

Disclosure Brochure

December 31, 2011

Centerpoint Advisors, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Centerpoint Advisors, LLC (hereinafter "Centerpoint"). If you have any questions about the contents of this brochure, please contact Jennifer M. Wolfsberg at (617) 213-4000. 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. Additional information about Centerpoint Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Centerpoint Advisors, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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 December 31, 2011 is an updated document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

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

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 materials 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.

The following material changes since the last annual update of the brochure are as follows:

Centerpoint makes available managed accounts held through Fidelity Institutional that may be managed by sub-advisors. The Sub-Advisors act as the portfolio manager and have full discretion to trade account assets.

Centerpoint has been engaged to provide consulting in marketing and referral efforts by seeking financial industry peers to utilize local hotel facilities for lodging and conference needs.

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 Jennifer Wolfsberg, Chief Compliance Officer at 617-213-4000 or jwolfsberg@centerpointadvisors.net.

Additional information about Centerpoint is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Centerpoint who are registered, or are required to be registered, as investment adviser representatives of Centerpoint.

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Item 3. Table of Contents

Firm Disclosure Brochure

Item 1. Cover Page	i
Item 2. Material Changes	ii
Item 3. Table of Contents.....	iii
Firm Disclosure Brochure.....	iii
Supervised Person Brochure Supplements	iii
Item 4. Advisory Business.....	4
Item 5. Fees and Compensation	7
Item 6. Performance-Based Fees and Side-by-Side Management	10
Item 7. Types of Clients	11
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	12
Item 9. Disciplinary Information.....	16
Item 10. Other Financial Industry Activities and Affiliations	17
Item 11. Code of Ethics.....	19
Item 12. Brokerage Practices.....	20
Item 13. Review of Accounts.....	23
Item 14. Client Referrals and Other Compensation.....	24
Item 15. Custody	25
Item 16. Investment Discretion	26
Item 17. Voting Client Securities.....	27
Item 18. Financial Information.....	28

Supervised Person Brochure Supplements

Item 4. Advisory Business

Centerpoint provides a range of investment and wealth management services, focusing on wealth accumulation, asset allocation, and retirement planning while maintaining a strong commitment to individual service.

Centerpoint has been in business as a registered investment adviser since March 2011 and is operated by principals Richard W. Greene and Jennifer M. Wolfsberg. Prior to becoming an independent investment adviser, Centerpoint operated as a d/b/a of National Securities Corporation and National Asset Management. As of December 31, 2011, Centerpoint manages \$150,172,304.00 in client assets on a discretionary basis.

Prior to engaging Centerpoint to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Centerpoint setting forth the terms and conditions under which Centerpoint renders its services (collectively the “*Agreement*”).

This disclosure brochure describes the business of Centerpoint. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Centerpoint’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Centerpoint’s behalf and is subject to Centerpoint’s supervision or control.

Financial Planning and Consulting Services

Centerpoint may provide its clients with a broad range of comprehensive financial planning and consulting services. These services include retirement, education, cash flow analysis, expense budgeting, education planning, and in limited circumstances estate planning. With respect to estate planning and tax planning, our role shall be that of a facilitator between you and your designated professional adviser(s). When performing the Planning Services under this Agreement, we are neither your attorneys nor your accountants and no portion of the financial plan or any Planning Services rendered by us should be interpreted by you as legal or accounting advice. We recommend that you seek the advice of a qualified attorney and accountant.

In performing its services, Centerpoint is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Centerpoint may recommend the services of itself, its *Supervised Persons* in their individual capacities as registered representatives of a broker-dealer, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Centerpoint recommends its own services. The client is under no obligation to act upon any of the recommendations made by Centerpoint under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Centerpoint itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Centerpoint’s

recommendations. Clients are advised that it remains their responsibility to promptly notify Centerpoint if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Centerpoint's previous recommendations and/or services.

Investment Management Services

Clients can engage Centerpoint to manage all or a portion of their assets on a discretionary basis.

Centerpoint primarily allocates clients' investment management assets among mutual funds, exchange-traded funds ("ETFs") including inverse ETFs for hedging purposes on a limited bases, and/or individual debt and equity securities in accordance with the investment objectives of the client. Centerpoint also provides advice about any type of investment held in clients' portfolios.

