

Item 1 – Cover Page

Jeffrey Matthews Advisory Group, LLC

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March 10, 2015

This wrap fee program provides information about the qualifications and business practices of Jeffrey Matthews Advisory Group, LLC (“JMAG”). If you have any questions about the contents of this Brochure, please contact us at (888) 467-3636 and/or info@jeffreymatthews.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Jeffrey Matthews Advisory Group, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information you can use in your determination to hire or retain an Adviser.

Additional information about Jeffrey Matthews Advisory Group, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 10, 2015 is a new 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 brochures prepared prior to July 28, 2010 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.

Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our Brochure may be requested by contacting JMAG at (888) 467-3636.

Additional information about Jeffrey Matthews Advisory Group, LLC 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 JMAG who are registered, or are required to be registered, as investment adviser representatives of JMAG.

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Item 4 – Fees, Services and Compensation

Jeffrey Matthews Advisory Group, LLC was formed in February 2015 as a New Jersey limited liability company (“LLC”) and has been in business for approximately three years. The majority owner is Jeffrey Halpert. There are no other members that own 25% or more of the Company. The principal supervisor and Chief Compliance Officer of the firm is Jeffrey Halpert.

The JMAG Wrap Fee Program consists of the selection of, and investment in, both load and no-load mutual funds as well as non-fixed income individual securities such as equities, exchange traded funds, and/or options. The advisory representative will discuss with the client their investment objectives and risk tolerance to determine the type of asset allocation that will best suit their needs. The program may utilize a buy and hold strategy, an active trading strategy, or a combination of both strategies to achieve the investment objectives. Some of the tools that an advisory representative may use to make investment decisions could include Morningstar Principia, Bloomberg, and various periodicals. The risks involved include market risks, the risk that a fund manager may leave or modify his investment style, the risk that the advisory representative may not meet his stated objectives, and the risk that the asset allocation may be skewed away from better performing assets. Investing in securities involves the risk of the loss of some or all of the client’s principal and the client must be able to accept such risks before investing in the JMAG Wrap Fee Program.

The client will have the choice of designating the account as a discretionary account (letting the advisory representative choose which securities to purchase/sell, the amount to be purchased/sold, and the timing of the purchases/sales) or a non-discretionary account, which will require the advisory representative to obtain the client’s authorization prior to every purchase and sale. The minimum investment is \$25,000.

The specific manner in which fees are charged by JMAG is established in a client’s written agreement with JMAG. In general, JMAG charges a management fee, which may be negotiable, based solely on assets under management as follows:

\$ 25,000 - \$ 499,999	1.5%
\$ 500,000 - \$ 999,999	1.25%
\$1,000,000 and above	1.0%

JMAG does not directly or indirectly compensate any person or entity for recommending the Wrap Fee Program to clients. If a JMAG advisory representative should recommend the

Wrap Fee Program to a client, they would earn a percentage of the fee charged by JMAG and they would not receive any other compensation in addition to those specified herein. The advisory representative receives the same percentage compensation whether he employs an investment advisory program or executes transactions in a traditional brokerage account in order to meet the client's investment needs. However, the amount of compensation paid to the advisory representative may be more or less than what the advisory representative would receive if the client participated in another advisory program or paid separately for investment advice, brokerage, and other services, and therefore an advisory representative may have a financial incentive to recommend the wrap fee program over other programs or services.

The wrap program may cost the client more or less than purchasing or selling the selected securities separately. Factors such as the types of securities purchased, the number of securities purchased, and the frequency or trading will have a material effect on which pricing structure is more advantageous to the client. Also, based on market and other conditions, the advisory fees based on the account value will fluctuate and may be more cost effective in one period while they are more costly in others.

All mutual fund trades will be executed at the Net Asset Value (NAV) regardless of its classification as a load or no-load fund. This means that JMAG will not earn any sales loads or commissions on any mutual fund purchases. However, In addition to the advisory fees noted above, JMAG may, from time-to-time, receive other service fees from mutual fund companies commonly referred to as 12b-1 fees. These fees are typically .25%.

