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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Avestar Capital LLC. If you have any questions about the contents of this brochure, contact us at 212-706-4140. 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 Avestar Capital, LLC is available on the SEC's website at: www.adviserinfo.sec.gov. The searchable IARD/CRD number for Avestar Capital, LLC is 287525.

Avestar Capital, LLC is registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

ITEM 2: SUMMARY OF MATERIAL CHANGES

Form ADV Part 2 requires registered investment advisers, including Avestar Capital ("Avestar", the "Firm", "we", our" or "us") to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last annual ADV update we have made the following material changes to our Form ADV:

- **Due to an organizational structure of the firm, a change in the Firm's management structure, the disciplinary action in Item 9 has been removed.**
- **We updated Item #4 to reflect the new name of the holding company.**
- **We've updated the schedule A to reflect changes to the ownership structure of the Firm.**
- **We have added new investment strategies and products and corresponding fees.**

ITEM 3: TABLE OF CONTENTS

ITEM 4: ADVISORY BUSINESS

DESCRIPTION OF FIRM

Avestar is a federally registered investment adviser based in New York, NY. We are organized as a limited liability company ("LLC") under the laws of the State of Delaware. We are wholly owned by Atash Holdings, LLC, a Delaware limited liability company. Shilpa Konduri Mullan is the majority owner and of Atash Holdings.

Certain clients of our Firm are also investors in our parent company, Atash Holdings, and are also board members of Atash Holdings. This creates a conflict of interest that, in certain instances, could result in such clients attempting to unduly influence our management decisions, including decisions related to reduced fee structures and allocation of limited investment opportunities. We address this conflict by maintaining and conducting a conflict review process, which is administered by our Compliance Committee on a quarterly basis. Generally, our Board is not involved in the day-to-day activities of Avestar, but rather on the strategic direction and growth of the firm.

ASSETS UNDER MANAGEMENT

As of December 31,2022, we provided continuous investment management services for $960,762,562 of client assets on a discretionary basis. As of December 31, 2022, we managed $1,301,986 on a non-discretionary basis.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Avestar Capital, LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

<u>AVESTAR ADVISORY PRODUCTS & SERVICES</u>

PORTFOLIO MANAGEMENT SERVICES

We offer discretionary and non-discretionary portfolio management services. Our investment advice is tailored to meet your needs and investment objectives.

We may invest your assets according to one or more model portfolios developed by us. These models are designed for investors with varying degrees of risk tolerance ranging from a more aggressive investment strategy to a more conservative investment approach. You may impose restrictions on investing in certain securities or types of securities in your account. In such cases, this may prevent you from investing in certain models that are managed by us.

You have the option of imposing reasonable investment restrictions on certain securities, industries or sectors by providing us with written instructions when you open a new advisory account or at any time thereafter. Restrictions or other options you choose can be rescinded at any time by notifying us in writing.

Accounts referred to third party money managers through the Dynasty platform may limit your ability to impose restrictions. Our model portfolios are described below:

Avestar Ultra Short Fixed Income

Avestar Ultra Short Fixed Income seeks to exceed the yield of cash & equivalents in a low interest rate environment. It is best executed being paired with a staggered investment grade fixed income portfolio. This will serve to meet expected future outflows and unexpected interim liquidity needs.

Avestar Global Equity

Avestar Global Equity is our proprietary all-world equity model. It is currently comprised of approximately 66% US All-Cap and 34% International Developed and Emerging. The portfolio is meant to provide diversified exposure with both Passive and Active management. Our team has paired active managers with passive ETFs to minimize costs but take advantage of informationally inefficient markets to outperform over the long term.

Avestar Liquid Alternatives

Avestar Liquid Alternatives focuses on investment in asset classes with low correlation to the tradition stock and bond investments. The strategy's purpose is to provide broad diversification, dampen volatility and provide an inflation hedge. Unlike traditional alternatives, all investments in this account are publicly traded and have daily pricing. Interval funds are incorporated to access to some less liquid asset classes and provide quarterly liquidity.

Avestar Tax Sensitive Fixed Income

Avestar Tax Sensitive Fixed Income is a diversified bond portfolio which covers many different sectors and styles. The use of active management in this asset class is integral in managing duration risk, credit risk, and geographic exposures that can't be controlled for via indexing. We focus on credit research and yield curve positioning to manage risk and attempt to generate index-like returns. This is a crossover account that can own both tax exempt municipal securities and taxable fixed income, with a mandate to return after-tax, risk-adjusted returns.

Avestar Taxable Fixed Income

Avestar Taxable Fixed Income is a diversified bond portfolio which covers many different sectors and styles in the credit universe. The use of active management in this asset class is integral in managing duration risk, credit risk, and geographic exposures that can't be controlled for via indexing. While we are unconstrained by geography, we benchmark against the US Aggregate Bond Index.

Avestar Thematic ETF

Avestar Thematic ETF is a sector rotation strategy that is intended to have high turnover and play on momentum in the markets. It is currently a 100% ETF portfolio- investing in ideas like Artificial Intelligence, Automation, Biosciences, Clean Energy and other topical investments. The sell discipline is based on taking profits and identifying new emerging investment trends. The portfolio is largely unconstrained by asset class, regional exposure and use of leverage.

Avestar Advisory Growth

The strategy features an enhanced index approach to the markets where we can move between the style boxes, market capitalizations and geographies seamlessly using individual securities, ETFs, Funds, LPs and Structured

Notes. An Aggressive portfolio will typically have 80-95% in diversified global equities and we currently are allocating to less liquid institutional products to smooth returns. We are also limit our public equity exposure in general and use more hedged equity products. The expected return of this portfolio, as with all public portfolios, is muted late cycle.