Centerpoint tailors its advisory services to the individual needs of clients. Centerpoint consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Centerpoint ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Centerpoint if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Centerpoint's management services. Clients may impose reasonable restrictions or mandates on the management of their account if, in Centerpoint's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Centerpoint may also utilize third party money manager ("money managers") in a separately managed account in which the money manager, not affiliated with Centerpoint is selected. Under the program, Centerpoint will assist the client to identify and match a money manager based on information the client has provided to Centerpoint regarding their financial resources, risk tolerance profiles and investment objectives. The money manager will invest the client's account on a discretionary basis.

Centerpoint has established relationships with third party money managers and may establish relationships with new money managers from time to time through the execution of a service agreement. Centerpoint is responsible for conducting due diligence of money managers and provides oversight to the money managers retained by Centerpoint to manage client portfolios or accounts. The due diligence of the money manager will include a review of the money manager's Form ADV Part 1 and 2A and all applicable Appendixes for adequate disclosure and controls surrounding potential conflicts of interest and an analysis of the qualifications of the money manager and material personnel. An analysis of the performance results will be included within the due diligence, including any supporting documentation and references. The evaluations performed by Centerpoint are intended to provide sufficient data and/or reports on each money manager evaluated to allow Centerpoint to evaluate the competence and experience of each money manager in accordance with then-current industry standards.

Money manager performance, like that of investment performance, is reviewed periodically by Centerpoint and discussed with the client. In most cases, recommendations to replace a money manager are not made based upon short-term performance. When a money manager is replaced, Centerpoint will obtain the client's consent when applicable for the change. When a money manager is selected, clients will receive that firm's Form ADV Part 2A brochure for review. Clients are encouraged to carefully review the information in the brochure upon receipt. The performance of money managers may be reviewed by an outside source.

Centerpoint does not assume responsibility for the conduct of money managers, including their performance or compliance with laws or regulations. Clients are advised and should understand that (a) such manager's past performance is no guarantee of future results; (b) there is a certain market and/or interest rate risk which may adversely affect any manager's objectives and strategies and could cause a loss in a client's account, and (c) any risk parameter or comparative index selections provided for accounts are guidelines only; there is no guarantee that they will be met or exceeded.

Additions and Withdrawals to Accounts

Clients may make additions to and withdrawals from their account at any time, subject to Centerpoint's right to terminate an account. Clients may withdraw account assets on notice to Centerpoint, subject to the usual and customary securities settlement procedures. However, Centerpoint designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives.

Item 5. Fees and Compensation

Centerpoint offers its services on a fee basis, which may include hourly fees, as well as fees based upon assets under management. Additionally, certain of Centerpoint's *Supervised Persons* may offer securities brokerage services and insurance products under a commission arrangement through National Securities Corporation and National Insurance Corporation respectfully.

Financial Planning and Consulting Fees

Centerpoint may charge an hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from \$175 to \$275 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages Centerpoint for additional investment advisory services, Centerpoint may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging Centerpoint to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Centerpoint setting forth the terms and conditions of the engagement. Generally, Centerpoint requires one-half of the financial planning / consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management Fee

Centerpoint provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by Centerpoint. Centerpoint's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Centerpoint does not, however, receive any portion of these commissions, fees, and costs. Centerpoint's annual fee is prorated and charged monthly, in arrears, based upon the market value of the assets being managed by Centerpoint on the last day of the previous month. The annual fee varies (between 0.40% and 0.85% for fixed-income only portfolios, 0.75% to 1.50% for equity-only portfolios, and a blended rate for blended portfolios) depending upon the market value of the assets under management and the type of investment management.

Centerpoint, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Centerpoint generally recommends that clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services ("*Fidelity*") for investment management accounts.

Centerpoint may only implement its investment management recommendations after the client has arranged for and furnished Centerpoint with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Fidelity*, any other broker-dealer recommended by Centerpoint, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties. Such charges may include, but are not limited to, charges imposed by reporting companies for portfolio review and performance calculations, custodial fees, charges imposed directly by a mutual fund or ETF in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Centerpoint's fee.

Centerpoint's *Agreement* and the separate agreement with any *Financial Institutions* may authorize Centerpoint to debit the client's account for the amount of Centerpoint's fee and to directly remit that management fee to Centerpoint. Any *Financial Institutions* recommended by Centerpoint have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Centerpoint. Alternatively, clients may elect to have Centerpoint send an invoice for payment.

Fees for Management During Partial Months of Service

For the initial period of investment management services, the fees shall be calculated on a *pro rata* basis.