JMAG will generally bill its advisory fees on a quarterly basis in arrears. Clients may elect to be billed directly for fees or to have the fees directly debited from their client account. Fees shall be determined based on total account values as of the end of the billing quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned, unpaid fees will be due and payable. In addition, when new client funds are added or when a client requests a distribution from an advisory account, the quarterly advisory fee will be calculated on a prorated basis.

It is anticipated that all client accounts will be maintained at The Jeffrey Matthews Financial Group, LLC ("JMFG"), a full service securities broker-dealer registered with the SEC and FINRA, that maintains a clearing arrangement with RBC Correspondent Services, a division of RBC Capital Markets, LLC, ("RBC CS") whereby RBC CS processes and clears all JMFG client transactions and acts as custodian for all JMFG accounts. JMFG is a non-affiliated company under common control, which means that both JMAG and JMFG are owned by the same principals but neither company has any ownership interest in the other. Provided that JMAG clients maintain their account with JMFG, JMFG will not charge

these clients any transaction based fees. However, RBC CS may assess separate fees to JMAG clients, including account maintenance fees such as annual IRA administration fees, inactive account fees, account termination and transfer fees, wire transfer fees or other fees which are more clearly detailed in the client's written agreement. Clients that elect to maintain their account with another broker-dealer may incur similar fees charged by RBC CS and may also pay commissions or sales loads.

Mutual funds, exchange traded funds and other investment company securities typically charge internal management fees, often classified as the expense ratio, which are disclosed in a fund's prospectus and are paid by JMAG clients.

Fees such as annual maintenance fees, inactive account fees, account closing fees, account transfer fees, IRA annual fees, and any other non trade related fees charged by any brokerage firm are in addition to JMAG's advisory fee. JMAG shall not receive any portion of these fees except as herein noted or disclosed in the client's written agreement. Neither JMAG nor any of its investment adviser representatives will ever earn or receive a commission on a JMAG advisory account.

Lower fees for comparable services may be available from other sources.

Item 5 – Account Requirements and Types of Clients

JMAG provides wrap account services to individuals, charitable institutions, foundations, endowments, trust accounts and corporate accounts. The minimum account size is \$25,000 unless otherwise specified.

Item 6 – Portfolio Manager Selection and Evaluation

JMAG advisory representatives provide wrap account services to their clients. JMAG does not recommend a specific advisory representative nor does it recommend replacing an advisory representative. Each advisory representative has different training, experience, and education. Similarly each advisory representative utilizes different securities to achieve a client's investment objectives.

All advisory representatives must pass certain industry qualification examinations including the Series 7, Series 63 and Series 65 (industry rules also permit a Series 66 to replace both the Series 63 and Series 65). Although there are other examinations, educational designations and levels of experience that can be achieved, JMAG does not

require any additional criteria to act as an advisory representative and wrap program portfolio manager other than the completion of the examinations noted above.

Since each advisory representative can and does act as a portfolio manager, the services offered to advisory clients may vary widely depending on the advisory representative servicing the client. Each advisory representative may specialize in different investment products, may have different perspectives on the products offered, may have different macro and micro economic views and may differ in their opinion as to when to buy and when to sell certain securities. As such, JMAG does not have one single investment philosophy. Each advisory representative works with the unique needs, investments objectives and risk tolerances of their clients, thereby creating a unique portfolio for each client. Under such arrangements, clients have the ability to impose investment restrictions if they so desire.

JMAG does not review portfolio performance against any given standards, indexes, or benchmarks. In addition JMAG does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

JMFG is the only related party to JMAG as defined by the investment advisory rules. JMFG does not act as a portfolio manager under any wrap fee program.

JMAG advisory representatives earn a percentage of the fee charged by JMAG and do not charge any fees in addition to those specified herein. The advisory representative receives the same percentage compensation whether he employs an investment advisory program or executes transactions in a traditional brokerage account in order to meet the client's investment needs. However, the amount of compensation paid to the advisory representative may be more or less than what the advisory representative would receive if the client participated in another advisory program or paid separately for investment advice, brokerage, and other services, and therefore an advisory representative may have a financial incentive to recommend the wrap fee program over other programs or services.

