

Item 1: Cover Page
Part 2A of Form ADV: Firm Brochure
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The Northstar Group, Inc.

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This brochure provides information about the qualifications and business practices of The Northstar Group, Inc. If you have any questions about the contents of this brochure, please contact us by telephone at (212) 883-9595 or email henryasher@thenorthstargroupinc.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. Additional information about The Northstar Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" and description of The Northstar Group, Inc. and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

Since our last annual amendment filing, we have no material changes to report.

Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	5
Item 6: Performance-Based Fees	7
Item 7: Types of Clients & Account Requirements	7
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss	7
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities & Affiliations	8
Item 11: Code of Ethics, Participation or Interest in Client Transaction Personal Trading	8
Item 12: Brokerage Practices	9
Item 13: Review of Accounts or Financial Plans	10
Item 14: Client Referral & Other Compensation	10
Item 15: Custody	13
Item 16: Investment Discretion	14
Item 17: Voting Client Securities	14
Item 18: Financial Information	14

Item 4: Advisory Business

The Northstar Group, Inc. (“we” “us” or “our”) is a privately-owned firm whose principals are Henry Asher, President and Linda Ray, Vice President. We offer investment advisory services which include, but may not be limited to the following:

We gather information from our clients that will assist us in offering specific, client-centered advice. This information may include current financial status, age, occupation, investment objectives, and estate planning goals. Henry Asher and Linda Ray, our firm’s principals, view the assessment of risk tolerance as vitally important in developing portfolio recommendations. At the same time, we realize that this process is often more art than science. We attempt to communicate this limitation to prospective clients.

We consult with our clients and, if necessary, other client professional advisors such as accountants, attorneys, actuaries, and others. Fees may be incurred by such communications which will be borne by the client.

We prepare recommendations for a portfolio management plan for each client and, in some cases, make recommendations in other areas of financial planning. These recommendations, based upon our decades of experience, may include such diverse decisions as real estate purchases and intergenerational gifting programs. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

We attempt to modify client strategies as circumstances warrant. For example, we try to act when we confront a dramatic change in client circumstances, extreme volatility in the general level of securities prices, or significant changes in the prospects for specific holdings within client portfolios. We are not responsible for, nor need consider in our management of a client's account (unless the client instructs us to do so in writing), any other securities, cash, or investments owned by the client.

Our firm’s principals, Henry Asher and Linda Ray, are registered representatives of Royal Alliance Associates, Inc. (Royal), a broker dealer registered with FINRA. In the case of Henry Asher, this affiliation dates back to 1980; for Linda Ray, 1986. Acting in this capacity (buying and selling securities) for our advisory clients is a significant part of our business activity. It is important to note that none of the fees or commissions generated contributes to our income, nor that of its principals. Leading up to actual transactions, our activities include analysis of markets and specific securities and, in many instances, are not separable from the performance of advisory services for us. We do not offer a wrap fee program.

We manage \$608,460,966 on a discretionary basis as of December 31, 2022.

Item 5: Fees and Compensation

We charge client accounts a fee based on the value of assets held in each account. We charge these fees for ongoing and continuous investment management and supervisory services, and we maintain all of these accounts at Royal or at Charles Schwab & Company with Royal's knowledge and consent. Fees are charged quarterly in arrears based on the average daily assets of their account during the previous quarter for most Royal Alliance accounts held at Pershing and the account balance at the end of the previous quarter for accounts held at Schwab. With respect to accounts held at Royal, Royal will charge transaction fees to such accounts. With respect to accounts held at Schwab, Schwab will charge transaction fees to such accounts. Advisors at Northstar will not receive any portion of such brokerage commissions or any other charges that arise from trades that we place on behalf of our clients.

Our firm often recommends Pershing as a custodian for client accounts. Other major custodians, including Schwab, have recently eliminated transaction fees for all ETFs and U.S. listed equities, so clients may pay more for investing in those securities at Pershing.

We may choose in a small number of cases to work with clients who will be charged a flat fee or hourly, monthly, or quarterly fee for financial consulting services. These clients are under no obligation to implement transactions through associates of Royal Alliance Associates, Inc.

Disclosure with respect to Rule 12b-1 fees and certain other fees related to purchases of mutual fund shares:

Our clients and prospective clients should be aware that “no-load” mutual funds as used in the context of this document refer to mutual funds with no front end or deferred sales charge payable to Royal Alliance and the associates of The Northstar Group, Inc. These funds include funds which are popularly referred to as “pure no-load”; in other words, they pay no sales commissions or promotional fees of any kind to brokers and advisors. Beyond these funds, we also include in the “no load” category funds that otherwise have such sales charges but are purchased and sold by our clients at net asset value without any sort of sales charges. Now for the hard part: Sales charges are not the only expense that investors have to pay. They may be the easiest to see, but they are not the whole story.