3ALPHA STRATEGIES (a DBA of Avestar Capital, LLC)

3Alpha is the marketing name for Avestar's subset of professionally managed portfolios. 3Alpha portfolio offerings leverage the advice and expertise of InvestCo LLC ("InvestCo") and WisdomTree Asset Management, Inc. ("WisdomTree", together "the Model Providers") provided to Avestar in the form of model portfolios. Avestar may retain other outsourced Model Providers in the future. Avestar's Investment Committee reviews and assesses the model portfolios before implementation as well as on a regular and ongoing basis. Certain of these portfolios are exclusively comprised of no-load mutual funds or ETFs, while some are a combination of no-load mutual funds and ETFs. We pay both InvestCo and WisdomTree for the licensing of their models. You do not pay a separate or distinct fee for the use of such models. Please refer to the 3Alpha fee chart in Item #5 of this brochure for the fees and expenses associated with these models.

Model Providers' recommended portfolios may include underlying registered investment companies advised by such Model Providers and/or their affiliates (the "affiliated products"). In certain cases, Model Providers have an incentive to allocate investments to such affiliated products to increase scale of a product and/or generate additional fees for the Model Providers and/or their affiliates. Avestar's Investment Committee monitors each model on an initial and ongoing basis.

Additionally, clients whose assets are invested in 3Alpha model portfolios may not set restrictions on the specific holdings or allocations within the model, nor the types of securities that can be purchased in the model. However, clients may exclude certain assets from management in our model portfolios. For assets held outside the model portfolios, you may limit our discretionary authority, or you may request specific transactions by providing our firm with your restrictions, guidelines, or instructions.

Global Equity ETF powered by Invesco

The Global Equity ETF strategy is a core portfolio solution that provides diversified exposures to global equities through ETFs. The strategy has most of its assets weighted to the US and seeks to achieve higher risk-adjusted returns via assets allocation and underlying ETF selection. It is a cost-effective solution that leverages a combination of passive, active, and factor strategies with access to best-in-class multi-manager framework.

US Equity Factor Rotation ETF powered by Invesco

This is a core portfolio solution that provides exposure to US equity markets through ETFs. This is a factor rotation model designed to offer a cost-effective, dynamic core US equity portfolio. Factors included in the model may provide favorable risk-adjusted returns over long periods, above the returns of the market. The model is diversified across many factors that can potentially generate portfolio returns in any market environment.

Global Multi-Asset Income ETF by Wisdom Tree

This strategy provides exposure to a diversified allocation of stocks, bonds, and alternatives using ETFs. It seeks to maximize potential for capital growth and income for investors by using dividend-focused equity ETFs, yield focused fixed income ETFs, and income generating alternative ETFs. The strategy seeks to add value through both asset allocation and ETF selection. The model is strategic in nature and reflects tactical tilts based on market conditions.

THIRD-PARTY PRIVATE FUNDS

Through a relationship with Crystal Capital Partners, LLC ("Crystal") we may provide our qualified clients with customized private equity and hedge fund portfolios. Crystal specializes in building customized portfolios that help complement the existing holdings of client investments. With Crystal's services, we will have access to top tier private equity and hedge fund managers, detailed analytics, reporting and comprehensive due diligence previously only available to the largest institutions. Most customized accounts will be invested with investment managers or investment funds through a series fund organized by Crystal. The investment managers and investment funds that we recommend will be selected from a list that has been developed by Crystal, based on its quantitative and qualitative research of the managers and funds. After a client approves the customized portfolio that we recommend, the client will invest in a series or portfolio of a fund that is managed by Crystal ("Crystal Fund"). The Crystal Fund is a private investment fund that has several segregated portfolios. Each portfolio is a separate pool of assets constituting a separate fund with its own investment objectives and policies.

FINANCIAL CONSULTING SERVICES

We offer financial consulting services that primarily involve advice related to specific financial-related topics. The topics we address may include, but are not limited to, risk assessment/management, investment planning, financial organization, cash flow management, financial administration, or financial decision making/negotiation.

DUE DILIGENCE SERVICES

We provide due diligence and research services for clients that may be interested in private funds including hedge funds, private equity, venture capital, and real estate. We outsource our due diligence services to Atrato Advisers, FortPoint or other independent third-party due diligence vendors as deemed appropriate.

SELECTION OF OTHER ADVISERS

Third Party Advisers:

Avestar has entered into a contractual relationship with Dynasty Financial Partners, LLC ("Dynasty"), which provides Avestar with operational and back-office support including access to a network of service providers. Through the Dynasty network of service providers, Avestar may receive preferred pricing on trading technology, custody, compliance and other related services. Dynasty charges a "Platform Fee," unless otherwise disclosed, you will be charged, separate from and in addition to your annual investment management fee, as described in Item 5 below. In addition, Dynasty's subsidiary, Dynasty Wealth Management, LLC ("DWM") is an SEC registered investment adviser, that provides access to a range of investment services including: separately managed accounts ("SMA"), mutual fund and ETF asset allocation strategies, and unified managed accounts ("UMA") managed by external third party managers (collectively, the "Investment Programs"). Avestar and its clients may separately engage the services of Dynasty and/or its subsidiaries to access the Investment Programs. Under the SMA and UMA programs, Avestar will maintain the ability to select the specific, underlying third party managers that will, in turn, have day-to-day discretionary trading authority over the requisite client assets.

