns the underlying securities in the portfolio.</p> <p>For clients in the MMA, the client is offered a single portfolio that accesses multiple asset managers representing various asset classes. This investment model delivers many of the benefits of a traditional separately managed account in a single broadly-diversified portfolio for a minimum investment of \$250,000, investing in a broad range of various asset classes and styles. Envestnet allocates the portfolio across investment asset classes and complementary asset managers to create a blend that fits the client's investment needs and risk tolerance. Envestnet provides overlay management services for MMA accounts and the client directly owns the underlying securities in the portfolio. A portion of the assets that make up the MMA Program may be invested in the PMC Funds, where appropriate, in conjunction with using multiple Sub-Managers and Investment Vehicles that comprise the investment models. Since Envestnet serves as the investment advisor to the PMC Funds, the amount that Envestnet receives with respect to MMA Program Assets that are invested in the PMC Funds may be greater than just the portion of the MMA Program Assets fee remitted to Envestnet. In order to address the economic incentive that Envestnet may have in investing MMA Program Assets in PMC Funds, when PMC Funds are utilized in the MMA Program, Envestnet makes a corresponding fee reduction to the fee that Envestnet charges for the MMA Program Assets that offsets the fees it receives as a result of those MMA Program Assets being invested in the PMC Funds. Envestnet may still recognize ancillary benefits in investing MMA Accounts in PMC Funds.</p> <p>For clients in Manager Blends, the client is offered portfolios consisting of models from multiple separate account managers for individual style categories for a minimum investment of \$100,000. By combining multiple managers across style and asset class into one portfolio, Manager Blends can deliver broader diversification than a single asset manager within an individual style category or asset class. Envestnet provides overlay management services for Manager Blends accounts and the client directly owns the underlying securities in the portfolio.</p>	

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Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

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801-67860

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any “in kind” assets that are transferred into the ETF Portfolios program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.

- For UMA, MMA, Manager Blends and Enhanced Portfolio Strategies, Envestnet generally will only use this grant of discretion as described in the previous circumstances for SMA, MFS and ETF Solution.

PMC Select Portfolios is a mutual fund asset allocation program available in the Program which consists of portfolios managed by Envestnet, using Envestnet’s proprietary PMC family of sub-advised mutual funds. Envestnet serves as the investment advisor to the PMC Funds. Features include professional money management, performance reporting, and associated services and support (such as trading, reconciliation, fee calculation, etc.). The PMC Funds consist of the following: Large Cap Growth; Large Cap Value; Small Cap Core; International Equity; Core Fixed Income; Tax-Free Fixed Income. Envestnet is responsible for developing, constructing and monitoring the asset allocation and portfolio strategy for each Fund. Envestnet manages the PMC Funds in a “manager of managers” approach by selecting and overseeing multiple managers who manage distinct segments of a market, asset class or investment style for each Fund. Please review the Fund prospectus for information on sales charges, expenses and management fees as well as any applicable breakpoint discounts.

Third Party Model Portfolios

In addition to the Programs, which use Envestnet’s proprietary investment models, Envestnet has retained sub-advisors for the purposes of creating asset allocation model portfolios (“Third Party Model Portfolios” or “Third Party Asset Allocation Strategists”). Such sub-advisors shall be referred to herein as “Model Providers.” Envestnet may, from time to time, replace existing Model Providers or hire others to create Third Party Model Portfolios. Clients acknowledge that Envestnet cannot guarantee the continued availability of Third Party Model Portfolios created by particular Model Providers.

The Model Providers are responsible for all investment selections made for the portfolios they create. It is up to the investor to select a Third Party Model Portfolio. Unless Envestnet affirmatively cites the Model Providers as “Approved”, Envestnet does not collect and report data on investment style and philosophy, past performance, and personnel of Model Providers (“Due Diligence”). Model Providers that are not listed as Approved are recommended to a client based on that client’s financial advisor’s independent research and determination. Envestnet does not represent or warrant that the performance of the

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Third Party Model Portfolios will match or exceed the performance of the models created by Envestnet's Investments Team or any benchmark index.