The wrap program may cost the client more or less than purchasing or selling the selected securities separately. Factors such as the types of securities purchased, the number of securities purchased, and the frequency or trading will have a material effect on which pricing structure is more advantageous to the client. Also, based on market and other conditions, the advisory fees based on the account value will fluctuate and may be more cost effective in one period while they are more costly in others.

All mutual fund trades will be executed at the Net Asset Value (NAV) regardless of its classification as a load or no-load fund. This means that JMAG will not earn any sales loads or commissions on any mutual fund purchases. However, In addition to the advisory fees

noted above, JMAG may, from time-to-time, receive other service fees from mutual fund companies commonly referred to as 12b-1 fees. These fees are typically .25%. JMAG may also receive a finder's fee of up to 1% on new purchases of certain mutual fund investments when a client's total holdings in a given mutual fund family equal or exceed \$1 million. Such finder's fees are typically earned on the sale of load funds as fully disclosed in the fund prospectus. Any finder's fees received will be applied to the overall account so that the total fees on the account will not exceed the fee schedule noted above. The advisory fees noted above are subject to negotiation.

JMAG's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. It is anticipated that all client accounts will be maintained at The Jeffrey Matthews Financial Group, LLC ("JMFG"), a full service securities broker-dealer registered with the SEC and FINRA, that maintains a clearing arrangement with RBC Correspondent Services, a division of RBC Capital Markets, LLC, ("RBC CS") whereby RBC CS processes and clears all JMFG client transactions and acts as custodian for all JMFG accounts. JMFG is a non-affiliated company under common control, which means that both JMAG and JMFG are owned by the same principals but neither company has any ownership interest in the other. Provided that JMAG clients maintain their account with JMFG, there will be no commission charges or transaction fees assessed by JMFG (see additional information under Item 12 – Brokerage Practices). JMFG clients, like those of other broker-dealers, may be charged certain fees associated with the maintenance or termination of an account, such as annual IRA administration fees, which are more clearly detailed in the client's written agreement.

Should a client elect to maintain their account with another broker-dealer, they may incur costs such as brokerage commissions, transaction fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions as well as certain charges imposed by custodians such as managerial fees and custodial fees.

For clients that elect to use a brokerage firm other than JMFG, these clients should be aware that JMAG may not be able to achieve the most favorable executions for client transactions. JMAG will have no control over any brokerage costs, including transaction fees, which could result in higher fee that may negatively impact the clients' investment returns. For example, the client may pay higher brokerage commissions because JMAG may not be able to aggregate orders to reduce transaction fees or the client may receive less favorable prices.

Mutual funds, exchange traded funds and other investment company securities typically charge internal management fees, often classified as the expense ratio, which are disclosed in a fund's prospectus.

All charges, fees and commissions are exclusive of and in addition to JMAG's fee, and JMAG shall not receive any portion of these commissions, fees, and costs, except as herein noted or disclosed in the client's written agreement.

JMAG does not pay a finder's fee for referring prospective clients or for accounts that are opened.

Performance Based Fees: JMAG does not charge any performance based fees.

Voting Client Securities: As a matter of firm policy and practice, JMAG does not have any authority to, and does not, vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. JMAG may provide advice to clients regarding the clients' voting of proxies. Proxies will be provided to the client by the clearing firm that maintains custody of the clients' account.

Investing Risks: For all advisory products and services, clients must understand that investing in securities involves the risk of loss of principal that clients should be prepared to bear. In addition, all analyses performed, whether by JMAG, a third party analyst, a mutual fund manager, or any other investment manager is subject to analytical biases of the person or entity performing the analysis. These analyses could exclude specific scenarios, could exclude pertinent data, or could be inaccurate for any number of reasons. Thus there is an inherent risk that even if the analytical results are followed, the desired investment results may not be met. As such, clients should be aware that, regardless of the amount of research and analytics performed, there is a significant risk that some or all of a client's principal could be lost.