Both load and no-load mutual funds charge shareholders certain fees and expenses that are separate and apart from any advisory fees charged by us. A complete explanation of such fees charged by mutual funds is contained in each mutual fund's prospectus. These charges vary widely, and we consider them as important factors in constructing long-term portfolios.

In addition to sales charges for load mutual fund shares, our clients pay certain transaction charges to Royal or Charles Schwab & Co. for purchases and sales of both load and no-load mutual fund shares. Such fees are separate and apart from advisory fees paid to us. In many client accounts, we utilize systematic purchase programs which do not impose transaction charges. We view these as financially and behaviorally appropriate for many of our clients.

In some cases, mutual funds pay annual distribution fees authorized under rule 12b-1 of the Investment Company Act of 1940, as amended ("12b-1 fees"). Such 12b-1 fees come from mutual fund assets, and thus are indirectly paid out of client assets. Few such funds remain for Northstar's clients. In the event that these funds transfer in, they are converted to the lowest cost share class available. To the extent that there are any 12b-1 fees, they are credited to client accounts and not received by Northstar and its advisors.

We have no plans to offer seminars in the foreseeable future. However, if these plans change, fees may be charged for these services.

Fees for initial consultation with a client and the client's other advisors, as well as modifications of a client's portfolio management plan and additional meetings with client's other advisors, are \$500 per hour. Such consultation fees are in addition to, and not credited against, advisory fees charged for ongoing account supervision and management. We attempt to send out bills for these services as soon as practical after the consultation.

We typically charge an annual ongoing and continuous account supervision and management fee based on a percentage of assets under management (an "asset-based fee"). The upper limit of these fees is 1.25%. We, through Royal Alliance, bill our clients quarterly in arrears, based on the average daily assets of the client's account (net of any trade debits) during the previous quarter. We, through Charles Schwab, bill our clients quarterly in arrears, based upon quarter end values. Quarter end values will be determined based on market value or fair market value (in the absence of market value), plus any credit balance and minus any debit balance of the client's account during the previous quarter. Unless otherwise agreed to in writing, our fees will be assessed on cash and cash equivalents. When we open an advisory account, each client authorizes the custodian of their account, by executing our client advisory agreement, to deduct their investment advisory fees directly from their account. These fees, based upon their agreements with us, are paid to us through Royal Alliance's/Charles Schwab's compensation system.

There may be a small number of instances where clients will be charged a flat, hourly, monthly, or quarterly fee for our financial consulting services. We bill those clients directly for these services, since we do not have any discretion or control over their investment portfolios.

In most circumstances, for business reasons, all of the above-mentioned fees may be negotiable.

A client advisory agreement may be terminated by either the client or us at any time, for any reason, upon receipt of five day's written notice by the other party. Upon termination of any account, any earned but unpaid fees will immediately become due and payable. Clients have five business days after signing the advisory agreement to receive a full refund.

Item 6: Performance-Based Fees

We do not charge performance fees to our clients.

Item 7: Types of Clients & Account Requirements

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates, or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, Limited Liability Companies, and/or other business types.

Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

We make use of electronic media, including extensive access to information provided over the Internet. Our firm's principals may be accurately described as voracious readers. The material we read includes but is not limited to company filings, occasional research reports, multiple newspapers every day, magazines, subscription-based newsletters, and news services.

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

Item 9: Disciplinary Information

We do not have any disciplinary events that would be material to your evaluation of us or the integrity of our management.

Item 10: Other Financial Industry Activities & Affiliations

Representatives of our firm are registered representatives of Royal Alliance, member FINRA/SIPC. To mitigate any potential conflict of interest, there will be no commissionable securities transactions effected through this relationship.

Some representatives of our firm are insurance agents. They offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest exists as these insurance sales create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn. To mitigate this potential conflict, our firm will act in the client's best interest.

Henry Asher has an indirect ownership interest in Royal Alliance Associates, Inc. through his investment in AG Artemis Holdings, LP, the acquirer of Advisor Group, Inc. Advisor Group, Inc. is the parent company of Royal Alliance Associates, Inc. This interest represents less than one percent (<1%) of the company's outstanding shares. For more information about this relationship please see Item 14: Client Referrals & Other Compensation.

Item 11: Code of Ethics, Participation or Interest in Client Transaction Personal Trading

We recognize that the personal investment transactions of members and employees of our firm demand the application of a strict Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts¹. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics which also includes Insider Trading

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgment that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Item 12: Brokerage Practices

We require clients having their account managed for an asset-based fee to maintain such account as a brokerage account at Royal or at Charles Schwab & Co. Royal executes each trade with respect to the account with the Pershing division of The Bank of New York Mellon, acting as custodian and clearing firm. Clients with Qualified plan accounts may choose to utilize Pershing LLC as plan custodian (collectively “Custodian”).