Model Providers may add or remove securities from their Third Party Model Portfolios from time to time in their sole discretion. The Model Providers will select and monitor the performance of the investments in their Third Party Model Portfolios and will periodically adjust and rebalance the Third Party Model Portfolios in accordance with their investment strategies. In managing the Third Party Model Portfolios certain Model Providers may pursue an investment strategy that utilizes underlying mutual funds or exchange traded funds advised by the Model Provider or its affiliate(s) ("Proprietary Funds").

In such situations, the Model Provider or its affiliate(s) may receive fees from the Proprietary Funds for serving as investment advisor or other service provider to the Proprietary Fund (as detailed in the Proprietary Fund's prospectus). These fees will be in addition to the management fees that a Model Provider receives for its ongoing management of the Third Party Model Portfolio and creates a financial incentive for the Model Provider to utilize Proprietary Funds. Clients should discuss any questions with or request further information from their financial advisor concerning the use of Proprietary Funds in Third Party Model Portfolios or the conflict of interest this creates.

Program Investments

For the Programs, Envestnet selects and monitors the Approved Sub-Managers that make investment decisions. Envestnet evaluates managers specializing in each of the asset categories listed, including equities (both domestic and foreign); corporate debt; commercial paper; certificates of deposit; municipal securities; mutual funds; real estate investment trusts; government securities; options; and futures.

Envestnet will recommend an asset allocation (and managers within an asset category) based upon the Client's needs and objectives. In some cases, money managers will supply Envestnet with a Third Party Model Portfolio, and Envestnet will invest Client assets accordingly, as more fully described above.

Envestnet reviews the investment strategies and performance of a wide range of managers. From time to time, managers of non-traditional or alternative investment strategies will be recommended to Clients meeting the appropriate suitability criteria. Examples of such investments include so-called "hedge" products and private equity placements.

At its discretion, Envestnet may utilize the services of third-party consultants in

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Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>clearing firm. In addition, the Client will receive a quarterly statement from Envestnet showing the allocation of the assets in the account as well as the performance of the account during the previous quarter.</p> <p><i>The Managed Account Solutions programs are intended to comply with Rule 3a-4 under the Investment Company Act of 1940. Each Client's account is managed on the basis of the Client's individual financial situation. Each Client has the opportunity to select the account's investment objective and impose reasonable restrictions on the management of the assets in the account. In addition, Clients will be contacted annually and notified quarterly, in order to confirm the accuracy of information regarding this Client.</i></p> <p>Fee Schedule</p> <p>Clients in the Programs pay a program fee ("Program Fee") from which Envestnet pays the sub-managers and any third-party service provider. The Program Fee may also include investment management services comprised of Client profiling, strategic asset allocation, style allocation, research and evaluation of asset managers, ongoing monitoring of manager and account performance, asset manager hiring and termination, account rebalancing, account reporting, and other operational and administrative services. However, Clients whose advisors perform the asset allocation themselves do not receive all of the services listed above, but pay a lower Program Fee.</p> <p>There is a minimum annual Program Fee charged per Account for participation in the Program. Other costs that may be assessed to the Client and that are not part of the Program Fee are described below in Other Issues Relating to Fees. The Program Fee does not include any advisory fee charged by advisors to their individual Clients. The Program Fee may not include certain fees charged by a broker or custodian used by that Client's advisor. In that case, those fees will be disclosed separately to the Client by NFS. Program Fees charged are calculated as an annual percentage of assets based on the market value of the account at the end of the quarter or as an average market value for the preceding quarter.</p> <p>Program Fees are charged on a calendar quarter basis in advance and prorated to the end of the quarter upon inception of the account or may be charged in arrears if using the average market value for the quarter. The level of the Program Fee will vary with the amount of assets under management and the particular investment styles and investment options chosen or recommended. Clients may receive comparable services from other sources for fees that are lower or higher than those charged by Envestnet. If there is insufficient cash in the Accounts at the time the Program Fee is to be debited from the Accounts, the Client understands and</p>	

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acknowledges that Platform Manager or Sub-Managers may sell an amount of Program Assets to generate sufficient cash to pay the Program Fee. This may create a taxable gain or tax loss for the Client.

