

MOMENTUM ADVISORS, LLC

**1120 Avenue of the Americas, 4th Floor
New York, New York 10036**

917-997-4297

March 2023

This Brochure provides information regarding the qualifications and business practices of Momentum Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at allan@momentum-advisors.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“the Commission”) or by any state securities authority. However, it has been provided to the Commission, and the Investment Advisory Unit of the New York State Department of Law, Investor Protection Bureau.

Momentum Advisors, LLC (CRD# 159574) is a registered investment Advisor. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you determine to hire or retain an Advisor.

Additional information about Momentum Advisors, LLC is also available on the SEC’s website at www.Adviserinfo.sec.gov.

MATERIAL CHANGES

This Brochure, dated March 8, 2023, is a new document prepared according to new SEC and State Securities rules and regulations. In the future, this section of the Brochure will disclose only specific material changes that are made to the Brochure and provide clients with a summary of such changes. It will also reference the date of Momentum Advisors last annual update of this Brochure.

Pursuant to new SEC and State Rules and Regulations, we will ensure that each client receives a summary of any material changes to this and subsequent brochures within 120 days of the close of Momentum Advisors fiscal year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

A copy of this brochure may be obtained by contacting Allan Boomer, Chief Compliance Officer, at allan@momentum-advisors.com or 917-997-4297.

Material Changes (since last amendment on 3/30/2022):

Ownership Changes

The Momentum Group, Inc. – the parent company of Momentum Advisors, LLC.

- Allan Boomer 45%
- Will Platt 35%
- Tiffany Hawkins 10%
- Kyle Pitts 10%

Please Retain a Copy of this Brochure for Your Records

TABLE OF CONTENTS

ITEM NUMBER	ITEM	PAGE
<i>FORM ADV PART 2A</i>		
Item 1 –	Cover Page	
Item 2 –	Material Changes	2
Item 3 -	Table of Contents	3
Item 4 –	Advisory Business	4
Item 5 –	Fees and Compensation	9
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	11
Item 9 –	Disciplinary Information	12
Item 10 –	Other Financial Industry Activities and Affiliations	12
Item 11 –	Code of Ethics	13
Item 12 –	Brokerage Practices	14
Item 13 –	Review of Accounts	16
Item 14 –	Client Referrals and Other Compensation	16
Item 15 –	Custody	17
Item 16 –	Investment Discretion	17
Item 17 –	Voting Client Securities.....	18
Item 18 –	Financial Information	18

FORM ADV PART 2B

Supervised Persons.....	20
-------------------------	----

ITEM 4: ADVISORY BUSINESS

Momentum Advisors, LLC (“MA”) is a full service, SEC registered investment advisory firm established in 2012, in the state of New York. The firms’ principal owners are Allan Boomer, and William Platt, CFP®.

The Momentum Group, Inc. is the sole 100% owner of Momentum Advisors, LLC.

Mr. Boomer, MA’s registered principal, also serves as its President, and Chief Compliance Officer.

MA focuses on providing its clients a broad range of comprehensive investment management, financial planning, portfolio and asset management services primarily through individual consultations. MA specializes in providing customized services to high-net-worth individuals, foundations and endowments for portfolios in excess of \$250,000 that can be managed on a discretionary or non-discretionary basis. MA will consider smaller portfolios on a case-by-case basis.

Investment Advisory, Financial Planning, and Business Consulting Services

Investment Advisory Services may involve portfolio and asset management, investment recommendations, investment policy statement development and the analysis of strategic and tactical asset allocation. Potential investments include stocks, bonds, options, real estate, hedge funds and private equity investments. Investment advisory consultations can be general in nature or focus on particular areas of interest, depending on the client’s needs.

Financial Planning Services may include cash flow and budget management, tax planning, insurance planning, retirement planning, estate planning, philanthropy, and special needs planning.

Business Consulting may include franchise business development, acquisition planning, due diligence research, strategic planning, and financial modeling.

At inception of the relationship MA completes and provides an evaluation of the client’s current financial condition and discussed goals. The engagement also includes implementation of recommendations accepted by client, on-going communication to ensure client objectives and needs are met, and quarterly written portfolio reviews.