DWM sponsors an investment management platform (the "Platform" or the "TAMP") that is available to the advisers in the Dynasty Network, such as Avestar. Through the Platform, DWM and Dynasty collectively provide certain technology, administrative, operations and advisory support services that allow advisers to manage their own portfolios and access independent third-party managers that provide discretionary services in the form of traditional managed accounts and investment models. Advisers can allocate all or a portion of client assets among the different independent third-party managers via the Platform. Avestar also uses the model management feature of the TAMP by creating our own asset allocation model and underlying investments that comprise the model. Through the model management feature, we may outsource the implementation of trade orders and periodic rebalancing of the model when needed.

Avestar will maintain the direct contractual relationship with each client and obtain, through such agreements, the authority to engage independent third-party managers, DWM and/or Dynasty, as applicable, for services rendered through the Platform in service of such client. When Avestar uses third party managers, Avestar delegates discretionary trading authority to DWM and/or independent third-party managers to effect investment and reinvestment of client assets with the ability to buy, sell or otherwise effect investment transactions and allocate client assets. If you participate in certain Investment Programs, DWM or the designated manager, as applicable, is also authorized without prior consultation of Avestar or the client to buy, sell, trade or allocate such client's assets in accordance with the client's designated portfolio and to deliver instructions to the designated broker-dealer and/or custodian of such client's assets.

PRIVATE INVESTMENT FUNDS

Avestar provides fully discretionary investment advisory services to proprietary privately offered, pooled investment funds (individually, a "**Fund**" and collectively as the "**Funds**"). Avestar serves as the investment manager of the Funds, and Avestar Structured Note SPV GP, LLC serves as the General Partner to the Structured Note Fund. The detailed terms, fees, expenses, strategies and risks applicable to the Funds are described in each Fund's organizational and offering documents.

FAMILY OFFICE SERVICES ("FOS")

We offer family office services whereby we assist you in a non-advisory capacity with auxiliary wealth management solutions, financial planning coordination, philanthropy consulting, balance sheet reporting, performance reporting, due diligence services and other services you may request from us. Family office services are strictly clerical and administrative in nature and do not include investment advice or ongoing supervisory management of any account. You will sign a separate FOS agreement to engage in these services. Fees for FOS services vary based on the size and complexity of the relationship.

TYPES OF INVESTMENTS

We offer advice related to equity securities, corporate debt securities (other than commercial paper), commercial paper, certificates of deposit, municipal securities, life insurance, mutual fund shares, United States government securities, options contracts on securities, options contracts on commodities, money market funds, real estate, REITs, PIPEs, derivatives, structured notes, ETFs, interests in partnerships investing in real estate, interests in partnerships investing in oil and gas interests, or private funds (including hedge funds and private equity funds to accredited or qualified investors only).

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

ITEM 5 FEES AND COMPENSATION

Advisory Fee for Avestar's Portfolio Management Services*

Assets Under Management	Fee Range
$100,000 to $5 mm	.20% to 2.0%
$5mm to $10mm	.20% to 1.75%
$10mm to $25mm	.20 to 1.25%
$25mm+	.20 to 1.0%

Advisory Fee for 3Alpha Strategies

The fees applicable to the 3Alpha strategies will range between .20 to .50 bps. The fees for the professionally managed third-party strategies are in addition to the Avestar advisory fee as noted in the above chart.

*** Advisory Fees do not include custodian and/or trading costs, additional fees for certain strategies or sub-advisory fees as described below, other Platform Fees (including third-party money manager fees), reporting fees supervised equity fees or technology fees as described below.**

The Advisory Fee for portfolio management services is an annual fee based on a percentage of the assets in your account and ranges from 0.2 % to 2.0% depending upon the type of service and the amount of assets that we are managing. The Advisory Fee is calculated on the value of the assets held in your account on the last business day of each quarter, based on the rate agreed upon in the Investment Advisory Agreement ("IAA"). Our fees are "unbundled", which means you will see a separate line item for each fee or expense associated with your account. The Advisory Fee is negotiable, depending on individual client circumstances.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable Advisory Fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in your paying a reduced Advisory Fee.

In very limited circumstances and depending on the size and scope of the relationship, we may charge a flat fee for advisory services instead of a percentage of assets under management. This fee will be disclosed in your IAA.

We will deduct the Advisory Fee directly from your account through the qualified custodian holding your funds and securities. We will deduct the Advisory Fee only when you have given us written authorization permitting the fees to be paid directly from your account. For discretionary accounts, in the event that there is not sufficient cash in the Account to pay the Advisory Fee, the Adviser is authorized to sell assets to pay the Advisory Fee. The qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

You may terminate the IAA upon 30 days written notice. You will incur a pro rata charge for services rendered prior to the termination of the IAA, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will promptly receive a prorated refund of those fees.

In addition to or combined with the Advisory Fees outlined above, Avestar charges a .02 % (2 bps) Technology Fee, which covers the costs that our portfolio accounting system charges to maintain your account and run performance reports.

Avestar-<u>SELECTION OF OTHER ADVISERS</u>

Avestar utilizes the Dynasty TAMP services for certain clients when selecting third-party money managers for Unified Managed Accounts or Separately Managed Accounts. . Dynasty's platform fees and independent manager fees (collectively, the "Dynasty Fees") are not included in the Advisory Fee. You will be charged for such TAMP services separate from and in addition to the Advisory Fee charged by us. Avestar does not receive any portion of the fees paid directly to Dynasty or the service providers made available through its platform, including the independent managers.

Each of the Dynasty Fees are determined by the particular program(s) and manager(s) with which your assets are invested and are calculated based upon a percentage of your assets under management, as applicable. Dynasty's platform fee generally ranges from 0 - 0.45% annually, independent fixed income manager fees generally range from 0 - 0.90% annually, and independent equity manager fees generally range from 0 - 1.50% annually.