If Program Assets are illiquid and Platform Manager or a designated Sub-Manager determines that the sale of Program Assets to pay the Program Fee is not feasible, Platform Manager will send the Client an invoice for the Program Fee for the quarter. For reporting only accounts or any other account that necessitates it, another designated Client account will be billed for the Program Fee. The Client agrees to pay this invoice within ten (10) days of receipt. The standard fee schedule for the Program's services is as follows, but may be negotiable in individual cases:

FEE SCHEDULE

	Amount	Equity/Balanced Portfolios	Fixed Income Portfolios	Mutual Funds*	Enhanced Portfolio Strategies*
First	\$ 250,000.00	0.95%-1.63%	0.75%-1.31%	0.30%-0.69%**	0.50%-0.63%
Next	\$ 250,000.00	0.80%-1.44%	0.70%-1.25%	0.30%-0.50%**	0.50%-0.63%
Next	\$ 500,000.00	0.68%-1.29%	0.60%-1.16%	0.25%-0.41%**	0.50%-0.63%
Next	\$ 1,000,000.00	0.57%-1.15%	0.53%-1.11%	0.22%-0.36%**	0.50%-0.63%
Next	\$ 3,000,000.00	0.53%-1.10%	0.50%-1.08%	0.20%-0.33%**	0.50%-0.63%
Over	\$ 5,000,000.00	0.50%-1.06%	0.47%-1.04%	0.18%-0.29%	0.50%-0.63%

	Amount	Mutual Fund/ETF Allocations	Third Party Models	Advisor Directed
First	\$ 250,000.00	0.35%-0.75%**	0.20%-0.88%	0.10%-1.31%
Next	\$ 250,000.00	0.35%-0.56%**	0.20%-0.69%	0.10%-1.31%
Next	\$ 500,000.00	0.31%-0.49%**	0.16%-0.60%	0.07%-0.94%
Next	\$ 1,000,000.00	0.27%-0.43%**	0.14%-0.53%	0.03%-0.88%
Next	\$ 3,000,000.00	0.23%-0.36%**	0.13%-0.45%	0.03%-0.86%
Over	\$ 5,000,000.00	0.20%-0.31%**	0.12%-0.38%	0.03%-0.85%

	Amount	Unified Managed Accounts (UMA)***	PMC Ultra Short-Term Fixed Income	Multi-Manager Account (MMA)**
First	\$ 250,000.00	0.55%-0.88%	0.20%-0.25%	1.15%-1.44%
Next	\$ 250,000.00	0.45%-0.63%	0.20%-0.25%	1.00%-1.25%
Next	\$ 500,000.00	0.38%-0.56%	0.20%-0.25%	0.83%-1.04%
Next	\$ 1,000,000.00	0.32%-0.49%	0.20%-0.25%	0.72%-0.90%
Next	\$ 3,000,000.00	0.28%-0.44%	0.20%-0.25%	0.61%-0.76%
Over	\$ 5,000,000.00	0.25%-0.41%	0.20%-0.25%	0.55%-0.69%

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* The fee charged depends on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicle. Please see the prospectus or related disclosure document for information regarding these fees.

** Envestnet or its affiliates may receive 12b-1 fees from mutual funds in which Clients invest. Fees charged with respect to mutual funds will be credited with the amount of any distribution or Rule 12b-1 fees Envestnet receives.

*** Add an additional 0.125% - 0.15% for each SMA model used in the UMA portfolio.

Other Issues Relating to Fees

The cost of investment advisory services provided through the Programs may be more or less than the cost of purchasing similar services separately. Among the factors impacting the relative cost of the program to a particular Client include the size of the account; the type of account (*i.e.*, equity or fixed income); the size of the assets devoted to a particular strategy; and the managers selected.

In some cases, investment advisors who recommend the Program to their clients may receive compensation from Envestnet as a result of their Clients' participation in the programs. This compensation may be more than what the advisor would receive if the client participated in other programs or paid separately for investment advice, brokerage and other services. Such individuals may therefore have a financial incentive to recommend the Program over other programs or services. However, the Program fees have not been increased to cover fees paid to those advisors.

