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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-69271

MAR 02 2020

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/2019 AND ENDING 12/31/2019
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: ABD Retirement Services, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

450 Sansome Street, Suite 300

(No. and Street)

San Francisco

CA

94111

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Christopher Call

415-483-7763

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Ernst Wintter & Associates LLP

(Name - if individual, state last, first, middle name)

675 Ygnacio Valley Road, Suite A200 Walnut Creek

CA

94596

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

OATH OR AFFIRMATION

I, Christopher Call, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of ABD Retirement Services, Inc. of December 31, 2019, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

None

Signature
President
Title

See Attached Notary
Notary Public

This report ** contains (check all applicable boxes):

- (a) Facing Page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss) or, if there is other comprehensive income in the period(s) presented, a Statement of Comprehensive Income (as defined in §210.1-02 of Regulation S-X).
(d) Statement of Changes in Financial Condition.
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
(f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
(g) Computation of Net Capital.
(h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
(i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
(j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
(k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
(l) An Oath or Affirmation.
(m) A copy of the SIPC Supplemental Report.
(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-6 to be completed only by document signer[s], *not* Notary)

1 _____

2 _____

3 _____

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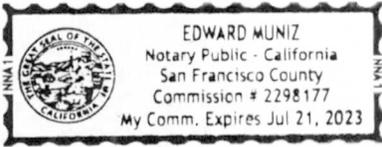
6 _____

Signature of Document Signer No. 1 _____ Signature of Document Signer No. 2 (if any) _____

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
 County of San Francisco

Subscribed and sworn to (or affirmed) before me
 on this 24 day of February, 2020
 by _____
 Date Month Year
 (1) CHRISTOPHER CALL
 (and (2) _____),
 Name(s) of Signer(s)



proved to me on the basis of satisfactory evidence
 to be the person(s) who appeared before me.
 Signature _____
 Signature of Notary Public

Seal
 Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document
 Title or Type of Document: Annual Audited Report Document Date: 2/24/20
 Number of Pages: 2 Signer(s) Other Than Named Above: _____

SEC Mail Processing

MAR 02 2020

Washington, DC

ABD RETIREMENT SERVICES, INC.

**Financial Statements
December 31, 2019**

**Together with Report of Independent
Registered Public Accounting Firm**

ABD RETIREMENT SERVICES, INC.

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December 31, 2019

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Report of Independent Registered Public Accounting Firm

To the Shareholder of
ABD Retirement Services, Inc.

Opinion on the Financial Statements

We have audited the accompanying statement of financial condition of ABD Retirement Services, Inc. (the "Company") as of December 31, 2019, and the related statements of income, changes in shareholder's equity, and cash flows for the year then ended, and the related notes and schedules I and II (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of ABD Retirement Services, Inc. as of December 31, 2019, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to ABD Retirement Services, Inc. in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Supplemental Information

Schedules I and II have been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. The supplemental information is the responsibility of the Company's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with 17 C.F.R. §240.17a-5. In our opinion, schedules I and II are fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst Winter & Associates LLP

We have served as ABD Retirement Services, Inc.'s auditor since 2014.
Walnut Creek, California

February 27, 2020

ABD RETIREMENT SERVICES, INC.

Statement of Financial Condition

December 31, 2019

ASSETS

Cash	\$	1,583,320
Accounts receivable		1,601,007
Prepaid expenses		<u>2,228</u>
Total assets		<u>3,186,555</u>
Total assets	\$	<u>3,186,555</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

Liabilities:

Accrued liabilities	\$	13,725
Due to shareholder		<u>47,937</u>
Total liabilities		<u>61,662</u>

Shareholder's equity:

Common shares (no par value, 1,000 shares authorized, issued, and outstanding)		25,000
Retained earnings		<u>3,099,893</u>
Total shareholder's equity		<u>3,124,893</u>
	\$	<u>3,186,555</u>

See accompanying notes

ABD RETIREMENT SERVICES, INC.