Wrap Fee Programs

Nothing to Disclose

Assets Under Management

As of March 8, 2023, MA manages approximately \$332,046,000 of regulatory assets under management. About \$330,350,000 is managed on a discretionary basis and \$1,696,000 on a non-discretionary basis.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by the client, Momentum will generally provide financial planning and related consulting services regarding non-investment related matters, such as tax and estate planning, insurance, etc. Momentum will generally provide such consulting services inclusive of its advisory fee set forth at Item 5 below (exceptions could occur based upon assets under management, special projects, stand-alone planning engagements, etc. for which Firm may charge a separate or additional fee). Momentum believes that it is important for the client to address financial planning issues with Momentum on an ongoing basis. Momentum's fee, as set forth at Item 5 below, will remain the same regardless of whether or not the client determines to address planning issues with Momentum. Momentum remains available to address planning issues with the client on an ongoing basis.

Please Note: Momentum does not serve as an attorney, accountant, or insurance agent, and no portion of our services should be construed as same. Accordingly, Momentum does not prepare legal documents prepare tax returns, or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including our principal, Will Platt, in his separate individual capacity as a registered representative of Purshe Kaplan Sterling Investments ("PKS"), an SEC registered and FINRA member broker-dealer, and as licensed insurance agents of our affiliated licensed insurance agency, Momentum Risk Management ("Risk"). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Momentum and/or its representatives.

Please Also Note: If the client engages any recommended unaffiliated professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged unaffiliated licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Momentum, shall be responsible for the quality and competency of the services provided.

Please Further Note-Conflict of Interest: The recommendation by a Momentum representative that a client purchase a securities or insurance commission product from Mr. Platt in his individual capacity as a representative of PKS and/or as an insurance agent of Risk, presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment and/or insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any securities or insurance commission products from a Momentum representative or Risk. Clients are reminded that they may purchase securities and insurance products recommended by Momentum through other, non-affiliated broker-dealers and/or insurance agents and agencies. **ANY QUESTIONS:**

Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the above conflicts of interest.

Please Note: Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Momentum recommends that a client roll over their retirement plan assets into an account to be managed by Momentum, such a recommendation creates a conflict of interest if Momentum will earn new (or increase its current) compensation as a result of the rollover. When acting in such capacity, Momentum serves as a fiduciary under the Employee Retirement Income Security Act (ERISA), or the Internal Revenue Code, or both. No client is under any obligation to roll over retirement plan assets to an account managed by Momentum. Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

Custodian Charges-Additional Fees: As discussed below at Item 12 below, when requested to recommend a broker-dealer/custodian for client accounts, Momentum generally recommends that Charles Schwab Inc. or Interactive Brokers to serve as the broker-dealer/custodian for client investment management assets (unless the client requires lending services, and Momentum shall generally recommend JP Morgan). Broker-dealers such as Schwab and Interactive Brokers charge transaction fees for effecting securities transactions. In addition to Momentum's investment advisory fee referenced in Item 5 below, the client will also incur transaction fees to purchase securities for the client's account (i.e., mutual funds, exchange traded funds, individual equity and fixed income transactions, etc., purchased by Momentum or Independent Manager [see below]).

Please Note-Use of Mutual and Exchange Traded Funds: Most mutual funds and exchange-traded funds are available directly to the public. Thus, a prospective client can obtain many of the funds that may be utilized by Momentum independent of engaging Momentum as an investment advisor. However, if a prospective client determines to do so, he/she will not receive Momentum's initial and ongoing investment advisory services. Please Note: In addition to Momentum's investment advisory fee described below, and transaction and/or custodial fees discussed above, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

ANY QUESTIONS: Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the above.

Private Investment Funds. Momentum also provides investment advice regarding private investment funds. Momentum, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in private investment funds. Momentum's role relative

to unaffiliated private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become an unaffiliated private fund investor, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of Momentum calculating its investment advisory fee. Momentum’s clients are under absolutely no obligation to consider or make an investment in any private investment fund(s).