The *Agreement* between Centerpoint and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Centerpoint's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Additions may be in cash or securities provided that Centerpoint reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Centerpoint may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Centerpoint Advisors, LLC Disclosure Brochure

If assets are deposited into or withdrawn from an account after the inception of a month, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the month.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with Centerpoint (but not Centerpoint) to render securities brokerage services under a commission arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with Centerpoint. Under this arrangement, clients may implement securities transactions through certain of Centerpoint's *Supervised Persons* in their respective individual capacities as registered representatives of National Securities Corporation ("*National Securities*"), an SEC registered broker-dealer and member of FINRA. *National Securities* may charge brokerage commissions to effect these securities transactions and thereafter, a portion of these commissions may be paid by *National Securities* to such *Supervised Persons*. Prior to effecting any transactions clients are required to enter into a new account agreement with *National Securities*. The brokerage commissions charged by *National Securities* may be higher or lower than those charged by other broker-dealers. In addition, certain of Centerpoint's *Supervised Persons* may also receive ongoing 12b-1 fees for mutual fund purchases from the mutual fund company during the period that the client maintains the mutual fund investment. Centerpoint recommends no-load funds to clients when appropriate for a client's portfolio.

A conflict of interest exists to the extent that Centerpoint recommends the purchase of securities where Centerpoint's *Supervised Persons* receive commissions or other additional compensation as a result of Centerpoint's recommendations. Centerpoint has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients.

For accounts covered by ERISA (and such others that Centerpoint, in its sole discretion deems appropriate), Centerpoint provides its investment advisory services on a fee-offset basis. In this scenario, Centerpoint may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by Centerpoint's *Supervised Persons* in their individual capacities as registered representatives of *National Securities*.

Item 6. Performance-Based Fees and Side-by-Side Management

Centerpoint does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Centerpoint provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Fee

As a condition for starting and maintaining a relationship, Centerpoint generally imposes a minimum monthly fee based on an annualized total of \$2,500. This minimum fee may have the effect of making Centerpoint's service impractical for certain clients. Centerpoint, in its sole discretion, may waive its minimum annual fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

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

Methods of Analysis

Centerpoint's primary method of analysis is fundamental.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. Centerpoint will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Investment Strategies

For investment management clients, Centerpoint offers model portfolios that are all fixed income, all equity, or a blend of both.

Intelligent Index

Developed in 2001 by Richard Greene and Jennifer Wolfsberg (prior to managing assets through Centerpoint), the Intelligent Index Portfolio ("Intelligent Index") is a dynamic asset allocation program that utilizes highly liquid ETF shares of the S&P 1500. The Intelligent Index provides broad representation among all major capitalizations while applying rules-based discipline for portfolio weighting between growth and value styles. In an effort to capture excess returns derived from the outperformance of the growth and value style, Centerpoint began examining returns of six Wilshire style and capitalization classified indices dating back to 1978. In conjunction, Centerpoint tracked the returns for its model portfolio of six S&P/Barra style and capitalization classified indices, starting with data from 1994. Centerpoint evaluated quarterly returns from each style and capitalization in comparison with the broad market, while searching for predictable market trends that might be exploited to increase returns. Centerpoint constructed and developed the Intelligent Index, which is designed to have broad multi cap equity exposure (small, mid and large cap) across investment styles and asset classes through a process of disciplined dynamic asset allocation. When appropriate, the Intelligent Index may incorporate fixed income and international ETFs dependent upon the client's risk tolerance, investment objectives and time horizon.

Fixed Income

Centerpoint's fixed income division provides a wide range of services to a broad clientele including retirement plans, trusts, endowments and high net worth individuals. Centerpoint's fixed income portfolios may incorporate US treasury, federal agency, corporate and/or municipal securities, as well as other fixed income securities that meet the quality and liquidity needs of the client. In selecting fixed

income securities, Centerpoint typically focuses on those that are investment grade. In the corporate bond sector, Centerpoint invests in high quality debt securities of well established companies that are well quoted and traded by multiple dealers. In the municipal bond sector, Centerpoint typically selects bonds backed by the general obligation of an issuer, an essential/consistent revenue source or that have been pre-refunded or escrowed to maturity by the issuer. The maturities of securities within Centerpoint's fixed income portfolios vary and take into consideration each client's individual circumstances, their need for liquidity and income as well the general outlook for interest rates.