The Program Fee does not cover certain charges associated with securities transactions in clients' accounts, including: (i) dealer markups, markdowns or spreads charged on transactions in over-the counter securities; (ii) costs relating to trading in certain foreign securities; (iii) the internal charges and fees that may be imposed by any collective investment vehicles, such as mutual funds and closed-end funds, unit investment trusts, exchange-traded funds or real estate investment trusts (such as fund operating expenses, management fees, redemption fees, 12b-1 fees and other fees and expenses. Further information regarding charges and fees assessed on collective investment vehicles may be found in the appropriate prospectus or offering document) or other regulatory fees; (iv) brokerage commissions or other charges imposed by broker-dealers or entities other than the custodian if and when trades are cleared by another broker-dealer; (v) the charge to carry tax lot information on transferred mutual funds or other investment vehicles, postage and handling charges, returned check charges, transfer taxes; stock exchange fees or other fees mandated by law, and (vi) any brokerage commissions

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or other charges, including contingent deferred sales charges ("CDSC"), imposed upon the liquidation of "in-kind assets" that are transferred into the Program. With respect to this latter type of charge, Envestnet may liquidate such assets transferred into a Program in its sole discretion. Clients should thus be aware that if they transfer in-kind assets into a Program, Envestnet may liquidate such assets immediately or at a future point in time and clients may incur a brokerage commission or other charge, including a CDSC. Clients also may be subject to taxes when Envestnet liquidates such assets. Accordingly, Clients should consult with their financial advisor and tax consultant before transferring in-kind assets into a Program.

In addition to the redemption fees described above, a Client may incur redemption fees, when the portfolio manager to an investment strategy determines that it is in the Client's overall interest, in conjunction with the stated goals of the investment strategy, to divest from certain Collective Investment Vehicles prior to the expiration of the collective investment vehicle's minimum holding period. Depending on the length of the redemption period, the particular investment strategy and/or market circumstances, a portfolio manager may be able to minimize any redemption fees when, in the portfolio manager's discretion, it is reasonable to allow a Client to remain invested in a Collective Investment Vehicle until expiration of the minimum holding period.

The Program Fee does not cover certain custodial fees that may be charged to clients by the Custodian. Clients also may be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services elected by clients. Accounts may be subject to transaction-based ticket charges assessed by the custodian for the purchase of certain mutual funds. Similarly, the Program Fee does not cover certain non-brokerage-related fees such as individual retirement account ("IRA") trustee or custodian fees and tax-qualified retirement plan account fees and annual and termination fees for retirement accounts (such as IRAs).

Some mutual funds assess redemption fees to investors upon the short-term sale of its funds. Depending on the particular mutual fund, this may include sales for rebalancing purposes. Please see the prospectus for the specific mutual fund for detailed information regarding such fees.

Termination

The Terms and Conditions for each Program contain termination provisions. An agreement may be canceled by either party at any time, for any reason, upon receipt of 30 days prior written notice. Clients will receive a prorated refund of any pre-

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Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>paid quarterly program fee, based upon the number of days remaining in the quarter after the termination date. Clients are not charged a liquidation fee if securities are to be delivered in-kind.</p> <p><u>Consulting Services Program</u></p> <p>Pinnacle Investments' Investment Advisor Representatives (IARs) may offer the following consulting services to clients on either an hourly or fixed fee basis:</p> <ol style="list-style-type: none"> 1. Comprehensive Financial Planning <ul style="list-style-type: none"> ○ Under this arrangement, the IAR will provide the client with a written, comprehensive financial plan that covers a broad range of planning analysis and issues specific to the client such as retirement, college planning, business investments, tax and protection planning. The IAR utilizes PI-approved computer-generated programs offered by certain third-party software vendors for financial analysis to provide general guidance toward accomplishing a stated investment goal. The maximum fee for this service is \$10,000. 2. Comprehensive Consultation <ul style="list-style-type: none"> ○ Under this arrangement, the IAR will provide evaluation, analysis, and recommendations to the client for a particular area of concern without the preparation of a written financial plan. The maximum fee for this service is \$250 per hour. 3. Assessment Consultation <ul style="list-style-type: none"> ○ Under this arrangement, the IAR provides general consulting services on issues such as investments, insurance, education and finance. The maximum fee is \$250. <p>Fees are negotiable. The client may choose to have fees debited on an hourly, flat, or fixed-fee basis, as well as in arrears or in advance, as may be selected by the client in the consulting services program agreement. The IAR may not charge a consulting fee to the client in an amount more than \$500 and six months or more in advance. The client is under no obligation to implement securities recommendations through the IAR. If the client implements any investment recommendations through an IAR, who is also associated with Pinnacle Investments as a registered representative, Pinnacle Investments and the IAR will receive additional commissions and/or fees for executing the client's transactions. This may create a conflict of interest for the IAR and Pinnacle Investments because the IAR and Pinnacle Investments would receive both the original consulting fee and the commissions or fees associated with the securities purchased or sold for the client.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:

Pinnacle Investments, LLC.