Our firm has a non-soft-dollar arrangement with the Custodian under which we receive non-soft-dollar services such as research and administrative functions including portfolio pricing, account statement generation, and fee calculations, which are intended to support our firm in conducting business and in serving the best interests of our clients. These services do not incentivize us to recommend Custodians. Our recommendations to our clients are based on our clients’ interests in receiving best execution and the level of competitive, professional services Custodians provides. Our firm does not receive client brokerage commissions (or markups or markdowns) to obtain research or other products or services. We do not receive soft dollars, products, or services acquired with client brokerage commissions. Our firm does not receive brokerage for client referrals. We do not allow client-directed brokerage, as trades in our clients’ accounts are executed through Custodians, (both qualified custodians and broker-dealers); neither do we direct client transactions to Custodians in return for soft-dollar benefits.

As described above, we have important business relationships with Royal. For clients whose accounts are charged asset-based fees, FINRA rules and regulations restrict our choice of broker-dealer and custodian. [FINRA rules and regulations require that Royal maintain records and perform supervision of investment advisory activities of its registered representatives, including Henry Asher and Linda Ray, for which such registered representatives receive asset-based advisory fees.] Such supervisory obligations require Royal to regularly obtain records from the account custodian. The use of Pershing and Schwab as custodians for asset-based fee accounts is necessary for Royal to perform such obligations. We believe that this association provides tangible and intangible benefits to our clients. The presence of skilled, highly trained compliance and operations professionals

contributes to our standards of professional care. Beyond that, it is clear to us that Royal's staff provides our clients a high level of attention that contributes to our operational efficiency.

Henry C. Asher, licensed as a Principal with Royal Alliance Associates, Inc., is responsible for supervising Linda Ray, Joshua Garcia, and Jeffrey Dziegielewski's activities as registered representatives of Royal.

Item 13: Review of Accounts or Financial Plans

We must note that the monthly statements do not provide any sort of investment analysis or insight. For instance, there is a common practice in our industry of listing all mutual funds as an asset class. Since some funds might own only small company growth stocks, while others own only short-term government bonds, lumping them together is as descriptive as giving the gift of an "animal" to a friend. It would matter greatly if that animal were a hamster or a rhinoceros. In order to assist our clients in a deeper understanding of how their portfolios are constructed, we provide, upon request and at no additional cost, quarterly reports that include detailed information about the makeup of each portfolio. These reports can also be used to evaluate performance in comparison to external benchmarks. While this last process can be an important tool if used over long periods of time, it is rarely useful over the short term.

Our clients are all treated individually, and in the absence of specific conditions, we do not maintain a strict time-specific policy regarding the portfolio review process. For example, while we welcome client quarterly review meetings in our office, we do not impose this responsibility on any of the individuals, families, or company officers among our clients.

Item 14: Client Referrals & Other Compensation

With respect to asset-based fee accounts, Royal will act as paying agent for us and deduct from such accounts, and remit to us, the quarterly advisory fee. Royal Alliance retains a small portion of these fees, currently 4%, as a charge to the investment advisor (not the client) for the functions Royal is required to carry out by FINRA. This fee will not increase execution or brokerage charges to the client or the fee the client has agreed to pay us pursuant to the client's advisory agreement.

Employees of our firm, acting as registered representatives of Royal effect transactions for clients whose accounts are maintained at Royal. In accounts where asset-based fees are charged, neither our firm, nor our employees, receive compensation for brokerage commissions charged by Royal.

At times the interests of our personal investment accounts correspond with our clients' interests, and then we may do what we suggest that the client does. With respect to our personal investment accounts, we make every attempt to trade in such a way as to give every advantage to our clients

before our own interests. Such caution includes placing personal "buy" orders after those of our clients and "sell" orders after theirs as well. We maintain a firm policy that prohibits, in the strongest possible language, the use of "inside", material, non-public information in trading for ourselves and our clients. We believe that a reasonable assessment of the market reveals that we are too small an advisor and investor to noticeably affect the market in the vast majority of securities in which we invest.

Our clients receive monthly statements of their accounts directly from Royal Alliance. In the smaller number of instances where the investment accounts are maintained at Charles Schwab & Company, Charles Schwab sends out the monthly statements. Clients using either custodian have the choice of statements in either hard copy or electronic form. It is important to note that these statements contain important information, including a record of all assets held in each account, along with a record of all transactions occurring during the month. These transactions include withdrawals and deposits, dividend and interest payments, and all buys and sells of investment vehicles.

Virtually all of our clients pay fees that are based on the average daily assets of their account during the previous quarter. For those accounts, we require that clients give us the authority to determine, without obtaining the client's prior approval, which securities and the amounts of securities that are purchased and sold. Since neither we nor any of our employees can earn sales commissions in these accounts, we believe that we are free from conflict of interest in making these decisions. If a client wishes to restrict these decisions, we require that these instructions be given to us in writing. When might this be necessary? In some cases, we have had clients who had owned shares in specific companies for many years and wished to retain those holdings. In other cases, clients have been prohibited from owning specific companies due to restrictions placed by their employers, e.g. Accounting and Law firms.