Statement of Income

For the Year Ended December 31, 2019

Revenue:	
Investment advisory fees	\$ <u>5,816,033</u>
Total Revenue	<u>5,816,033</u>
Operating expenses:	
Professional fees	71,877
Regulatory fees	<u>21,274</u>
Total operating expenses	<u>93,151</u>
Income before provision for income taxes	5,722,882
Provision for income taxes:	
State income taxes	<u>85,843</u>
Net income	<u>\$ 5,637,039</u>

See accompanying notes

ABD RETIREMENT SERVICES, INC.
Statement of Changes in Shareholder's Equity

	<u>Common Stock</u>		<u>Retained Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>		
Balance December 31, 2018	1,000	\$ 25,000	\$ 2,891,854	\$ 2,916,854
Distributions	-	-	(5,429,000)	(5,429,000)
Net income	-	-	<u>5,637,039</u>	<u>5,637,039</u>
Balance December 31, 2019	<u>1,000</u>	<u>\$ 25,000</u>	<u>\$ 3,099,893</u>	<u>\$ 3,124,893</u>

See accompanying notes

ABD RETIREMENT SERVICES, INC.

Statement of Cash Flows

For the Year Ended December 31, 2019

Cash flows from operating activities:	
Net income	\$ 5,637,039
Changes in operating assets and liabilities:	
Accounts receivable	(256,004)
Prepaid expenses	(511)
Accrued liabilities	(90)
Due to shareholder	<u>(1,153)</u>
Net cash provided by operating activities	<u>5,379,281</u>
Cash flows from financing activities:	
Distributions	<u>(5,429,000)</u>
Net decrease in cash	(49,719)
Cash, beginning of year	<u>1,633,039</u>
Cash, end of year	<u>\$ 1,583,320</u>

See accompanying notes

ABD RETIREMENT SERVICES, INC.

Notes to Financial Statements

December 31, 2019

Note 1 - Organization and operations:

ABD Retirement Services, Inc. (the "Company") was incorporated in 2012 under the laws of the state of California. The Company is wholly owned by ABD Insurance and Financial Services, Inc. (the "Shareholder"). The Company maintains its headquarters in the San Francisco Bay Area and operates throughout the United States of America. The Company is a securities broker dealer and registered with the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority ("FINRA") in April 2014. The Company provides advisory services to companies and their retirement plans and investments on a fee basis and receives commissions from investment brokerage firms and retirement plan record keepers.

Note 2 - Summary of significant accounting policies:

Use of estimates - The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and may have an impact on future periods.

Cash and cash equivalents - The Company considers certain highly liquid investments with original maturities of three months or less to be cash equivalents. The Company has no cash equivalents at December 31, 2019.

Investment advisory fees - The Company provides a suite of retirement investment advisory services and other ongoing complementary services under its contracts with customers. Investment advisory fee revenues are recognized in accordance with contractual terms when control of the promised services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to. The Company transfers control of its performed services to the client over time as the services are performed, and the Company generally recognizes revenues ratably over time to match the continued delivery of the performance obligations to the client over the life of the contract.

ABD RETIREMENT SERVICES, INC.

Notes to Financial Statements

December 31, 2019

Note 2 - Summary of significant accounting policies (continued):

Investment advisory fees (continued) - Investment advisory fees are received from customers in three ways: 1) Investment brokerages and retirement plan record keepers remit our advisory fees based on a calculated percentage of total customer assets on a monthly or quarterly basis. Brokerages and record keepers remit payments in the month following the Company's earning of the advisory fees. 2) The Company charges a fixed fee for advisory services performed over a period of time (e.g. monthly or quarterly) and customers remit payment after being invoiced at completion of the service period. 3) The Company charges customers a calculated percentage of total customer assets based on a contractual calculation and these advisory fees are remitted directly by customers. The Company estimates the expected consideration to be received and records these balances as accounts receivable on the Statement of Financial Condition. Expected consideration is estimated based on best available information and represents probable amounts to be received. Due to the nature of the customers' retirement portfolios and management's knowledge of customers' investments, expected consideration fluctuations based on market changes do not vary significantly from management's estimates. The variable nature of this consideration has not been determined to be a constraint that would preclude the Company from recognizing revenues as it is not considered subject to significant reversal. Once customer portfolio information is available to calculate actual amounts due, the Company invoices customers for payment, generally the month or quarter following the services rendered. Advisor fees due from customers for fixed fee and percentage based amounts are due within 30 days of invoicing which generally results in collection between 30 and 90 days of completion of the period in which services were rendered.