Private Investment Fund Affiliation. Affiliated Private Fund. MA is affiliated with Franklin Morgan Fund 1, LLC, a private investment fund (the “Fund”), the complete description of which (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the Fund’s offering documents. The members of the Fund’s Manager, Franklin Morgan Partners LLC, are officers of MA. MA, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the Fund. If a client determines to become an affiliated private fund investor, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of MA calculating its investment advisory fee per Item 5 below. MA’s clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Conflict Of Interest. Because MA and/or its affiliates can earn compensation from the Fund that will generally exceed the fee that MA would earn under its standard asset-based fee schedule referenced in Item 5 below, the recommendation that a client become a Fund investor presents a **conflict of interest**. No client is under any obligation to become a Fund investor. Given the **conflict of interest**, MA advises that clients consider seeking advice from independent professionals (i.e., attorney, accountant, adviser, etc.) of their choosing prior to becoming a Fund investor. **No client is under absolutely any obligation to become a Fund investor. ANY QUESTIONS: MA’s Chief Compliance Officer, Allan Boomer, remains available to address any questions regarding this conflict of interest.**

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that Momentum references private investment funds owned by the client on any supplemental account reports prepared by Momentum, the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. However, if subsequent to purchase, the fund has not provided an updated valuation, the valuation shall reflect the initial purchase price. If subsequent to purchase, the fund provides an updated valuation, then the statement will reflect that updated value. The updated value will continue to be reflected on the report until the fund provides a further updated value. **Please Also Note:** As result of the valuation process, if the valuation reflects initial purchase price or an updated value subsequent to purchase price, the current value(s) of an investor's fund holding(s) could be significantly more or less than the value reflected on the report. Unless otherwise indicated, the client's advisory fee shall be based upon the value reflected on the report.

Please Note: Fund Liquidity Constraints. Momentum may utilize mutual funds that provide for limited liquidity, generally on a quarterly basis. Thus, if we determined that the fund was no longer performing or if you ever determined to transfer your account, the Fund could not be sold or transferred immediately. Rather, sale or transfer would need to await the quarterly permitted sale date, or longer. Moreover, the eventual net asset value for the Fund could be substantially different (positive or negative) than the Fund value on the date that the sale was requested. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Momentum, in writing, not to employ any or all such strategies for the client's account.

Portfolio Activity. Momentum has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Momentum will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when Momentum determines that changes to a client's portfolio are neither necessary nor prudent. Clients are still subject to the fees described in Item 5 below, even during periods of account inactivity. Of course, as indicated below, there can be no assurance that investment decisions made by Momentum will be profitable or equal any specific performance level(s).

Client Obligations. In performing our services, Momentum shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, it remains each client's responsibility to promptly notify Momentum if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Momentum will be profitable or equal any specific performance level(s).

ITEM 5: FEES AND COMPENSATION

Investment Advisory and Asset Management Services

MA offers its services on a fee basis which, depending upon the engagement, may include fixed fees and/or fees based upon assets under management. The specific manner in which fees are charged is established in the client's Agreement with MA.

The fees for asset allocation review are charged as a percentage of assets under management as a part of the Investment Advisory Services for clients. The factors considered are the size of the account, service requested and the type of assets managed.

The annual fee for MA's Investment Advisory Services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Maximum Annual Fee (%)</u>
\$0 - \$999,999	1.50 %
\$1,000,000 - \$10,000,000	1.00 %
\$10,000,000 - \$20,000,000	.75%
\$20,000,000+	.50 %

A minimum of \$250,000 of assets under management is required for this service. This minimum account size may be negotiable under certain circumstances.

Clients are billed on either a quarterly or monthly basis. Generally, fees will be billed at the end of each calendar month or quarter based upon the value (market value or fair market value in the absence of market value) of the client's account at the end of the month or quarter.

We may charge fees in advance for business consulting mandates.

Financial Planning and Consulting Services

Financial planning and consulting fees will be charged in one of two ways:

1. Financial Planning/Consulting: A fixed one-time fee, typically, **\$2500** depending on the nature and complexity of each client's circumstances. 100% of this fee may be due upon signing the financial planning/consulting agreement.
2. Consulting (including business advice): A fixed monthly fee, typically **\$1000** per month, depending on the nature and complexity of each client's circumstances, as well as the individual conducting the work. The fee will be due at the beginning of each month during which the service is rendered.

Termination Provisions, Refunds and Assignment

Prior to engaging MA to provide financial planning and/or consulting services, the client will generally be required to enter into a written agreement with MA setting forth the terms and conditions of the engagement and describing the scope of the services to be provided.