In comparison with industry behemoths, we are a small firm that aspires to deliver a highly responsive advisory service. In order to perform our work effectively, and in accordance with guidelines established by Royal Alliance Associates, we require that our clients who incur asset-based advisory fees use Royal Alliance as a broker or maintain their accounts at Charles Schwab & Co. with Royal's knowledge and consent. At this point, and for the foreseeable future, we anticipate that virtually all of our clients will utilize Royal Alliance as a broker, with Pershing acting as the clearing firm. We would anticipate that clients will only choose to use Schwab's services in special circumstances including, but certainly not limited to, prior business relationships with Royal Alliance, Pershing or the Bank of New York Mellon (Pershing's parent company) that create conflicts of interest for our clients.

In the rare instances where we might be engaged to provide advice for a flat fee, we suggest but do not require that clients use Royal Alliance as a broker. This suggestion serves several purposes, but

the most obvious client benefit is that their accounts are likelier to receive continuous review if they are more easily viewed in the course of our normal operations.

Whenever possible, we require that clients maintain their accounts at Royal Alliance, so long as we can determine that Royal is able to execute transactions (buy and sell) at prices which are not less favorable than prevailing market prices. Since almost all of our equity trades are placed electronically, this process is not within our control, and we have every reason to believe that Pershing and Schwab have superb capabilities that serve our clients well. Similarly, mutual funds are valued at the end of each trading day, and all buys and sells occur at these prices. That brings us to purchases and sales of bonds. These instruments are often less "liquid" and do not trade on listed exchanges. It is therefore our responsibility to work on our clients' behalf to secure fair prices in line with recent trade data. In some cases, there might not be reliable recent data, so we must try to determine the intrinsic value for these corporate or municipal bonds. This is yet another instance where the investment process combines art and science.

An important factor that we consider is the reliability of the brokerage and administrative services made available to us for the benefit of its clients, including, without limitation, the ability of Royal to execute transactions and to furnish brokerage and administrative services that enhance all of our advisory accounts and our overall portfolio management and supervisory capabilities. Royal is responsible for sending clients' and our monthly statements, confirmations, and tax reporting information on form 1099.

Another factor that we consider is the commission rate charged (by Pershing and Royal Alliance) for the purchase and sale of securities.

With respect to stock and bond brokerage transactions effected on behalf of advisory clients, we effect the trades through Royal Alliance who charges you a ticket transaction fee. These fees are charged at non-negotiable rates, as per a schedule provided by Royal Alliance, and made available to clients upon request. In addition, clients should be aware that when Royal Alliance Associates, Inc. effects OTC equity transactions on an agency basis, clients will pay a spread to market makers over and above the commission paid to Royal Alliance. Further, while we make every attempt to secure fair execution of each trade, it would be unwise to assume that we can offer equal execution to firms with large institutional trading departments. It is our belief that any such disadvantage, to the extent they exist, is not material to the long-term performance of our clients. When we effect mutual fund transactions for our advisory clients, minimum ticket charges are incurred by clients for those funds where Royal Alliance is acting on an agency basis. There are a small number of mutual funds where such charges are waived, due to business agreements between Royal and the funds.

Royal Alliance Associates, Inc. has provided a Forgivable Loan ("Loan") as part of a Bonus Program to Henry Asher, in his capacity as Group Manager for Royal Alliance, to assist in his independent

business operations. Royal Alliance has made a loan available to a number of its representatives, including Henry Asher. The terms of the loan require that he repay the Loan's principal by October 1, 2024, plus accrued interest.

The loan agreement offers a special repayment credit and waiver of interest based on Mr. Asher's continued affiliation with Royal Alliance Associates, Inc. While there could be a perceived conflict of interest, given the size of the loan, i.e., approximately one month's current revenues for Northstar, we and our principals do not believe that this capital will affect our objective choice of custodial and clearing relationships for our clients.

Our firm does not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940.

Item 15: Custody

Our firm does not have custody of client funds or securities, except for the limited instance outlined below pertaining to standing letters of authorization ("SLOA"). All of our clients receive account statements directly from their qualified custodians at least quarterly upon opening of an account. If our firm decides to also send account statements to clients, such notices and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our firm. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of authorization ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian, Pershing:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.

- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed client advisory agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17: Voting Client Securities

We do not accept the proxy authority to vote client securities.

Item 18: Financial Information

We do not require, nor do we solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we have not included a balance sheet for our most recent fiscal year. There are no financial conditions that are reasonably likely to impair our ability to meet contractual commitments to clients. We have not been the subject of a bankruptcy petition at any time.