Special Situations

On a limited basis, Centerpoint offers its Special Situations equity portfolio, which consists of a limited number of companies that in the opinion of Centerpoint offer above-average risk / return potential. Companies selected for the special situation portfolio typically have one of the following criteria:

- Significant insider buying by key personal
- Ongoing accumulation by one or more highly regarding institutional investors
- Balance sheet restructuring or significant share repurchase
- Pending litigation when if successful can dramatically enhance the enterprise value of the business
- Early stage technology or medical device products that have significant barriers to entry and are beginning to experience sales and revenue traction
- "Restart" companies that are transitioning their business model into a more profitable path
- High quality companies experiencing intermediate term business challenges that allow them to trade at discounts to historical valuations

Many of these businesses may be speculative in nature, lack institutional research coverage or ownership, and be considered "illiquid" when trading in the shares. Not all companies achieve the profitability and higher valuations that are expected, and often these companies trade on the NASDAQ or OTC bulletin board market. In return for undertaking such investment risk, Centerpoint believes that if successful, such companies can produce returns above-average returns over a three year period.

All clients who choose to participate/invest in the Special Situation portfolio are screened and must qualify as "aggressive" in their risk tolerance and are made aware of the risks and volatility associated with this portfolio and its investment style."

Risk of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss. As such, a fund investor may incur substantial tax liabilities even when the fund underperforms.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Market Risks

The profitability of a significant portion of Centerpoint's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Centerpoint will be able to predict those price movements accurately.

Use of Private Collective Investment Vehicles

Though not initiated through the RIA, Centerpoint's Supervised Persons who through their registered representative capacity may recommend the investment by certain clients in privately placed collective investment vehicles (some of which may be typically called "hedge funds"). The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the

vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Management Through Similarly Managed Accounts

For certain clients, Centerpoint may manage portfolios by allocating portfolio assets among various securities on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, Centerpoint buys, sells, exchanges and/or transfers securities based upon the *investment strategy*.

Centerpoint's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to Centerpoint's clients may be limited. As further discussed in response to Item 12B (below), Centerpoint allocates investment opportunities among its clients on a fair and equitable basis.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

Centerpoint is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Centerpoint does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Centerpoint is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. Centerpoint has described such relationships and arrangements below.

Registered Representatives of Broker Dealer

As discussed above in Item 5, certain of Centerpoint's *Supervised Persons* are registered representatives of *National Securities*.

Relationship with Private Investment Vehicle

Certain of Centerpoint's *Supervised Persons*, in their individual registered representative capacities through National Securities, have been engaged as third party marketers with Cross Shore Capital Management ("Cross Shore"). For interested qualified investors with investable assets in excess of five million dollars, these *Supervised Persons* may present Cross Shore's fund of hedge funds as an alternative investment to traditional stocks, mutual funds, or ETFs for those qualified clients whose accounts are held through National Securities. Introduction or recommendation of Cross Shore is based upon clients risk tolerance, asset allocation and investment time horizon. Under this agreement, Centerpoint's *Supervised Persons*, receive 20% of Cross Shore's management fee of 1.0% on a quarterly basis. On an annual basis, these *Supervised Persons* receive 20% of any "incentive fees or net appreciation" earned by Cross Shore on those assets they introduced. Fees received by Centerpoint's *Supervised Persons* are paid through National Securities from Cross Shore.

Receipt of Insurance Commission

Certain of Centerpoint's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While Centerpoint does not sell such insurance products to its investment advisory clients, Centerpoint does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that Centerpoint recommends the purchase of insurance products where Centerpoint's *Supervised Persons* receive insurance commissions or other additional compensation.

Marketing and Referral Consulting

Chaplin Hill Investment Company, which operates a hotel facility, has engaged Centerpoint to develop a marketing plan aimed at attracting financial service related entities that conduct business in the Boson and North Shore area and to make personal introductions to the sales and market team of those entities

Centerpoint Advisors, LLC Disclosure Brochure

that may have a need for lodging and conference services. Consulting fees will be paid on a quarterly basis.

Item 11. Code of Ethics

Centerpoint and persons associated with Centerpoint ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Centerpoint's policies and procedures.

Centerpoint has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Centerpoint or any of its associated persons. The *Code of Ethics* also requires that certain of Centerpoint's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Centerpoint's *Code of Ethics*, none of Centerpoint's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Centerpoint's clients.

