FORM ADV

Part II - Page 1

Uniform Application for Investment Adviser Registration

OMB APPROVAL
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Name of Investment Adviser:				
John D Mezzasalma, CPA, CFP				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number
106 APPLE ST, STE 107	**TINTON FALLS**	**NJ**	**07724**	**732 842-1120**

This part of Form ADV gives information about the investment adviser and its business for the use of clients. The information has not been approved or verified by any governmental authority.

Table of Contents

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential Persons who are not to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Form ADV Part II - Page 2	Applicant: John D Mezzasalma, CPA, CFP	SEC File Number: 801- N/A	Date: 1/15/10

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

		%
☒	(1) Provides investment supervisory services	50 %
☐	(2) Manages investment advisory accounts not involving investment supervisory services	%
☒	(3) Furnishes investment advice through consultations not included in either service described above	1 %
☐	(4) Issues periodicals about securities by subscription	%
☐	(5) Issues special reports about securities not included in any service described above	%
☐	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which client may use to evaluate securities	%
☒	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	49 %
☐	(8) Provides a timing service	%
☐	(9) Furnishes advice about securities in any manner not described above	%

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

	Yes	No
B. Does applicant call any of the services it checked above financial planning or some similar term?	☐	☒

C. Applicant offers investment advisory services for: (check all that apply)

- ☒ (1) A percentage of assets under management
- ☒ (2) Hourly charges
- ☒ (3) Fixed fees (not including subscription fees)
- ☐ (4) Subscription fees
- ☐ (5) Commissions
- ☐ (6) Other

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients -- Applicant generally provides investment advice to: (check those that apply)

- ☒ A. Individuals
- ☐ B. Banks or thrift institutions
- ☐ C. Investment companies
- ☒ D. Pension and profit sharing plans
- ☒ E. Trusts, estates, or charitable organizations
- ☒ F. Corporations or business entities other than those listed above
- ☐ G. Other (describe on Schedule F)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
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~~2/17/09~~

3. Types of Investments Applicant offers advice on the following: (check those that apply)

A. Equity securities
- [x] (1) exchange-listed securities
- [x] (2) securities traded over-the-counter
- [ ] (3) foreign issuers

- [x] B. Warrants
- [x] C. Corporate debt securities (other than commercial paper)
- [x] D. Commercial paper
- [x] E. Certificates of deposit
- [x] F. Municipal securities

G. Investment company securities:
- [x] (1) variable life insurance
- [x] (2) variable annuities
- [x] (3) mutual fund shares

- [x] H. United States governmental securities

I. Options contracts on:
- [x] (1) securities
- [ ] (2) commodities

J. Futures contracts on:
- [ ] (1) tangibles
- [ ] (2) intangibles

K. Interests in partnerships investing in:
- [ ] (1) real estate
- [ ] (2) oil and gas interests
- [ ] (3) other (explain on Schedule F)

- [ ] L. Other (explain on Schedule F)

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- (1) [ ] Charting
- (2) [x] Fundamental
- (3) [x] Technical
- (4) [ ] Cyclical
- (5) [x] Other (explain on Schedule F)

B. The main sources of information applicant uses include: (check those that apply)

- (1) [x] Financial newspapers and magazines
- (2) [ ] Inspections of corporate activities
- (3) [x] Research materials prepared by others
- (4) [x] Corporate rating services
- (5) [ ] Timing services
- (6) [x] Annual reports, prospectuses, filings with the Securities and Exchange Commission
- (7) [x] Company press releases
- (8) [ ] Other (explain on Schedule F)

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- (1) [x] Long term purchases (securities held at least a year)
- (2) [x] Short term purchases (securities sold within a year)
- (3) [x] Trading (securities sold within 30 days)
- (4) [x] Short sales
- (5) [x] Margin transactions
- (6) [x] Option writing, including covered options, uncovered options, or spreading strategies
- (7) [ ] Other (explain on Schedule F)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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5. Education and Business Standards. Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.. þ ¨

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

þ A. Applicant is actively engaged in a business other than giving investment advice.

þ B. Applicant sells products or services other than investment advice to clients.

þ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

¨ A. Applicant is registered (or has an application pending) as a securities broker-dealer.

¨ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.

C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:

¨ (1) broker-dealer

¨ (2) investment company

¨ (3) other investment adviser

¨ (4) financial planning firm

¨ (5) commodity pool operator, commodity trading adviser or futures commission merchant

¨ (6) banking or thrift institution

þ (7) accounting firm

¨ (8) law firm

þ (9) insurance company or agency

¨ (10) pension consultant

¨ (11) real estate broker or dealer

¨ (12) entity that creates or packages limited partnerships

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

Yes No

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?... ¨ þ

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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9. Participation of Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes ☒ No ☐

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

See Schedule F annexed hereto.