SEC File Number:

801-67860

Date:

10/08/2010

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Pinnacle Investments, LLC.

IRS Empl. Ident.No.:

20-5319494

Item of Form
(identify)

Answer

Items 1.D., 10, 12.A.1,
12.A.2., 12.A.3.,
12.A.4., 12.B
continued**Confidential Planning I, LLC**

Confidential Planning I, LLC is a registered investment advisory firm focused on bringing single provider 403(b) retirement plans to educators and employees of schools, hospitals and not-for-profit (501c) organizations. The IARs may offer Plan Sponsors with customized investment advisory services, diversified investment menus, consulting, reporting, and participant educational programs.

Retirement Services Program

The Retirement Services program offer IARs two options of assisting Plan Sponsors with some or all of the following; customized investment advisory services, diversified investment menus, consulting and reporting, and participant educational programs.

Investment Advisory Services (Option 1)

Confidential Planning I, LLC has a relationship with Benefit Plans Administrators in Utica, NY to provide recordkeeping services and third-party-administration services. Through the SmartChoice platform, the IAR provides investment advisory service and assist Plan Sponsors with developing a customized investment plan to fit the needs of individual plan participants. Confidential Planning I, LLC and the IAR may use a variety of mutual fund company shares (including no-load and load-waived mutual funds). Each plan will consist of a diversified mix of investment options to assist plan participants of the plan in meeting their individual needs. The mix and weightings of investments will be based on the available plan options and each plan participant's risk profile, investment objectives, and individual preferences. Each plan and plan participants will have the opportunity to meet with the IAR at periodic educational sessions and the plan will have the opportunity to review the assets in the plan periodically with the IAR. Plan participants will have the ability to either generate online account statements through the plan's Web site provided by the recordkeeping agent, or receive account statements from the recordkeeping agent, showing account activity, positions, and asset values held in the account no less frequently than quarterly. Additionally, participants can make changes to their investment allocation on a periodic basis, in accordance with the terms of the respective plan documents. The assets of each plan account will be held at a qualified custodian.

Minimum Account Size

There is no minimum account size requirement.

Fee Schedule

The maximum annual asset fee charged will be 125 basis points for advisory services. The IAR has the discretion to discount fees. Management fees are

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Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p>separate and distinct from other fees that might apply, including transaction fees, underlying mutual fund fees and expenses paid to the fund by shareholders of the fund as outlined in each fund's prospectus, and custodian fees. The Sub-TA fees and other forms of revenue sharing Fees received by the plan's administrator or qualified custodian from the fund companies will be used to directly offset the plan's administrative costs. Administrative costs that remain after the application of the fees are paid by the plan in accordance with the arrangement between the plan and the qualified custodian. Any fees remaining will be credited to the plan in accordance with the arrangement between the plan and the plan's administrator. The IAR does not participate in the fees.</p> <p><i>Fee Based Retirement Plan Service (Option 2)</i></p> <p>Plan Sponsors may retain the IAR to provide selected non-discretionary services for qualified plans. The IAR may provide one or more of the following consulting services: general information on legislative, Department of Labor and Internal Revenue Service matters of relevance to qualified plans; evaluation and recommendation of service providers, plan design, needs analysis, preparation of plan investment policy statement, performance analysis of investments or investment managers utilized by the plan, monitoring of investments selected by the Plan Sponsor for style drift and correlation with stated fund investment objectives, enrollment meetings for participants, ongoing investment education for participants regarding plan options, provide information and education in response to participant inquiries; provide individual financial and estate planning consultation to plan participants, and plan distribution consulting. All recommendations or investment advice provided by the IAR will be based upon the information provided by the Plan Sponsor and/or plan participant as applicable. The IAR will have no discretionary authority or control with respect to the plan or plan assets. The Plan Sponsor and plan participants are under no obligation and are solely responsible for implementing any of the IAR's recommendations with respect to plan assets. IAR will not provide trade execution services with respect to plan assets.</p> <p><i>Fee Schedule</i></p> <p>Fees are negotiable on a case by case basis and can be paid by either the employer or the employee. IARs have the ability to discount fees. Management fees are separate and distinct from other fees that might apply, including transaction fees, underlying mutual fund fees and expenses paid to the fund by shareholders of the fund as outlined in each fund's prospectus, and custodian fees.</p>	