The Advisory Fee, Affiliated Investment Manager Fee, and Options Strategy Fee, and the Dynasty Platform Fees are billed and payable on a pro-rata basis, quarterly in advance, based upon the market value of the assets being managed by Avestar on the last day of the previous quarter, as specified in the IAA. If the IAA is executed at any time other than the first day of a calendar quarter, the applicable fees will be applied on a pro rata basis, which means that fees are payable in proportion to the number of days in the quarter for which you are a client. In the event the IAA is terminated, fees for the final billing period are prorated through the effective date of the termination and the unearned portion is promptly refunded, as appropriate.

- FAMILY OFFICE SERVICES ("FOS")

We charge a flat rate for family office services, which is negotiable depending on the scope of services. Generally, our minimum fee for such service starts at $2500 and varies depending on the complexity of your engagement with us and we may charge additional fees at year end as a true up based on our IAA. An estimate of the total cost will be determined at the start of the relationship. In addition, we may charge out of pocket expenses for any third-party service providers we may engage to assist in execution of the services we provide to you. You may terminate the family office services agreement upon 90 days written notice to us. Family office services are non-advisory. We do not provide investment advice or ongoing supervisory management of your accounts that are under an FOS agreement. However, if you have executed an IAA in conjunction with an FOS agreement, accounts subject to the IAA will be managed in accordance with the terms of the IAA.

DUE DILIGENCE SERVICES

Fees for Due Diligence Services range from $2500 to $15,000 depending on the scope and complexity of the products requiring due diligence. We may outsource our due diligence services to a third-party or conduct it internally depending on the scope and complexity of the product.

PRIVATE INVESTMENT FUNDS

Avestar provides discretionary investment advisory services to privately- offered pooled investment funds (individually, a "**Fund**" and collectively as the "**Funds**"). Avestar serves as the investment manager to each Fund. Related persons of Avestar serves as the General Partner to the Funds. The detailed terms and fees applicable to the Funds are described in each Fund's organizational and offering documents.

All expenses incurred in connection with evaluating (regardless of whether such investments are ultimately made), purchasing, holding and disposing of investments in an underlying private investment fund ("**Underlying Fund**") (including, but not limited to, research reports, brokerage commissions, margin interest, expenses related to short sales, custodial fees, commissions on investments in underlying funds and clearing and settlement charges) will be borne by the investors in the relevant pooled investment vehicle managed by Avestar in addition to any fees directly or indirectly charged by Avestar related general partner, managing member, similar control persons and entities. The expenses and fees of the Underlying Funds are in addition to the expenses and the management fees, charged by Avestar. Specific information regarding our advisory fees and other fund expenses as they relate to private funds can be found in the applicable Private Placement Memorandum or offering documents. All fees and expenses assessed to the private funds are fully disclosed to investors in the respective Fund’s Private Placement Memorandum or offering documents and in Investor Subscription documents.

ADDITIONAL FEES AND EXPENSES

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. Certain mutual funds may charge a redemption fee if you were to sell shares of the fund before a period of time outlined in the fund’s prospectus. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, us, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

We may trade client accounts on margin. You must sign a separate margin agreement before margin is extended to your account. Fees for advice and execution on these securities are based on the total asset value of the account, which includes the value of the securities purchased on margin. While a negative amount may show on your statement for the margined security as the result of a lower net market value, the amount of the fee is based on the absolute market value. This creates a conflict of interest where we have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee. The use of margin may also result in interest charges in addition to all other fees and expenses associated with the security involved.

In addition to commissions or asset-based fees, your custodian typically charges you a flat dollar amount as a “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your custodian account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

IRA ROLLOVER CONSIDERATIONS

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your retirement plan or your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the IAA. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by us.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer’s retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
    a. Employer retirement plans generally have a more limited investment menu than IRAs.
    b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
    a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
    b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 70.5.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
    a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may

also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.

9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.

Item 6: Performance-Based Fees and Side-By-Side Management

We do not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7: Types of Clients

We offer investment advisory services to private investment funds, individuals, high net worth individuals, accredited and qualified investors, charitable organizations, foundations, and corporations or other businesses entities.

Avestar typically requires a minimum household size of $100,000 and account minimum within the household of $25,000.

We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum.

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

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Charting Analysis - involves the gathering and processing of price and volume pattern information for a particular security, sector, broad index or commodity. This price and volume pattern information is analyzed. The resulting pattern and correlation data are used to detect departures from expected performance and diversification and predict future price movements and trends.

Risk: Our charting analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Technical Analysis - involves studying past price patterns, trends and interrelationships in the financial markets and predict the direction of both the overall market and specific securities.

Risk: The risk of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

Fundamental Analysis - involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

Risk: The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - a type of technical analysis that involves evaluating recurring price patterns and trends.

Risk: The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Modern Portfolio Theory - a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk or minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets.

Risk: Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus may not be eliminated by diversification.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Short-Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations.

Risk: Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

Short Sales - Unlike a straightforward investment in stocks where you buy shares with the expectation that their price will increase so you can sell at a profit, in a "short sale" you borrow stocks from your brokerage firm and sell them immediately, hoping to buy them later at a lower price. Thus, a short seller hopes that the price of a stock will go down in the near future. A short seller thus uses declines in the market to his advantage. The short seller makes money when the stock prices fall and loses when prices go up. The SEC has strict regulations in place regarding short selling.