Item 7 – Client Information Provided to Portfolio Managers

The advisory representative is the Portfolio Manager. All information required to open a new account including name, address, contact information, social security number, drivers license information, occupation, financial status, investment experience, and investment objectives are obtained by the advisory representative. The advisory representative will update this information as necessary based on ongoing communication with the client.

Item 8 – Client Contact with Portfolio Managers

The advisory representative is the Portfolio Manager and all client contact is with this individual. There are no restrictions to client communication with the advisory representative / portfolio manager.

Item 9 – Additional Information

Disciplinary Information: Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that could be material to your evaluation of JMAG or the integrity of JMAG's management. JMAG has no disciplinary history.

Jeffrey Halpert, the majority owner of JMAG has reported one regulatory action related to his position as the President and CEO of The Jeffrey Matthews Financial Group, LLC. Mr. Halpert was censured and fined \$1,000 by the NJ Department of Insurance as the result of an inadvertent failure to notify the NJ Department of Insurance of an acceptance, waiver and consent between The Jeffrey Matthews Financial Group, LLC and FINRA. There are also two reported customer complaints pertaining to Mr. Halpert. Both incidents are related to activities conducted as a broker-dealer registered representative and do not involve investment advisory activities. Specifically, two customers complained about a private placement of securities sold to them prior to 1996 through Halpert & Co., Mr. Halpert's previous employer. In both incidents Mr. Halpert was named as a control person and supervisor at Halpert & Co. Jeffrey Halpert was neither a control person nor a supervisor at Halpert & Co., a company owned and controlled by his father. Both claims were settled by Halpert & Co.

Other Financial Industry Activities and Affiliations: The members (owners) of Jeffrey Matthews Advisory Group, LLC are also members of The Jeffrey Matthews Financial Group, LLC, a full service securities broker-dealer registered with the SEC and FINRA. Each of the members is also a registered representative of JMFG. JMAG and JMFG are not affiliated since they are not owned by the same parent company and neither has an ownership interest in the other. In other words, neither company is the parent nor subsidiary of the other and they are not considered "sister" companies. Since both companies are owned separately by the same members, they are deemed to be companies under common control.

It is anticipated, although not required, that the clients of JMAG will maintain their investment advisory accounts at JMFG. This relationship does not create a conflict of interest since neither JMAG nor JMFG will financially benefit from this arrangement. In fact, JMAG customers will benefit from this arrangement as JMFG has agreed to waive all

brokerage commissions and transaction fees associated with any transactions executed in a JMFG account for a JMAG client.

Additionally, JMAG clients will further benefit from maintaining their investment advisory account with JMFG as it will provide an opportunity to participate in advisory products offered by RBC Capital Market, LLC. JMFG maintains a clearing arrangement with RBC Correspondent Services, a division of RBC Capital Markets, LLC, through which JMFG accounts are maintained by RBC Capital Markets, who provides all custody services. JMFG clients including JMAG clients have access to all products and services, including advisory services, offered by RBC Capital Markets.

An inherent conflict of interest exists for all clients of JMAG. Since all JMAG advisory representatives are also registered representatives of JMFG, the representative and client must decide whether to maintain an investment advisory account or a transactional brokerage account. The fees and costs associated with one type of account over the other may vary greatly based on the size of the account, the asset allocation within the account, and the level of trading activity in the account. These and other factors should be discussed with the representative prior to deciding which type of account is more advantageous to the client.

Since JMAG employees are also JMFG employees, JMAG and JMFG are physically domiciled at the same location and use the same phone numbers, fax numbers, and email addresses. The common use of these facilities and communication services should not be interpreted or misunderstood to infer that JMAG and JMFG are the same company or are affiliated, as fully explained above. Also, SEC and FINRA regulations require that all emails sent to JMFG be archived and are available to be reviewed by any regulatory body that has authority over the activities of JMFG. Clients of JMAG should understand that emails they send to their JMAG advisory representative will be so archived and available for regulatory review.