A client agreement may be cancelled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement, or at any time.

Neither MA nor the client may assign the agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of MA shall not be considered an assignment.

Momentum, in its sole discretion, may charge a lesser investment advisory fee, charge a flat fee, or waive its fee entirely 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, complexity of the engagement, grandfathered fee schedules, Momentum's employees and family members, courtesy accounts, large cash positions not currently intended for investment, competition, negotiations with client, etc.). Please Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS: Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding advisory fees.**

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

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

ITEM 7: TYPES OF CLIENTS

MA provides advisory services to high net worth individuals, families, trusts, estates, charitable institutions, foundations, endowments, small businesses, and similar entities which desire a high degree of personalized and professional service. While this amount is negotiable, the minimum asset requirement to become a MA client is \$250,000.

Momentum, in its sole discretion, may charge a lesser investment advisory fee, charge a flat fee, or waive its fee entirely 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, complexity of the engagement, grandfathered fee schedules, Momentum's employees and family members, courtesy accounts, large cash positions not currently intended for investment, competition, negotiations with client, etc.). Please Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees. **ANY QUESTIONS: Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding advisory fees.**

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

MA reminds clients that investing in securities involves risk of loss that they must be prepared to bear. To aid clients in discerning their investment needs, MA measures investors' goals, risk tolerance and time horizon through a comprehensive interview process.

The initial and ongoing review process, and method of analysis includes the following procedures:

1. **Initial Interview** – an initial interview is conducted with each client to determine the client's financial circumstances, goals, acceptable levels of risk, any reasonable restrictions on the management of their account, and other relevant circumstances.

Clients should note that MA shall not be 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;

2. **Individual Treatment** – the client's account is managed on the basis of the client's financial circumstances and stated investment objectives;

3. **Consultation** – MA supervised persons shall be reasonably available to consult with the client relative to the status and management of their account; and

4. **Statement** – the client shall be provided with a quarterly statement containing a description of all activity in their account from MA. The client will also be provided a monthly statement directly by the custodian.

Moreover, each client is advised that it remains his/her/its responsibility to promptly notify MA if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing, evaluating, or revising MA's previous recommendations and/or services.

ITEM 9: DISCIPLINARY INFORMATION

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the registered investment advisor or the integrity of its management. MA has no history of any legal or disciplinary action.

Please refer to Form ADV Part 2B attached hereto for any disclosures regarding MA supervised persons.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Insurance, Broker-Dealer, and Risk Management Services

As indicated at Item 4 above, to the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.), including our principal, Will Platt, in his separate individual capacity as a registered representative of Purshe Kaplan Sterling Investments ("PKS"), an SEC registered and FINRA member broker-dealer, and as licensed insurance agents of our affiliated licensed insurance agency, Momentum Risk Management ("Risk"). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Momentum and/or its representatives. Please Also Note: If the client engages any recommended unaffiliated professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged unaffiliated licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Momentum, shall be responsible for the quality and competency of the services provided. Please Further Note-Conflict of Interest: The recommendation by a Momentum representative that a client purchase a securities or insurance commission product from Mr. Platt in his individual capacity as a representative of PKS and/or as an insurance agent of Risk, presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment and/or insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any securities or insurance commission products from a Momentum representative or Risk. Clients are reminded that they may purchase securities and insurance products recommended by Momentum through other, non-affiliated broker-dealers and/or insurance agents and agencies. **ANY QUESTIONS: Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the above conflicts of interest.**

Private Investment Fund Affiliation

Affiliated Private Fund. MA is affiliated with Franklin Morgan Fund 1, LLC, a private investment fund (the "Fund"), the complete description of which (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the Fund's offering documents. The members of the Fund's Manager, Franklin Morgan Partners LLC, are officers of MA. MA, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the Fund. If a client determines to become an affiliated private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of MA calculating its investment advisory fee per Item 5 below. MA's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Other Business Activities

Allan Boomer, President and CCO of MA, also serves as trustee or on the board of directors of a few charitable organizations which are unrelated to the financial services industry. These include Good Shepherd Church (*trustee*), Good Shepherd Real Estate Holdings Corp.