Risk: Short selling is very risky. Investors should exercise caution before short selling is implemented. A short seller will profit if the stock goes down in price, but if the price of the shares increase, the potential losses are unlimited because the stock can keep rising forever. There is no ceiling on how much a short seller can lose in a trade. The share price may keep going up and the short seller will have to pay whatever the prevailing stock price is to buy back the shares. However, gains have a ceiling because the stock price cannot fall below zero.

Risks: A short seller has to undertake to pay the margin interest on the borrowed securities as long as the short seller chooses to keep the short position open. If the company declares dividends the short seller will have to pay that amount to the lender. The broker can use the funds in the short seller's margin account to buy back the loaned shares or issue a "call away" to get the short seller to return the borrowed securities. If the broker makes this call when the stock price is much higher than the price at the time of the short sale, then the investor can end up taking huge losses.

Risk: Margin interest can be a significant expense. Since short sales can only be undertaken in margin accounts, the interest payable on short trades can be substantial, especially if short positions are kept open over an extended period.

Risk: Shares that are difficult to borrow – because of high short interest, limited float, or any other reason – have "hard-to-borrow" fees. These fees are based on an annualized rate that can range from a small fraction of a percent to more than 100% of the value of the short trade. The hard-to-borrow rate can fluctuate substantially on a daily basis; therefore, the exact dollar amount of the fee may not be known in advance and may be substantial.

Margin Transactions - a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

Risk: If the value of the shares drops sufficiently, the investor will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." An investor's overall risk includes the amount of money invested plus the amount that was loaned to them.

Option Writing

Options are complex securities that involve risks and are not suitable for everyone. Option trading can be speculative in nature and carry substantial risk of loss. It is generally recommended that you only invest in options with risk capital. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an underlying asset at a specific price on or before a certain date (the "expiration date"). The two types of options are calls and puts:

- A call gives the holder the right to buy an asset at a certain price within a specific period of time. Calls are similar to having a long position on a stock. Buyers of calls hope that the stock will increase substantially before the option expires.
- A put gives the holder the right to sell an asset at a certain price within a specific period of time. Puts are

very similar to having a short position on a stock. Buyers of puts hope that the price of the stock will fall before the option expires

Selling options is more complicated and can be even riskier. The option trading risks pertaining to options buyers are:

- Risk of losing your entire investment in a relatively short period of time.
- The risk of losing your entire investment increases if, as expiration nears, the stock is below the strike price of the call (for a call option) or if the stock is higher than the strike price of the put (for a put option).
- European style options which do not have secondary markets on which to sell the options prior to expiration can only realize its value upon expiration.
- Specific exercise provisions of a specific option contract may create risks.
- Regulatory agencies may impose exercise restrictions, which stops you from realizing value.

The option trading risks pertaining to options sellers are**:**

- Options sold may be exercised at any time before expiration.
- Covered Call traders forgo the right to profit when the underlying stock rises above the strike price of the call options sold and continues to risk a loss due to a decline in the underlying stock.
- Writers of Naked Calls risk unlimited losses if the underlying stock rises.
- Writers of Naked Puts risk unlimited losses if the underlying stock drops.
- Writers of naked positions run margin risks if the position goes into significant losses. Such risks may include liquidation by the broker.
- Writers of call options can lose more money than a short seller of that stock on the same rise on that underlying stock. This is an example of how the leverage in options can work against the option trader.
- Writers of Naked Calls are obligated to deliver shares of the underlying stock if those call options are exercised.
- Call options can be exercised outside of market hours such that effective remedy actions cannot be performed by the writer of those options.
- Writers of stock options are obligated under the options that they sold even if a trading market is not available or that they are unable to perform a closing transaction.
- The value of the underlying stock may surge or ditch unexpectedly, leading to automatic exercises.

Other option trading risks are:

- The complexity of some option strategies is a significant risk on its own.
- Option trading exchanges or markets and option contracts themselves are open to changes at all times.
- Options markets have the right to halt the trading of any options, thus preventing investors from realizing value.
- Risk of erroneous reporting of exercise value.
- If an options brokerage firm goes insolvent, investors trading through that firm may be affected
- Internationally traded options have special risks due to timing across borders.

Options are complex investments and can be very risky if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited. You should read the option disclosure document, “Characteristics and Risks of Standardized Options,” which can be obtained from any exchange on which options are traded, by calling 1-888-OPTIONS, or by contacting us directly.

Trading - We may use frequent trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). We may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk. This may include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses.

Risk: When a frequent trading policy is in effect, there is a risk that investment performance within your account may be negatively affected, particularly through increased brokerage and other transactional costs and taxes.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

We will not perform quantitative or qualitative analysis of individual securities when we allocate your assets among various classes of securities or third-party money managers. We may rely on investment model portfolios and strategies developed by the third-party money managers and their portfolio managers. We may replace/recommend replacing a third-party money manager if there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Moreover, custodians and broker-dealers must report the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to us immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

We recommend various types of securities and we do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. A description of the types of securities we may recommend to you and some of their inherent risks are provided below.

Money Market Funds

A money market fund is technically a security. The fund managers attempt to keep the share price constant at $1/share. However, there is no guarantee that the share price will stay at $1/share. If the share price goes down, you can lose some, or all, of your principal. The U.S. Securities and Exchange Commission ("SEC") notes that "While investor losses in money market funds have been rare, they are possible." Because money market funds are considered to be safer than other investments like stocks, long-term average returns on money market funds tends to be less than long term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

Certificates of Deposit

Certificates of deposit are generally the safest type of investment since the principal amount is insured by the federal government up to a certain amount.