B. Describe below the nature and frequency of regular reports to clients on their accounts.

See Schedule F annexed hereto.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

	Yes	No
(1) securities to be bought or sold?	☒	☐
(2) amount of the securities to be bought or sold?	☒	☐
(3) broker or dealer to be used?	☐	☒
(4) commission rates paid?	☐	☒

	Yes	No
B. Does applicant or a related person suggest brokers to clients?	☒	☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

	Yes	No
A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?	☒	☐
B. directly or indirectly compensates any person for client referrals?	☐	☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than $500 in fees per client and 6 or more months in advance

	Yes	No
Has applicant provided a Schedule G balance sheet?	☐	☒

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: John D Mezzasalma, CPA, CFP	SEC File Number: 801- N/A	Date: 1/15/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: John D Mezzasalma, CPA, CFP	IRS Empl. Ident. No.:

Item of Form (identify)	Answer
1. D	SERVICES PROVIDED: Mr. John Mezzasalma (hereinafter "Registrant" or "Mr. Mezzasalma") dba Mezzasalma Advisors provides tax, financial planning and investment management services. In addition, Mr. Mezzasalma sells insurance products for sales commissions and fees. Registrant's investment management services include customizing equity and/or fixed income portfolios based on a client's specific objectives. Such portfolios consist of appropriate investments designed to meet a particular client's needs. Registrant manages client accounts on a continuous and regular basis. BASIC FEE SCHEDULE: Registrant may charge a Quarterly fee as follows: 1/2% of asset value up to $500,000; 3/8% of asset value over $500,000 but less than $1,000,000 1/4% of asset value over $1,000,000. For Mutual Funds the client agrees to compensate the Advisor a Quarterly fee as follows: 1/4% of asset value up to $1,000,000, 5/32% of asset value over $1,000,000. ($50 Annual Minimum) Under certain circumstances all advisory fees may be negotiable. In addition, Registrant may charge a sales commission pertaining to his insurance related investment recomendations only, i.e., life and disability insurance, and fixed annuities. Any sales commission or fee earned by Registrant is fully disclosed to the client. All commissions are computed according to a standard commission schedule. Finally, Registrant may charge a fee of approximately $150 per hour for services rendered. In accordance with certain disclosure requirements, Registrant hereby informs any limited financial planning/consulting client which pays commissions and /or fees to Mr. Mezzasalma (or a related person) of the following conflicts of interest: (1) a conflict exists between the interests of the Registrant (or a related person) and the interests of the client, (2) the client is under no obligation to act upon Registrant's (or a related person's) recommendation, and (3) if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through Registrant (or a related person). Therefore, Registrant and any related person of Registrant has no guarantee of any compensation beyond fees related to client meetings, research, telephone consultations and preparation of written reports. The client is always free to implement Registrants's recommendation through someone other than Registrant. COMPENSATION PAYABLE: Registrant collects its standard fees as described above, as follows: Registrant may collect its hourly fees in arrears, i.e., upon completion of a consultation or upon the completion of a limited financial plan, or in advance. Please note that any fees for time relating to client meetings, research, telephone consultation and preparation of all written reports are non-refundable.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: John D Mezzasalma, CPA, CFP	SEC File Number: 801- **N/A**	Date: 1/15/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: John D Mezzasalma, CPA, CFP	IRS Empl. Ident. No.:

Item of Form (identify)	Answer
	Regarding asset management services, clients are typically charged an annual fee, billed quarterly in arrears. Regarding any management fees which may be collected in advance, and in the event of the termination of an advisory contract during a quarterly period, any advisory fees would be prorated to the date of termination, e.g., after the account has been fully liquidated or transferred. All assets under management, including any margin balances, priced according to the client's brokerage statement, are calculated as of the last day of the previous quarter. Further, clients whose uninvested cash balances are swept into money market funds or which are invested in mutual funds may, in effect, be paying two advisory fees. Clients may be paying a management fee on the portion of their assets that are invested in the money market funds/mutual funds to the funds investment adviser plus a quarterly fee on the market value of assets under Registrants management which includes the assets invested in the money market funds/mutual funds. Clients are encouraged to review carefully any relevant prospectus and/or offering document associated with Registrants investment recommendations. Clients could invest within mutual funds independent of the Registrant. However, in such circumstances, client would not be receiving the experience and benefit of Registrant's services.
4. A (5)	Please be advised that Registrant does not use proprietary based computer applications. Registrant uses only external software programs for the purposes of analyzing securities, executing transactions and implementing internal controls.
5.	Any investment professionals associated with Registrant are or will be generally required to have a business or professional degree or equivalent business experience.
6.	Mr. Mezzasalma, born in 1954, graduated from Brooklyn College with a BS in Accounting. Mr. Mezzasalma has been self-employed in the tax/financial planning industry since 1984.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
John D Mezzasalma, CPA, CFP	801- N/A	1/15/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV:	IRS Empl. Ident. No.:
John D Mezzasalma, CPA, CFP	