(*chairman*), Good Shepherd Community Development Corp. (*chairman*), JFK Library Foundation (board member and member of investment committee) and the Raritan Valley Community College Foundation (Board Chairman and Chair of the investment committee). Allan Boomer invests in franchise businesses and real estate through various private partnerships. Allan is a Franchisee of Retro Fitness LLC and Zips Dry Cleaning LLC. These activities will take up approximately 5-6 hours a week of his time.

William Platt, CFP® and Kyle Pitts– please see attached Part 2B Supplement for other business activities.

ITEM 11: CODE OF ETHICS

As a fiduciary, MA has an affirmative duty to render continuous, unbiased investment advice, and at all times act in the clients' best interest. To maintain this ethical responsibility to clients, MA has adopted a Code of Ethics that establishes the fundamental principles of conduct and professionalism expected by all officers, directors and employees in discharging their duties.

MA's Code of Ethics is designed to deter inappropriate behavior and heighten awareness as to what is right, fair, just and good by promoting:

- ❖ Honest and ethical conduct.
- ❖ Full, fair and accurate disclosure
- ❖ Compliance with applicable rules and regulations.
- ❖ Reporting of any violations of the Code.
- ❖ Accountability

Participation or Interest

MA or individuals associated with MA may buy or sell securities identical to or different than those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. It is the expressed policy of MA that no person employed by MA may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

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

- 1) A director, officer or employee of MA will not buy or sell securities for his or her personal portfolio(s) where such decision is substantially derived, in whole or in Part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of MA shall prefer his or her own interest to that of the advisory client.
- 2) MA maintains a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. Allan Boomer, President of MA, or another appropriate officer/individual of MA reviews these holdings on a regular basis.

3) MA emphasizes the unrestricted right of the client to decline to implement any advice rendered.

4) MA requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

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

ITEM 12: BROKERAGE PRACTICES

In the event that the client requests that Momentum recommend a broker-dealer/custodian for execution and/or custodial services, Momentum generally recommends that investment advisory accounts be maintained at Charles Schwab Inc. or Interactive Brokers (unless the client requires lending services, and Momentum shall generally recommend JP Morgan). Prior to engaging Momentum to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Momentum setting forth the terms and conditions under which Momentum shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Momentum considers in recommending Schwab, Interactive Brokers (or any other broker-dealer/custodian to clients) include historical relationship with Momentum, financial strength, reputation, execution capabilities, pricing, research, and service. Although the transaction fees paid by Momentum's clients shall comply with Momentum's duty to obtain best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where Momentum determines, in good faith, that the transaction fee is reasonable. 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 broker-dealer's services, including the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although Momentum will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions. The transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Momentum's investment advisory fee.

Non-Soft Dollar Research and Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Momentum can receive from Schwab, Interactive Brokers, or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor, including, but not limited to, JP Morgan without cost (and/or at a discount) support services and/or products, certain of which assist Momentum to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by Momentum can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support-including client events, computer hardware and/or software and/or other products used by Momentum in furtherance of its investment advisory business operations.

Momentum' clients do not pay more for investment transactions effected and/or assets maintained at Schwab or Interactive Brokers as the result of this arrangement. There is no corresponding commitment made by Momentum to Schwab, Interactive Brokers, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ANY QUESTIONS: Momentum's Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflict of interest presented by such arrangements.

Directed Brokerage. Momentum recommends that its clients utilize the brokerage and custodial services provided by Schwab or Interactive Brokers (unless the client requires lending services, and Momentum shall generally recommend JP Morgan). The Firm will accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer), including direction to utilize JP Morgan. In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Momentum. As a result, a 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. Please Note: In the event that the client directs Momentum to effect securities transactions for the client's accounts through a specific broker-dealer (including JP Morgan), the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Momentum. Higher transaction costs adversely impact account performance. Please Also Note: Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be effected independently, unless Firm decides to purchase or sell the same securities for several clients at approximately the same time. Firm may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Firm'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 be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

Conflict of Interest

In fulfilling its duties to its clients, MA endeavors at all times to put the interests of its clients first. Clients should be aware however, that MA's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence MA's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

ITEM 13: REVIEW OF ACCOUNTS

Each client account is monitored continuously, and reports are prepared quarterly. Clients receive a quarterly statement immediately following quarter's end.