JMAG advisory representatives may be licensed in one or more states to sell insurance products through JMFG. Insurance products are not sold through JMAG and clients of JMAG are not required to purchase insurance products. The decision to purchase insurance products is independent of the decision to invest in investment advisory products or services.

Code of Ethics: JMAG has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition on rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised

persons at JMAG must acknowledge the terms of the Code of Ethics annually, or as amended.

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

More specifically, neither JMAG nor any related party publishes recommendations for the purchase or sale of any securities. All recommended transactions are the result of independent research performed by the JMAG advisory representative and recommendations are made on a client by client basis. Since the firm is not making securities recommendations, there exists no conflict of interest that relates to recommended transactions. There may, however, be occasions where an advisory representative purchases or sells, on behalf of his own account or related accounts, the same security he is recommending to clients. When such transactions occur on the same day, the price paid by the advisory representative, for a purchase, or the price received by the advisory representative, for a sale, cannot be better than the price paid by or received by the client.

JMAG's clients or prospective clients may request a copy of the firm's Code of Ethics from JMAG at (888) 467-3636.

It is JMAG's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. JMAG will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Review of Accounts: Client accounts are typically reviewed at least semi annually by the Chief Compliance Officer. JMAG has determined that under typical circumstances, a minimum of six months of activity is required to determine if an unusual trading pattern has developed that requires further scrutiny. If however senior management becomes aware of an indicator that an account requires more frequent reviews, such as significant losses, high volume trading, the purchase of highly speculative securities, etc, management will review a client account as frequently as it deems necessary to ensure the firm is meeting its fiduciary obligations. No reports of such reviews, whether routine or based on specific indicators, will be provided to clients.

Client Referrals and Other Compensation: JMAG does not compensate clients or other third parties for referring potential new clients to the firm. In addition, advisory representatives do not receive extra compensation from any investment provider such as a mutual fund company or other advisory company for purchasing or selecting their product or service.

JMAG does not receive any client referrals from JMFG in return for maintaining client accounts with JMFG. However, since the JMAG advisory representative is also a JMFG registered representative, by definition any client that was initially a client of JMFG prior to becoming a client of JMAG could be deemed a referral. Such referral is not a conflict of interest since client is being referred by the registered representative to himself as the advisory representative.

Clients that maintain an account with JMFG should be aware that JMFG does not direct equity transaction order flow. All securities purchased in JMFG accounts, except fixed income securities, are transmitted to RBC Correspondent Services where they are executed at the best available prices. The fact that JMFG does not direct order flow may increase the cost of security purchases if such direction could have achieved a better execution price. Fixed income securities are typically not included in advisory accounts maintained at JMFG since an asset based fee will simply reduce the annual bond yield. However, for

presentation purposes, a client may elect to include fixed income securities in their JMAG account maintained at JMFG. If a client makes this election, the value of the fixed income securities will be excluded from the total account value when determining the advisory fee.

From time-to-time, representatives of investment companies (wholesalers) may make a presentation to the entire office to provide updates on their products. Such presentations may take place during lunch and the investment company may provide lunch to the entire office. From time-to-time, such wholesalers may also take select advisory representatives out to dinner. Investment companies also frequently provide advisory representatives with gifts of de minimus value during the holiday season. Such gifts typically take the form of popcorn buckets, chocolate, or other holiday related items. JMAG maintains a strict policy not to allow any advisory representative to accept gifts that exceed \$100.00 in value, aggregating all gifts over the course of the calendar year. The value of lunches and dinners are not included in the \$100.00 limitation provided that the wholesaler is in attendance at the meal.

Financial Information: Registered investment advisers are required to provide you with certain financial information or disclosures about JMAG's financial condition. We have no financial commitments that impair our ability to meet contractual and fiduciary commitments to our clients or creditors and we have not been the subject of a bankruptcy proceeding.

At the client's request, JMAG may exercise discretionary authority over a client's account. Under no circumstances will JMAG have custody of client funds or securities or require the prepayment of any fees.