Item of Form (identify)	Answer
7. A, B, C	Registrant is engaged in professions other than giving investment advice. For instance, Registrant provides tax services to various clients. In addition, Registrant sells insurance products for sales commissions. Such activities are time consuming and may, at times, be rendered in connection with an advisory clients objectives.
8. C (7)	No advisor client is obligated, but may use CPA services of Registrant. Regardless, Registrant has no check signing authorization of client funds.
8. C (9) & 9. D	Mr. Mezzasalma, a registered insurance agent/broker with Massachusetts Mutual Life Insurance Company and other insurance companies, sells insurance products as described above in Item 1(D). As such, Registrant will receive separate yet typical compensation for such transactions. No advisor client is obligated to use Registrant for any insurance related transactions in this capacity as an Agent/Broker.
9. E	On occasion, Registrant or a related person may buy or sell securities that it recommends to clients. However, any such transaction will be entered into only if the transaction is consistent with Registrants fiduciary obligations to its clients and the applicable internal procedures then in effect. A code of ethics has been adopted by Registrant and is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940. It delineates the standards of business conduct that the Registrant holds itself and its employees to, including but not limited to prohibitions against insider trading. It also contains the policy for personal securities transactions and compliance procedures. A complete copy of the Code of Ethics will be provided to any client or prospective client free of cost.
10.	Registrant will generally require a minimum of $50,000 in account assets for a new advisory client, although it may under certain circumstances accept accounts with less than $50,000.

Schedule F of Form ADV Continuation Sheet for Form ADV Part II	Applicant: John D Mezzasalma, CPA, CFP	SEC File Number: 801- **N/A**	Date: 1/15/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: John D Mezzasalma, CPA, CFP	IRS Empl. Ident. No.:

Item of Form (identify)	Answer
11. A	Mr. Mezzasalma personally reviews and monitors all advisory accounts on a continuous basis. An annual analysis is performed in order to insure that the portfolio is performing in accordance with the stated objectives.
11. B	Clients receive monthly brokerage statements detailing their asset positions and any trades occurring since the last statement. Such statement will generally include any interest and dividends earned and any capital gains or losses incurred during the year. In addition, all trade confirmations for any trades are sent directly to the client. From time, to time, Registrant may contact clients with specific information pertaining to their accounts.
12. A(1) & A(2)	For discretionary clients, Registrant requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.
12. B	As Registrant does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid, clients must direct Registrant as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that Registrant will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients. For clients in need of brokerage or custodial services, and depending on client circumstances and needs, Registrant may recommend the use of one of several broker dealers (including but not limited to TD Ameritrade Institutional, Inc.) provided that such recommendation is consistent with Registrant's fiduciary duty to the client. Registrant clients must evaluate these brokers before opening an account. The factors considered by Registrant when making this recommendation are the broker's ability to provide professional services,

Schedule F of Form ADV Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
John D Mezzasalma, CPA, CFP	801- N/A	1/15/2010

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV:	IRS Empl. Ident. No.:
John D Mezzasalma, CPA, CFP	

Item of Form (identify)	Answer
	Registrant's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker. All clients are free to select any broker dealer of his or her choice. Registrant participates in Institutional Program offered by TD Ameritrade Institutional, Inc. (hereinafter "Ameritrade"), an unaffiliated, independent NASD registered broker dealer. Clients in need of brokerage and custodial services will have Ameritrade recommended to them. As part of this Institutional Program, Registrant receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 13(A) of this Schedule F narrative).
13. A	As mentioned in Item 12(B) of this Schedule F narrative, Registrant participates in Ameritrade's Institutional Program. While there is no direct linkage between the investment advice given and participation in the Institutional Program, economic benefits are received which would not be received if Registrant did not give investment advice to clients. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving program participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in this program may or may not depend upon the amount of transactions directed to, or amount of assets custodied by Ameritrade.