Occasionally, fixed fee consulting contracts are provided for customers and revenue is recognized over time for these contracts which is also associated with the fulfillment of performance obligations. Fixed fee consulting contracts are invoiced and payment is collected after completion of the project.

The following table presents the Company's total advisory fee revenue disaggregated by type of payee:

Investment brokerages	\$ 2,199,843
Retirement plans - asset based	1,942,462
Retirement plans - fixed fees	1,607,122
Consulting and other	<u>66,606</u>
 Total investment advisory fees	 \$ <u>5,816,033</u>

For the year ending December 31, 2019, approximately 19% of total investment advisory fees were earned from one investment brokerage. At December 31, 2019, approximately 18% of accounts receivable was due from this investment brokerage.

ABD RETIREMENT SERVICES, INC.

Notes to Financial Statements

December 31, 2019

Note 2 - Summary of significant accounting policies (continued):

Accounts receivable - Accounts receivable represents estimated amounts due from investment brokerage companies, retirement plan record keepers and fee based clients for investment advisory fees earned based on contractual terms but not yet collected. Management considers the potential and likelihood of impairment of receivables related to credit risk. Management has determined based on its current assessment of outstanding receivables from customers and collected amounts due from brokerages that no allowance for credit losses is appropriate as no credit losses are expected to occur. This assessment is supported by information available through the date of the auditors' report as well as the Company's historical collection performance. At January 1, 2019, and December 31, 2019, receivables were \$1,345,004 and \$1,601,007, respectively.

Fair value of financial instruments - Unless otherwise indicated, the fair values of all reported assets and liabilities that represent financial instruments approximate the carrying values of such amounts. The Company has no financial instruments required to be reported at fair value on a recurring basis at December 31, 2019.

Income taxes - The Company is a Qualified Sub-chapter S Corporation subsidiary and is disregarded for income tax purposes and income taxes are paid at the individual shareholder level. Accordingly, the Company makes no provision for federal income taxes. The Company files consolidated income tax returns with its Shareholder, also a Sub-chapter S Corporation, and computes income taxes as though it is filing on a standalone basis. California S Corporation income taxes resulting from the Company's taxable income are calculated based on 1.5% of the Company's taxable income. The amount of California income tax payable is included in due to shareholder on the statement of financial condition. Deferred income taxes are considered for the tax consequences in future years resulting from differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on currently enacted tax laws and statutory tax rates. Deferred taxes, if any, are immaterial.

The Company evaluates its tax positions for any potential uncertain tax positions. If applicable, the Company accrues for those positions identified which are not deemed more likely than not to be sustained if challenged and recognizes interest and penalties on any unrecognized tax benefits as a component of the provision for income taxes.

The federal and California income tax returns of the Company's Shareholder remain subject to examination from the filing date to the specific governmental agency statute of limitations. The Company is no longer subject to tax examinations for tax years prior to 2015. The Company did not have any unrecognized tax positions as of December 31, 2019, and has not accrued interest or penalties related to uncertain tax positions.

ABD RETIREMENT SERVICES, INC.

Notes to Financial Statements

December 31, 2019

Note 2 - Summary of significant accounting policies (continued):

Subsequent events - The Company has evaluated subsequent events through February 27, 2020, the date which the financial statements were issued.

Note 3 - Net capital requirements:

The Company is subject to the SEC's uniform net capital rule (Rule 15c3-1) which requires the Company to maintain a minimum net capital equal to or greater than \$5,000 and a ratio of aggregate indebtedness to net capital not exceeding 15 to 1, both as defined. At December 31, 2019, the Company's net capital was \$1,521,658 which exceeded the requirement by \$1,516,658.

Note 4 - Risk concentration:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. The Company places its cash and cash equivalent deposits with high quality financial institutions in the United States of America. Cash balances are in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limits.

Note 5 - Related party transactions:

The Company has an expense sharing agreement with the Shareholder. The Shareholder provides office space and pays most overhead expenses for the Company. The Company has no obligation to reimburse or compensate the Shareholder. The Company's results of operations and financial position would differ significantly if the entities were autonomous. The Shareholder also pays all direct broker dealer expenses of the Company which are recorded by the Company and reimbursed throughout the year.