Municipal Securities

Municipal securities, while generally thought of as safe, can have significant risks associated with them including, but not limited to: the credit worthiness of the governmental entity that issues the bond; the stability of the revenue stream that is used to pay the interest to the bondholders; when the bond is due to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same amount of interest or yield to maturity.

Bonds

Corporate debt securities (or "bonds") are typically safer investments than equity securities, but their risk can also vary widely based on the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be "called" prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Interest rate risk

Interest Rate Risk applies to debt investments such as bonds. It is the risk of losing money because of a change in the interest rate. For example, if the interest rate goes up, the market value of bonds will drop.

Currency risk

Currency risk applies when you own foreign investments. It is the risk of losing money because of a movement in the exchange rate. For example, if the U.S. dollar becomes less valuable relative to the Canadian dollar, your U.S. stocks will be worth less in Canadian dollars.

Credit risk

The risk that the government entity or company that issued the bond will run into financial difficulties and won't be able to pay the interest or repay the principal at maturity. Credit risk applies to debt investments such as bonds. You can evaluate credit risk by looking at the credit rating of the bond.

Stocks

There are numerous ways of measuring the risk of equity securities (also known simply as "equities" or "stock"). Stock prices can be affected by many other factors including, but not limited to the class of stock (for example, preferred or common); the health of the market sector of the issuing company; and the overall health of the economy. In general, larger, better-established companies ("large cap") tend to be safer than smaller start-up companies ("small cap") are but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.

Mutual Funds and Exchange Traded Funds

Mutual funds and exchange traded funds ("ETF") are professionally managed collective investment pools that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small capitalized or speculative companies, or uses leverage (i.e., borrows money) to a significant degree. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. While some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF’s performance to match that of the Underlying Index or other benchmark, if it's investment objective it to track one, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield a similar performance.

Commercial Paper

Commercial paper ("CP") is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default. There is a less risk in asset based commercial paper (ABCP). The difference between ABCP and CP is that instead of being an unsecured promissory note representing an obligation of the issuing company, ABCP is backed by securities. Therefore, the perceived quality of the ABCP depends on the underlying securities.

Real Estate Investment Trust

A real estate investment trust ("REIT") is a corporate entity which invests in real estate and/or engages in real estate financing. A REIT reduces or eliminates corporate income taxes. REITs can be publicly or privately held. Public REITs may be listed on public stock exchanges. REITs are required to declare 90% of their taxable income as dividends, but they actually pay dividends out of funds from operations, so cash flow has to be strong or the REIT must either dip into reserves, borrow to pay dividends, or distribute them in stock (which causes dilution). Some REITs must refinance or erase large balloon debts periodically. Fluctuations in the real estate market can affect the REIT's value and dividends.

Limited Partnerships

A limited partnership is a financial affiliation that includes at least one general partner and a number of limited partners. The partnership invests in a venture, such as real estate development or oil exploration, for financial gain. The general partner may not invest any capital but has management authority and unlimited liability. That is, the general partner runs the business and, in the event of bankruptcy, is responsible for all debts not paid or discharged. The limited partners have no management authority and confine their participation to their capital investment. That is, limited partners invest a certain amount of money and have nothing else to do with the business. However, their liability is limited to the amount of the investment. In the worst-case scenario for a limited partner, he/she loses what he/she invested. Profits are divided between general and limited partners according to an arrangement formed at the creation of the partnership.

PIPES

In a Private Investment in Public Equity ("PIPE") transaction, investors typically purchase securities directly from a publicly traded company in a private placement. Depending on the structure of the transaction, this can be done at a premium to or at a discount from the market price of the company's common stock. Because the sale of the securities is not pre-registered with the U.S. Securities and Exchange Commission ("SEC"), the securities are "restricted" and cannot be immediately resold by the investors into the public markets. Accordingly, the company will usually agree as part of the PIPE transaction to register the restricted securities with the SEC. Thus, the PIPE transaction can offer the company the speed and predictability of a private placement, while providing investors with a nearly liquid security. Risks of investing in PIPES include but may not be limited to substantial entry requirements, limited liquidity, limited investor control, potential for unfunded commitments, and loss of investment.

Derivatives

Derivatives are types of investments where the investor does not own the underlying asset, but he makes a bet on the direction of the price movement of the underlying asset via an agreement with another party. There are many different types of derivative instruments, including options, swaps, futures, and forward contracts. Derivatives have numerous uses as well as various risks associated with them, but they are generally considered an alternative way to participate in the market. Investors frequently use derivatives for three reasons: to hedge a position, to increase leverage, or to speculate on an asset's movement. The key to making a sound investment is to fully understand the risks associated with the derivative, including, but not limited to counterparty, underlying asset, price, and expiration risks. The use of a derivative only makes sense if the investor is fully aware of the risks and understands the impact of the investment within a portfolio strategy. Due to the variety of available derivatives and the range of potential risks, a detailed explanation of derivatives is beyond the scope of this disclosure.

Structured Products

A structured product, also known as a market-linked product, is generally a pre-packaged investment strategy based on derivatives, such as a single security, a basket of securities, options, indices, commodities, debt issuances, and/or foreign currencies, and to a lesser extent, swaps. Structured products are usually issued by investment banks or affiliates thereof. They have a fixed maturity and have two components: a note and a derivative. The derivative component is often an option. The note provides for periodic interest payments to the investor at a predetermined rate, and the derivative component provides for the payment at maturity. Some products use the derivative component as a put option written by the investor that gives the buyer of the put option the right to sell to the investor the security or securities at a predetermined price. Other products use the derivative component to provide for a call option written by the investor that gives the buyer of the call option the right to buy the security or securities from the investor at a predetermined price. A feature of some structured products is a "principal guarantee" function, which offers protection of principal if held to maturity. However, these products are not always Federal Deposit Insurance Corporation insured; they may only be insured by the issuer, and thus have the potential for loss of principal in the case of a liquidity crisis, or other solvency problems with the issuing company. Investing in structured products involves a number of risks including but not limited to fluctuations in the price, level or yield of underlying instruments, interest rates, currency values and credit quality; substantial loss of principal; limits on participation in any appreciation of the underlying instrument; limited liquidity; credit risk of the issuer; conflicts of interest; and other events that are difficult to predict.