A principal of the firm or a licensed advisor conducts all reviews of customer accounts. Each client's account is reviewed periodically to determine if the clients' investment needs and objectives are being met. General guidelines, market conditions, and cash needs are adjusted as necessary. Specific security holdings are monitored for market conditions on a day to day basis. Specific goals and objectives, as designed by the client through the financial profile, are established for portfolio positioning and diversification, and monitored periodically and revised as needs dictate.

Investment results are provided to clients on a quarterly basis. If such report is prepared, each quarterly statement will summarize the specific investments currently held and the value of client's portfolio.

Clients are provided with transaction confirmation notices and monthly account statements directly from the broker-dealer or custodian for the client accounts.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

MA has and continues to receive client referrals from numerous sources, including existing clients. Currently, MA does not receive fees nor any other remuneration for the referral of clients. MA may provide compensation to solicitors, under a paid agreement contract, for referring clients to the Firm.

Allan Boomer is a Franchisee of Retro Fitness LLC and Zips Dry Cleaning LLC. As a franchisee of Retro Fitness and Zips Dry Cleaning, Mr. Boomer is entitled to receive a referral fee from the franchisors Retro Fitness and Zips Dry Cleaning for introducing the company to new prospective franchisees.

Will Platt and Kyle Pitts each earn insurance commissions for the sale of life insurance and disability insurance.

Allan Boomer, Kyle Pitts, and Tiffany Hawkins are Class B owners of the Franklin Morgan Partners LLC private investment fund and entitled to compensation from the fund.

As indicated at Item 12 above, Momentum can receive from Schwab, Interactive Brokers, and/or others, including, but not limited to, JP Morgan without cost (and/or at a discount), support services and/or products. Momentum's clients do not pay more for investment transactions effected and/or assets maintained at Schwab, Interactive Brokers, or any other institution as result of this arrangement. There is no corresponding commitment made by Momentum to Schwab, Interactive Brokers, or to any other entity, to invest any specific amount or percentage

of client assets in any specific mutual funds, securities or other investment products as the result of the above arrangement. **ANY QUESTIONS: Momentum' Chief Compliance Officer, Allan Boomer, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest presented by such arrangement.**

ITEM 15: CUSTODY

Direct Debiting:

Momentum shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written transaction confirmation notices, and a written summary account statement directly from the custodian (i.e., Schwab, Interactive Brokers, JP Morgan, etc.) at least quarterly. **Please Note:** To the extent that Momentum provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Momentum with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of Momentum' advisory fee calculation.

ITEM 16: INVESTMENT DISCRETION

Client accounts are managed by MA on both a discretionary and non-discretionary basis. In the event a discretionary account is selected, at the time the account is opened, the client signs a limited power of attorney giving MA authority to purchase and sell securities for the account in accordance with the client's investment objective(s) and risk tolerance, deduct management fees and distribute funds in the client's name to the address on record for the account.

ITEM 17: VOTING CLIENT SECURITIES

Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

ITEM 18: FINANCIAL INFORMATION

Registered Investment Advisors are required to provide you with certain financial information or disclosures regarding their financial condition. MA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceedings.

BUSINESS CONTINUITY PLAN

Our firm maintains a business continuity plan in cases of standard business disruptions ("SBD"), such as fires, earthquakes, market events, or other natural disasters. A summary of our business continuity plan is available to clients upon request.

ANY QUESTIONS

Momentum' Chief Compliance Officer, Allan Boomer, remains available to address any questions regarding this Part 2A.

Brochure Supplement
(Part 2B of Form ADV)

Supervised Persons:

Allan Boomer
William Platt, CFP®
Kyle Pitts
Andrea P. Gray
Jason Mahabirsingh

MOMENTUM ADVISORS, LLC

**1120 Avenue of the Americas, 4th Floor
New York, NY 10036**

917-997-4297

March 2023

As of April 5, 2021, this brochure supplement provides information about Allan Boomer (CRD# 4182424), William Platt, CFP® (CRD# 4558339), Kyle Pitts (CRD# 5191621), Andrea P. Gray (CRD# 4907691), and Jason Mahabirsingh (CRD# 4009379) that supplements the Momentum Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Allan Boomer, Chief Compliance Officer at allan@momentum-advisors.com or 917-997-4297, if you did not receive Momentum Advisors, LLC' brochure, or if you have any questions about the contents of this supplement.