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Item of Form (identify)	Answer
Items 1.D., 10, 12.A.1, 12.A.2., 12.A.3., 12.A.4., 12.B continued	<p><u>INVESTMENT DISCRETION</u></p> <p>For discretionary clients, Pinnacle Investments, LLC requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.</p> <p>Pinnacle Investments, LLC will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple clients' accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows Pinnacle Investments, LLC to execute equity trades in a timelier, equitable manner and to reduce overall commission charges to clients.</p>
Item 3.L.	As a registered broker/dealer, member FINRA and SIPC, registered representatives associated with Pinnacle Investments provide a variety of securities-related services which may include other incidental investment advice
Item 4.A.5	Pinnacle Investments and the IAR may perform various techniques in analyzing investments for advisory clients which may include, but are not limited to, answers 1, 2, 3, and 4.
Item 4.B.8	The IAR may use any number of sources to gather information, including financial newspapers and magazines, research materials and rating services. Also, the IAR may make referrals to various non-affiliated investments advisors and timing services based on information predominantly supplied by those advisors.
Item 4.C.7	<p>The IAR may introduce clients to various investment advisors which may use other investment strategies that are fully disclosed in the sponsor's offering material and disclosure documents.</p> <p>The IAR must satisfy, at a minimum, the experience and educational requirements set out by the individual states where they intend to offer services. This may require the IAR to obtain a series 65 or series 66/series 7 licenses. Pinnacle Investment will review the overall experience and perceived knowledge of the IAR candidate before accepting the IAR's application. Pinnacle Investments reserves the right to adopt additional requirements for persons offering advisory services through Pinnacle Investments.</p>

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Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

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Item of Form (identify)	Answer
Item 5.	At a minimum, individuals who provide advice to clients must meet all examination or experience requirements of the state(s) and/or jurisdiction(s) in which the individuals provide advisory services.
Item 6.	<p><u>EDUCATION & BUSINESS BACKGROUND</u></p> <p>GREGG A. KIDD BORN: 1962</p> <p>Education Graduated from Ithaca College in 1984 with a B.S. in Physical Education.</p> <p>Employment History President, COO and Director of Pinnacle Investments, Inc. from 09/95 to 11/06. President, COO and Director of Pinnacle Investments, LLC. from 11/06 to Present.</p> <p>DANIEL F. RAITE BORN: 1,948</p> <p>Education Graduated from SUNY at Oswego in 1983 with a B.S. in Business.</p> <p>Employment History Vice President, Secretary and CFO of Pinnacle Investments, Inc. from 09/95 to 11/06. Managing Partner, Secretary and CFO of Pinnacle Investments, LLC. from 11/06 to Present. Member of Pinnacle Advisors, LLC. from 10/96 to Present.</p> <p>DANIEL P. MODY BORN: 1971</p> <p>Education Graduated from SUNY Geneseo in 1993 with a B.A. in Mathematics. Certified Financial Planner Licensee in 1997.</p> <p>Employment History En Passant Financial Planning from 2001 to 2005. Vice President of Pinnacle Investments Inc. from 5105 to 11/06. Partner of Pinnacle Investments LLC. from 11/06 to Present.</p> <p>STEVEN R. PICKARD BORN: 1980</p> <p>Education Graduated from Mercyhurst College in 2002 with a B.A. in Business.</p> <p>Employment History AG Edwards from 05/02 to 09/03. Morgan Stanley from 09/03 to 04/04. Vice President of Pinnacle Investments, Inc. from 04/04 to 11/06. Partner of Pinnacle Investments, LLC. from 11/06 to Present.</p>

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Item of Form
(identify)

Answer

Item 7.A., 7.B., 7.C.,
8.A., 8.C.2., 8.C.3.,
8.D., 9.B. & 9.D.**OTHER BUSINESS ACTIVITIES AND AFFILIATIONS*****Pinnacle Holdings Company, LLC***