Private Investment Funds

Avestar provides discretionary investment advisory services to private investment funds (individually, a "**Fund**" and collectively as the "**Funds**"). Avestar acts as the investment manager to each Fund. The detailed terms, strategies and risks applicable to the Funds are described in each Fund's organizational and offering documents. Details of the guidelines, parameters and restrictions on investments relating to the Fund clients may be found in the applicable Fund's Private Placement Memorandum.

ITEM 9: DISCIPLINARY INFORMATION

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management.

We do not have any required disclosures under this item.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

RECOMMENDATION OF OTHER ADVISERS

Avestar maintains a business relationship with Dynasty Financial Partners, LLC ("Dynasty"). Dynasty offers operational and back-office core service support including access to a network of service providers. Through the Dynasty network of service providers, Avestar may receive preferred pricing on trading technology, transition support, reporting, custody, brokerage, compliance, and other related consulting services.

While Avestar believes this open architecture structure for operational services best serves the interests of its clients, this relationship potentially present certain conflicts of interest due to the fact that Dynasty is paid by Avestar or its clients for the services referenced above. In light of the foregoing, Avestar seeks at all times to ensure that any material conflicts are addressed on a fully disclosed basis and handled in a manner that is aligned with its clients' best interests. Avestar does not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, Avestar reviews such relationships, including the service providers engaged through Dynasty, on a periodic basis in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

Avestar may enter into sub-advisory relationships with other third-party money managers in the future. Sub-advisers are generally employed to manage a sleeve or the entirety of an advisory account where the sub-adviser has specialized expertise in a particular strategy. In such cases, clients will pay both an advisory and sub-advisory fee. Clients whose accounts are managed either in full or partially by a sub-adviser will receive the sub-adviser's brochure which will contain information on the fees, expenses, risks and other pertinent information used to evaluate such sub-adviser.

DEMAND DEPOSIT MARKETPLACE^{SM} PROGRAM

We may refer you to the Demand Deposit Marketplace^{SM} Program (the "DDM Program") operated by Stable Custody Group II, LLC with administrative assistance from Reich & Tang Deposit Solutions, LLC. We receive compensation for client participation in the DDM Program, such as an advisory fee and/or a percentage of the fee income generated through the DDM Program.

A recommendation by us that you participate in the DDM Program presents a conflict of interest, as the receipt of related compensation provides an incentive to recommend the product based on such compensation, rather than on a particular client's need. You are not under any obligation to purchase any products or services recommended by us or our representatives. You are reminded that they may purchase or select other potentially similar products or services recommended by us through parties from which we do not stand to receive any additional benefit or compensation.

PRIVATE INVESTMENT FUNDS

Kishore Mirchandani and Shilpa Konduri Mullan, associated persons of Avestar, sit on the Board of Directors for Avestar Global Value Strategy SP & Avestar Global Growth Strategy SP, both a part of the segregated portfolios of Avestar Global Opportunities SPC. Mr. Mirchandani & Ms. Konduri also have a control or ownership interest in the Avestar Structured Note SPV GP, LLC, a general partner to the Avestar Structured Note SPV, LP, a private fund. Their duties as Board members of Avestar Global Growth Strategy SP and ownership of Avestar Structured Note SPV GP, LLC do not create a material conflict of interest to their other advisory services provided through Avestar Capital, LLC.

Accredited Investors to whom private funds are offered will receive a private placement memorandum and other offering documents. You should refer to the offering documents for a complete description of the fees, expenses, investment objectives, risks and other relevant information associated with investing in the private Fund. Persons affiliated with us have made an investment in the private funds and have an incentive to recommend the Fund over other investments when the private Fund's fees are greater than separately managed accounts.

FOREIGN AFFILIATE

Avestar is affiliated with Avestar Advisory LLP through common ownership. Avestar Advisory LLP is an offshore entity, provides services to clients located in India.

LICENSED INSURANCE AGENTS

Persons associated with us may also be licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate from our advisory fees. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with us.

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

DESCRIPTION OF OUR CODE OF ETHICS

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with us, including personal trading, disclosure of outside business activities and insider trading policies. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with us are expected to adhere strictly to these guidelines. Persons associated with us are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with us.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Avestar and its employees may give advice and take action in the performance of their duties that may be the same as, similar to, or different from advice given, or the timing or nature of actions taken, for other Client accounts or for their proprietary or personal accounts. Avestar and its employees may at any time hold, acquire, increase, decrease, dispose of or otherwise deal with positions in investments in which your account may have an interest from time to time. We have no obligation to acquire for your account a position in any investment, which it, acting on behalf of another Client, or an employee, may acquire, and the Client accounts shall not have first refusal, co-investment or other rights in respect of any such investment. In addition, our employees may be invested in our products. Because this may present a potential conflict of interest, we have adopted a Code of Ethics, which includes restrictions on employees' personal trading as described above.

PERSONAL TRADING PRACTICES

Avestar or its employees buy or sell the same securities that we recommend to you, including interests in our private funds, or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities. Personal trading by our employees is reviewed by our Chief Compliance Officer, or a designee.