Additional information about Allan Boomer is available on the SEC's website at www.adviserinfo.sec.gov.

Allan Boomer

Education and Business Standards

MA requests the successful acquisition of a college degree, or demonstrated and successful business experience, or combination of both, and requisite continuing education. Related employees of MA may also be required to have examinations based on specific state examination requirements and continuing education requirements.

Year of Birth: 1977

Professional History:

President and Chief Compliance Office, Momentum Advisors, LLC., 2012 to present

Vice President, Fiduciary Management Group 2010 to 2012

Vice President, Goldman Sachs, 2004 to 2010

Merrill Lynch, 1999 to 2002

Certifications, Licenses and Educational Background:

M.B.A., Finance, Accounting and Entrepreneurship, Stern School of Business at New York University, 2004

B.S., Marketing, Morgan State University, 1999

Series 66 – Uniform Combined State Law Examination (inactive)

Series 7 – General Securities Representative Examination (inactive)

Series 3 – National Commodity Futures Examination (inactive)

Disciplinary Information: None

Other Professional Activity: Allan Boomer, President and CCO of MA, also serves as trustee or on the board of directors of a few charitable organizations which are unrelated to the financial services industry. These include Good Shepherd Church (*trustee*), Good Shepherd Real Estate Holdings Corp. (*chairman*), Good Shepherd Community Development Corp. (*chairman*), JFK Library Foundation (board member and member of investment committee) and the Raritan Valley Community College Foundation (Board Chairman and Chair of the investment committee). Allan Boomer invests in franchise businesses and real estate through various private partnerships. Allan is a Franchisee of Retro Fitness LLC and Zips Dry Cleaning LLC.

Mr. Boomer is also affiliated with Franklin Morgan Fund 1, LLC, a private investment fund (the “Fund”), the complete description of which (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the Fund’s offering documents. These activities will take up approximately 5-6 hours a week of his time.

Additional Compensation: Allan Boomer is a Franchisee of Retro Fitness LLC and Zips Dry Cleaning LLC. As a franchisee of Retro Fitness and Zips Dry Cleaning, Mr. Boomer is entitled to receive a referral fee from the franchisors Retro Fitness and Zips Dry Cleaning for introducing the company to new prospective franchisees. Allan Boomer is a co-owner of Momentum Risk Management LLC which sells insurance through licensed agents. As an owner he is entitled to a

percentage of the profits of the business. Allan Boomer is a Class B owner of the Franklin Morgan Partners LLC private investment fund and entitled to compensation from the fund.

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations. He can be reached at: allan@momentum-advisors.com or 917-997-4297.

William Platt, CFP®

Year of Birth: 1979

Professional History:

Investment Advisor Representative and Member, Momentum Advisors, LLC. 2014 to present
Registered Representative, Purshe Kaplan Sterling Investments (aka PKS Investments Inc.), 2014 to present

Owner, PT Wealth Management, 2010 to 2014

Financial Planner, Mass Mutual, 2002 to 2010

Certifications, Licenses and Educational Background:

B.A. – Sociology, College of William and Mary, Williamsburg, VA 2001

Certified Financial Planner (CFP®)² - Certified Financial Planner Board of Standards, Inc.

Series 63 – Uniform Securities Agent Examination

Series 7 – General Securities Representative Examination

Life and Health Insurance License

Disciplinary Information: None

Other Professional Activity: William Platt, CFP®² serves on several non-profit boards, including The Open Door and Long Island Elite Football. Additionally, he is an Assistant Coach for the Saint Anthony's High School football team in Melville NY.

Other Professional Activity: Insurance Services. Will Platt, CFP®² is a passive investor in the General Partnership of a private equity fund called MedCap, which invests in the commercialization of medical devices and technologies created at Harvard Medical School. These activities will take up to 5 hours a week of his time.

Additional Compensation: William is also compensated as a registered representative with Purshe Kaplan Sterling Investments (aka PKS Investments Inc.). Will Platt is a licensed insurance agent who earns commissions for the sale of insurance. Additionally, he is a co-owner of Momentum Risk Management LLC which sells insurance through licensed agents. As an owner he is entitled to a percentage of the profits of the business.