When Centerpoint is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Centerpoint is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Centerpoint to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Centerpoint generally recommends that clients utilize the brokerage and clearing services of *Fidelity*.

Factors which Centerpoint considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* enables Centerpoint to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. In addition, *Fidelity* has agreed to compensate clients for any transfer fees that may be assessed for moving their account(s) to *Fidelity*. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Centerpoint's clients comply with Centerpoint's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Centerpoint determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Centerpoint seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom Centerpoint and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. Centerpoint periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Centerpoint in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Centerpoint will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Centerpoint (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Centerpoint may decline a client's request to direct brokerage if, in Centerpoint's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Transactions for each client generally will be effected independently, unless Centerpoint decides to purchase or sell the same securities for several clients at approximately the same time. Centerpoint may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Centerpoint's clients differences in prices and

commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Centerpoint's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Centerpoint determines to aggregate client orders for the purchase or sale of securities, including securities in which Centerpoint's *Supervised Persons* may invest, Centerpoint shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Centerpoint shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that Centerpoint determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Centerpoint may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Centerpoint in its investment decision-making process. Such research generally will be used to service all of Centerpoint's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Centerpoint does not have to produce or pay for the products or services.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, certain *Supervised Persons* in their respective individual capacities are registered representatives of *National Securities*. These *Supervised Persons* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *National Securities* provides written consent. Therefore, clients are advised that certain *Supervised Persons* may be restricted to conducting securities transactions through *National Securities* unless they first secure written consent from *National Securities* to execute securities transactions though

a different broker-dealer. Absent such written consent or separation from *National Securities*, these *Supervised Persons* are prohibited from executing securities transactions through any broker-dealer other than *National Securities* under *National Securities* internal supervisory policies. Centerpoint is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Software and Support Provided by Financial Institutions

Centerpoint may receive from *Fidelity*, without cost to Centerpoint, computer software and related systems support, which allow Centerpoint to better monitor client accounts maintained at *Fidelity*. Centerpoint may receive the software and related support without cost because Centerpoint renders investment management services to clients that maintain assets at *Fidelity*. The software and related systems support may benefit Centerpoint, but not its clients directly. In fulfilling its duties to its clients, Centerpoint endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Centerpoint's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Centerpoint's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, Centerpoint may receive the following benefits from *Fidelity* through its Institutional Wealth Division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Institutional Wealth Services participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom Centerpoint provides investment management services, Centerpoint monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom Centerpoint provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of Centerpoint’s investment adviser representatives.

All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Centerpoint and to keep Centerpoint informed of any changes thereto. Centerpoint contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Centerpoint provides investment advisory services will also receive a report from Centerpoint that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance not less than annually. Clients should compare the account statements they receive from their custodian with those they receive from Centerpoint.

Those clients to whom Centerpoint provides financial planning and/or consulting services will receive reports from Centerpoint summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Centerpoint.

Item 14. Client Referrals and Other Compensation

Centerpoint is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Centerpoint is required to disclose any direct or indirect compensation that it provides for client referrals.

Centerpoint may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

Item 15. Custody

Centerpoint's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Centerpoint through such *Financial Institution* to debit the client's account for the amount of Centerpoint's fee and to directly remit that management fee to Centerpoint in accordance with applicable custody rules.

The *Financial Institutions* recommended by Centerpoint have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Centerpoint. In addition, as discussed in Item 13, Centerpoint also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Centerpoint.

Item 16. Investment Discretion

Centerpoint is given the authority to exercise discretion on behalf of clients. Centerpoint is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Centerpoint is given this authority through a power-of-attorney included in the agreement between Centerpoint and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Centerpoint takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

Item 17. Voting Client Securities

All client securities are held at the respective custodian. The custodians are responsible for ensuring all proxy material is forwarded to the client. Centerpoint does not serve as custodian for any client securities, and as such does not receive proxies for securities held in client accounts. Centerpoint does not vote, nor give advice on how to vote, proxies for securities held on behalf of clients. Under the investment advisory agreement between Centerpoint and the client, the client retains exclusive voting authority over the securities in the client's portfolio and the firm does not have any role in proxy voting. Client shall be responsible for voting all proxies.

Item 18. Financial Information

Centerpoint does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance. In addition, Centerpoint is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Centerpoint has no disclosures pursuant to this Item.

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