Pinnacle Holdings Company, LLC is the parent company of 1) Pinnacle Investments, LLC, 2) Confidential Planning I, LLC and 3) Pinnacle Capital Management, LLC. Pinnacle Holdings Company, LLC is partially owned by Unity Mutual Life Insurance Company, Syracuse, NY. Confidential Planning I, LLC is jointly owned by Pinnacle Holdings Company, LLC and Fiscal Advisors and Marketing Inc. Pinnacle Investments, LLC is affiliated with Pinnacle Advisors, LLC. Pinnacle Advisors, LLC is an SEC-registered investment advisor. The advisory services provided by Pinnacle Advisors, LLC are separate and distinct from the advisory services provided by Pinnacle Investments, LLC, or any other subsidiary of Pinnacle Holdings Company, LLC.

Confidential Planning I, LLC

Confidential Planning I, LLC is a registered investment advisory firm focused on bringing single provider 403(b) retirement plans to educators and employees of schools, hospitals and not-for-profit (501c) organizations. The IARs may offer Plan Sponsors with customized investment advisory services, diversified investment menus, consulting and reporting, and participant educational programs.

Pinnacle Capital Management

Pinnacle Capital Management (PCM) is a boutique investment management firm providing services to individual investors, corporations, pension funds, foundations, endowments, labor unions, insurance companies, healthcare organizations and governments. PCM specializes in managing equity, balanced and fixed income portfolios by identifying undervalued securities of well-known companies.

Sub-Advisory Services

PCM provides portfolio management services in the Pinnacle Investments' Pinnacle Capital Management Separately Managed Account Program (hereinafter "PCM SMAP"). PCM SMAP is a wrap fee program where Pinnacle Investments, LLC (hereinafter "PI") is the advisor and wrap fee program sponsor, and PCM is the sub-advisor responsible for portfolio management services. As part of its portfolio management services, depending on the version of the PCM SMAP agreement, PCM may vote proxies on behalf of participants. PCM is compensated by PI for providing portfolio management services for clients participating in the wrap fee program. The participants in PCM SMAP are clients of PI and not advisory clients of PCM. PI is responsible for assisting clients in understanding the wrap fee program in light of the client's investment objectives and financial situation; initially and on an ongoing basis. PI is also responsible for client

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Schedule F of**Form ADV****Continuation Sheet for Form ADV Part II**

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Pinnacle Investments, LLC.	801-67860	10/08/2010

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Item 7.A., 7.B., 7.C., 8.A., 8.C.2., 8.C.3., 8.D., 9.B. & 9.D. continued	<p>communication, portfolio reviews, client services, account maintenance, and communicating client portfolio strategy changes to PCM. PCM manages client portfolios in accordance with the portfolio strategy selected on the PCM SMAP agreement with full trading discretion, subject to written restrictions, and does not act in any other capacity.</p> <p><i>Sub-Advisory Services Fees</i></p> <p>PCM is compensated by PI as a sub-advisor for providing portfolio management services for clients participating in PCM SMAP. Generally, PI compensates PCM 0.50% of assets under management in the program annually. In certain circumstances, PI may compensate PCM at an alternative amount based on a mutually agreed upon fee for a particular PCM SMAP agreement. This may amount may be more or less than 0.50% annually.</p> <p><u>LakeWater Capital Management, LLC</u></p> <p>PCM is a partial owner of LakeWater Capital Management, LLC (hereinafter "LCM"). LCM manages the LakeWater Total Return Opportunity Fund, a private investment fund for accredited investors. As part of the Service Agreement between PCM and LCM, PCM provides back office operations, administrative support, compliance functions, IT infrastructure, human resource management, and employee benefits to LCM. In addition, PCM and LCM share office space, rent, and certain administrative costs. PCM may refer clients to LCM; conversely, LCM may refer clients to PCM. PCM may receive additional compensation from LCM for referrals that result in investment in LCM's fund.</p> <p>While PCM endeavors at all times put the interest of the clients first as part of its fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect judgment of PCM when making recommendations.</p> <p><u>Unity Mutual Life Insurance Company</u></p> <p>PCM is wholly owned by Pinnacle Holding Company, LLC, a holding company that is partially owned by Unity Mutual Life Insurance Company (Hereinafter "Unity"). PCM will not recommend insurance products to clients as part of its Investment Supervisory Services. Nevertheless, PCM may recommend Unity to advisory clients in need of insurance products or services. Conversely, Unity may recommend PCM to insurance customers in need of advisory services. No PCM client is obligated to use Unity for any insurance services and conversely, no insurance customer of Unity is obligated to use the advisory services provided by PCM. Insurance services provided by Unity are separate and distinct from the advisory services of PCM, and are provided for separate and typical compensation.</p>	

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Item of Form
(identify)

Answer

9.E.