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations. He can be reached at: allan@momentum-advisors.com or 917-997-4297.

Kyle Pitts

Year of Birth: 1982

Professional History:

Investment Advisor Representative, Momentum Advisors, LLC. 2014 to present
Financial Consultant, PNC Investments. 2013 to 2014
Financial Advisor, Merrill Lynch/Bank of America, 2012 to 2013
Instructor, Essex County College, 2010 to 2012
Client Services, UBS Financial Services, 2006 to 2009
Merrill Lynch, 2005 to 2006

Certifications, Licenses and Educational Background:

B.S. – Mechanical Engineering, Howard University, Washington, D.C, May 2006
Series 66 – Uniform Combined State Law Examination (inactive)
Series 7 – General Securities Representative Examination (inactive)
Life and Health Insurance License

Disciplinary Information: None

Other Professional Activity: Insurance Agent. Kyle is the Chairman of a non-profit called Corporation ME which provides financial literacy programming to adolescents. These activities will take up approximately 2-5 hours a week of his time. Mr. Pitts is also affiliated with Franklin Morgan Fund 1, LLC, a private investment fund (the “Fund”), the complete description of which (the terms, conditions, risks, conflicts and fees, including incentive compensation) is set forth in the Fund’s offering documents. These activities will take up approximately less than 1 hour a week of his time.

Additional Compensation: Kyle Pitts is a licensed insurance agent who earns commissions for the sale of insurance. Kyle Pitts is a Class B owner of the Franklin Morgan Partners LLC private investment fund and entitled to compensation from the fund.

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations. He can be reached at: allan@momentum-advisors.com or 917-997-4297.

Andrea P. Gray

Year of Birth: 1974

Professional History:

Certifications, Licenses and Educational Background:

Education

B.S., Accounting, Hampton University, May 1996

Business Experience

Momentum Advisors, Investment Advisor Rep, June 2021 to Present

Merrill Lynch, Pierce, Fenner & Smith, Inc., Jan 2005 – April 1, 2021

Life and Health Insurance License

Professional Designations: Chartered Retirement Planning Counselor (CRPC®):

The **Chartered Retirement Planning Counselor SM, or CRPC® program**, is a designation program for financial professionals. This program enables experienced advisors, who are focused on retirement planning for individuals, define a “road map to retirement.” There is a focus on clients’ pre- and post-retirement needs, as well as issues related to asset management and estate planning.

Exam Requirements

The Final Exam for the CRPC® program contains 80 questions.

Students have an allotted time of 3 hours to take the Final Exam and a maximum of two attempts to pass the Final Exam.

Passing Score

A passing score on the Final Exam is a score of 70% or higher.

The grade earned on the Final Exam reflects your overall grade for the designation program.

Continuing Education

All professional designation holders (except LUTCF®) are responsible for completing 16 hours of continuing education (CE) credits every two years. A \$95 renewal fee is also required every two years.

Disciplinary Information: None

Other Professional Activity: N/A

Additional Compensation: N/A

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations. He can be reached at: allan@momentum-advisors.com or 917-997-4297.

Jason Mahabirsingh

Year of Birth: 1976

Professional History:

Certifications, Licenses and Educational Background:

Education

MBA NYU-Leonard N. Stern School of Business 2004

BS Applied Mathematics and Statistics - Stony Brook University 1999

Business Experience

Momentum Advisors, Investment Advisor Representative – March 2022 to Present

Self-Employed, Melville, NY, Consultant – October 2018- January 2022

Credit Suisse Securities, New York, NY Trader/Director – July 2004 – September 2018

Series 65 - Uniform Investment Adviser Law Examination

SIE - Securities Industry Essentials Examination (inactive)

Series 63 – Uniform Securities Agent State Law Examination (inactive)

Series 55 - Limited Representative-Equity Trader Exam (inactive)

Series 7 – General Securities Representative Examination (inactive)

Series 3 – National Commodity Futures Examination (inactive)

Life and Health Insurance License

Professional Designations: None

Disciplinary Information: None

Other Professional Activity: N/A

Additional Compensation: N/A

Supervision: Allan Boomer, as Chief Compliance Officer for MA, conducts and manages all supervisory and compliance obligations. He can be reached at: allan@momentum-advisors.com or 917-997-4297.