At December 31, 2019, \$47,937 was due to the Shareholder for regulatory operating expenses and the Company's allocation of California income taxes that were paid or incurred by the Shareholder and which will be reimbursed by the Company in 2020.

Note 6 - Litigation:

In the normal course of operations, the Company is involved with certain claims and disputes, and is subject to periodic examinations by regulatory agencies. Based on consultation with legal counsel, it is the opinion of the Company's management that liabilities, if any, arising from such claims, disputes, or examinations would not have a material effect on the Company's financial position.

SUPPLEMENTAL INFORMATION

ABD RETIREMENT SERVICES, INC.

Supplemental Schedules

December 31, 2019

Schedule I

**Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission**

As of December 31, 2019

Total shareholder's equity	\$ 3,124,893
Less: Non-allowable assets	
Accounts receivable	1,601,007
Prepaid expenses	<u>2,228</u>
Total non-allowable assets	<u>1,603,235</u>
Net capital	1,521,658
Net minimum capital requirement of 6 2/3% of aggregate indebtedness of \$61,662 or \$5,000, whichever is greater	<u>5,000</u>
Excess net capital	<u>\$ 1,516,658</u>

**Reconciliation with Company's Net Capital Computation
(Included in Part II of the Amended Form X-17A-5 as of December 31, 2019)**

There were no material differences noted in the Company's amended net capital computation at December 31, 2019.

See accompanying notes

ABD RETIREMENT SERVICES, INC.

Supplemental Schedules

December 31, 2019

Schedule II

**Computation for Determination of Reserve Requirements Under Rule 15c3-3
of the Securities and Exchange Commission**

For the Year Ended December 31, 2019

An exemption from 17 C.F.R 240.15c3-3 is claimed by the Company in reliance on footnote 74 to SEC Release 34-70073. The Company receives commissions for providing investment advisory services. The Company does not hold customer funds or securities and operates in accordance with the exemption described in footnote 74.

**Information Relating to Possession or Control Requirements Under Rule 15c3-3 of the
Securities and Exchange Commission**

For the Year Ended December 31, 2019

An exemption from 17 C.F.R 240.15c3-3 is claimed by the Company in reliance on footnote 74 to SEC Release 34-70073.

Review Report of Independent Registered Public Accounting Firm

To the Shareholder of
ABD Retirement Services, Inc.

We have reviewed management's statements, included in the accompanying 15c3-3 Exemption Report, in which (1) ABD Retirement Services, Inc. (the "Company") described that it does not fit one of the exemption provisions, but claimed an exemption from 17 C.F.R. §240.15c3-3 based on reliance on footnote 74 to SEC Release 34-70073, and as discussed in the Q & A 8 of the related FAQ issued by the SEC staff (the "exemption") and (2) the Company stated that it met the identified exemption throughout the most recent fiscal year without exception. The Company's management is responsible for compliance with the exemption and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the Company's compliance with the exemption. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on its exemption to Rule 15c3-3 under the Securities Exchange Act of 1934 as defined above.

Ernst Wintter + Associates LLP

Walnut Creek, California

February 27, 2020



15c3-3 EXEMPTION REPORT

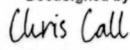
February 12, 2020

I, Chris Call, President of ABD Retirement Services, Inc. (the "Company") represent the following:

1. The Company claims an exemption from 17 C.F.R. 240.15c3-3, in reliance on footnote 74 to SEC Release 34-70073, and as discussed in Q & A 8 of the related FAQ issued by SEC staff. The Company receives commissions for providing investment advisory services. The Company does not hold customer funds or securities and operates in accordance with footnote 74.
2. The Company met the identified exemption from 17 C.F.R. 240.15c3-3 throughout the most recent fiscal year ending December 31, 2019 without exception; and
3. There were no exceptions during the most recent fiscal year in meeting the exemption from 17 C.F.R. 240.15c3-3.

I affirm that, to my best knowledge and belief, this Exemption Report is true and correct.

Respectfully submitted,

DocuSigned by:

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Chris Call

President, ABD Retirement Services, Inc.

February 12, 2020