Pinnacle Advisors, LLC

Pinnacle Advisors, LLC is a SEC-registered investment advisor and is affiliated with Pinnacle Investments, LLC. The affiliate CRD Number is 142910 and the affiliate Investment Adviser SEC File Number is 801-67860.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

It is the expressed policy of Pinnacle Investments, LLC that no person employed by Pinnacle Investments, LLC may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

Pinnacle Investments, LLC or individuals associated with Pinnacle Investments, LLC may buy or sell securities identical to those recommended to customers for their personal accounts. Additionally, any related person(s) may have an interest or position in a certain security (ies) which may also be recommended to a client.

As these situations represent a conflict of interest, Pinnacle Investments, LLC has established the following restrictions in order to ensure its fiduciary responsibilities:

1) No director, officer or employee of Pinnacle Investments, LLC shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of Pinnacle Investments, LLC shall prefer his or her own interest to that of the advisory client.

2) Pinnacle Investments, LLC maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer of Pinnacle Investments, LLC.

3) All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.

4) Pinnacle Investments, LLC emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where Pinnacle Investments, LLC is granted discretionary authority of the client's account.

5) Pinnacle Investments, LLC requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

6) Any individual not in observance of the above may be subject to termination.

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9.E. continued	<p>Pinnacle Investments, LLC will aggregate trades for itself or for its associated person with client trades, providing that the following conditions are met:</p> <ol style="list-style-type: none">1) Pinnacle Investments, LLC's policies for the aggregation of transactions shall be fully disclosed in this Form ADV and separately to Pinnacle Investments, LLC's existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;2) Pinnacle Investments, LLC will not aggregate transactions unless it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients and is consistent with the terms of Pinnacle Investments, LLC's investment advisory agreement with each client for which trades are being aggregated;3) No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Pinnacle Investments, LLC's transactions in a given security on a given business day, with transaction costs shared pro-rata based on each client's participation in the transaction;4) Pinnacle Investments, LLC will prepare, before entering an aggregated order, a written statement ('Allocation Statement') specifying the participating client accounts and how it intends to allocate the order among those clients;5) If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement; if the order is partially filled, it will be allocated pro-rata based on the Allocation Statement.6) Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment and the reason for different allocation is explained in writing and is approved by Pinnacle Investments, LLC's compliance officer no later than one hour after the opening of the markets on the trading day following the day the order was executed;7) Pinnacle Investments, LLC's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by, and bought and sold for that account;8) Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis; cash or securities held collectively for clients will be delivered Out to the custodian bank or broker-dealer as soon as practicable following the settlement;9) Pinnacle Investments, LLC will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation; and10) Individual advice and treatment will be accorded to each advisory client.	

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Item 11.A.	<u>REVIEWS AND REVIEWERS OF ACCOUNTS</u> All accounts are reviewed at least quarterly. The securities held in Portfolio Management accounts are reviewed continuously, and Portfolio Management accounts may be reviewed more frequently in the event of material market, economic or political events or changes in the client's individual circumstances. Clients using independent managers should review the disclosure documents of those managers to determine how often the managers will review their accounts. All reviews are made by Pinnacle Investments, LLC's President, Gregg Kidd, and/or Vice President, Daniel Raite.	
Item 11.B.	<u>REGULAR REPORTS PROVIDED TO CLIENTS</u> Clients will receive at least a quarterly brokerage reports.	
Item 13.A.	<u>ADDITIONAL COMPENSATION</u> The principal executive officers and other employees of Pinnacle Investments, LLC may, from time to time, receive 12B-1 distribution fees from investment companies in connection with the placement of client funds into investment companies. The receipt of this compensation may affect Pinnacle Investments, LLC's judgment in recommending products to its clients. Pinnacle Investments, LLC will receive a solicitation fee from the National Financial wrap fee program (outline above). This fee will be received in accordance with applicable SEC and/or state regulations	

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