ITEM 12: BROKERAGE PRACTICES

Custodial services are provided by Pershing Advisor Solutions ("PAS"), Charles Schwab, , or Stifel Nicolaus, each, a "Qualified Custodian". The recommended Custodians are securities broker-dealers and members of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. We believe that the recommended broker dealer provides quality execution services for you at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the broker dealer, including the value of the broker's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of the services the broker provides, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

We do not have any soft dollar arrangements.

BROKERAGE FOR CLIENT REFERRALS

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

DIRECTED BROKERAGE

In limited circumstances, and at our discretion, you may instruct us to use one or more particular brokers, other than our primary custodians, for the transactions in your accounts. If you choose to direct us to use a particular broker, you should understand that this might prevent us from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. This practice may also prevent us from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

AGGREGATED TRADES

We may combine multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "aggregated trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given transaction. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by us or persons associated with us may participate in aggregated trading with your accounts; however, they will not be given preferential treatment as aggregated or "block" orders each receive the same average price.

We generally do not aggregate trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with us, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with us.

TRADE ERRORS

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account.

CLASS ACTION LAWSUITS

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.

ITEM 13: REVIEW OF ACCOUNTS

Your Investment Professional will monitor your accounts on an ongoing basis and will conduct account reviews at least annually, to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- Contributions and withdrawals
- Year-end tax planning
- Market events
- Security specific events, and/or;
- Changes in your risk/return objectives.

We may provide you with additional or regular written reports in conjunction with account reviews. Reports we provide to you will contain relevant account and/or market-related information. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s). You should always compare the reports we provide to you versus those you receive from your custodian for accuracy. You should contact your investment professional promptly if there are material discrepancies between our statements and those from your custodian.

FINANCIAL PLANNING

Our Investment Professionals will review financial plans as needed, depending on the arrangements made with you at the inception of your advisory relationship to ensure that the advice provided is consistent with your investment needs and objectives. We will contact you periodically to determine whether any updates may be needed based on changes in your circumstances. Changed circumstances may include, but are not limited to marriage, divorce, birth, death, inheritance, lawsuit, retirement, job loss and/or disability, among others. We recommend meeting with you at least annually to review and update your plan if needed. Additional reviews will be conducted upon your request. Written updates to the financial plan will be provided in conjunction with the review. If you implement financial planning advice, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Compensation to Non-Advisory Personnel for Client Referrals
If a client is introduced to Avestar by an unaffiliated or an affiliated solicitor (“Promoter”), Avestar may pay that Promoter a referral fee.

We have not entered into any such arrangement at this time.

We receive economic benefits from a non-client for providing investment advice or other advisory services to you. Through our participation in certain programs or use of a custodian we are entitled to receive economic benefits. As part of our fiduciary duty, we endeavor at all times to put the interests of our clients first. You should be aware, however, that the receipt of economic benefits by us from a non-client in and of themselves creates a potential conflict of interest and may influence our choice in providing services to your account. This arrangement does not cause you to pay any additional transaction fees beyond those that are traditionally charged by us and/or other service providers.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

ITEM 15: CUSTODY

As paying agent for Avestar, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes us to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a qualified bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. We may also provide account statements to you at least quarterly, in addition to the statements you receive from your custodian. Certain price discrepancies, timing of deposits or withdrawals, or other minor differences between our statements and your custodial statements may occur. You should carefully review both account statements for accuracy.

PRIVATE INVESTMENT FUNDS

We, or our affiliate, serve as the investment adviser, related general partner, managing member, similar control persons and entities to the: Avestar Structured Note SPV, LP, Avestar Global Value Strategy SP & Avestar Global Growth Strategy SP, both a part of the segregated portfolios of Avestar Global Opportunities SPC (the Funds). In our capacity as General Partner to the Funds, we will have access to the Funds' cash and securities, and as such we are deemed to have custody over such funds and securities. We provide each limited partner in the Funds with audited annual financial statements. If you are a Fund investor and have questions regarding the financial statements or if you did not receive a copy, contact us directly at the telephone number on the cover page of this brochure.

ITEM 16: INVESTMENT DISCRETION

If you participate in our discretionary portfolio management services, we require you to grant us written discretionary authority to manage your account. When you grant us discretion, we have the authority and responsibility to formulate investment strategies on your behalf. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account without obtaining your approval prior to each transaction. We will also have discretion over the broker or dealer to be used for securities transactions, and over the commission rates to be paid. Discretionary authority is typically granted by the IAA you sign with us, a power of attorney, or trading authorization forms. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Refer to the *Advisory Business* section in this Brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with us, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by us on a non-discretionary basis.

ITEM 17: VOTING CLIENT SECURITIES

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized us to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 18: Financial Information

We do not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We have not filed a bankruptcy petition at any time in the past ten years and we do not require the prepayment of more than $1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

We have applied for and received a Payroll Protection Program ("PPP") loan under the federal government's Coronavirus Aid, Relief, and Economic Security ("CARES") which allows us to support ongoing operations, including maintaining existing payroll for personnel working for us through this period of economic uncertainty related to the Covid-19 pandemic. This loan is forgivable if the specific terms in the loan are met."

Item 19: Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Additional Information

YOUR PRIVACY

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We may disclose your non-public personal information to non-affiliated third parties. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an IAA with us. Contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time.

If we make any substantive changes in our privacy policy that would further permit or require disclosures of your private information, we will provide written notice to you. Where the change is based on permitted disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies, contact our main office at the telephone number on the cover page of this brochure and ask to speak to the Chief Compliance Officer.