

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

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Name of Investment Adviser:

Mary Dean, CPA dba Dean Consulting & Associates

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

16885 West Bernardo Drive, No. 209**San Diego****CA****92127****(858) 485-8547**

**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.**

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(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 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:

Dean, Mary Katherine

SEC File Number:

801-56225

Date:

01/19/2009**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:**

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

(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.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (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)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

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

FORM ADV**Part II - Page 3**

Applicant:

Dean, Mary Katherine

SEC File Number:

801- **56225**

Date:

01/19/2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | |
| | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> B. Warrants | <input checked="" type="checkbox"/> (2) commodities |
| | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input checked="" type="checkbox"/> (1) tangibles |
| | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| | <input checked="" type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

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

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

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

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

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

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

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input checked="" type="checkbox"/> Short sales | |

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

FORM ADV**Part II - Page 4**

Applicant:

Dean, Mary Katherine

SEC File Number:

801-56225

Date:

01/19/2009**5. Education and Business Standards.**

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

Yes No
☒ ☐

(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 | • formal education after high school |
| • year of birth | • business background for the preceding five years |

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

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ 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:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (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.)

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

Yes No
☐ ☒

(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).

FORM ADV**Part II - Page 5**

Applicant:

Dean, Mary Katherine

SEC File Number:

801- **56225**

Date:

01/19/2009**9. Participation or 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.)

- 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 triggering 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

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

See Schedule F

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

Applicant:

Dean, Mary Katherine

SEC File Number:

801-56225

Date:

01/19/2009

12. Investment or Brokerage Discretion.

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

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

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 commissions 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:

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?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(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

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

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

Applicant:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine		IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
1.D.	<p>This statement is provided pursuant to Section 204-3 of the Investment Advisers Act of 1940.</p> <p>1. Financial planning advice is provided to each client to meet his or her short-term and long-term personal financial goals. Analysis and recommendations are made in the following areas: investment strategies, retirement planning, educational funding, risk management, estate planning, income tax planning, insurance, and diversification. The above areas are usually reviewed <i>as needed</i> or <i>on request</i> during the initial plan and/or during on-going monitoring.</p> <p>A fixed fee is charged for the initial investment or retirement plan (fees and definitions of service – Schedule F, Table 1). If a client wants a review of all the above areas during one time period, a fixed fee is negotiated with the client. The negotiated charge is based on hourly rates ranging from \$85 to \$300 per hour depending on the magnitude and complexity of services. If the initial plan is terminated before completion, work will be billed on an hourly basis to the date of termination. If advance payments exceed billings for time spent, the excess will be refunded within ten days of a written notice of termination.</p> <p>After the initial plan, monitoring begins. For clients arriving after 9-30-98, monitoring is performed at a percentage (%) of investable assets per year (fees – Schedule F, Tables 2 & 3) (monitoring defined – Schedule F, 11.A.B.). Monitoring fees are billed at the end of each quarter for on-going monitoring and after services are rendered for annual monitoring. If terminated, the monitoring fee will be prorated based on the number of days during the quarter before termination or calculated on an hourly basis.</p> <p>After the initial plan, almost all services are covered by the percentage (%) charged for monitoring. There have been a few cases where the clients have requested extensive work outside of securities or retirement planning (e.g. studying real estate proposals, arranging distributions at client's death) and have offered to pay us on an hourly basis. When that occurs, the billable rate is \$300 per hour and a separate engagement letter is completed.</p> <p>The advisor bills using the percentage (%) of assets method for the following reasons: 1) It is easy for clients to understand. 2) It can be less expensive than hourly rates given the number of services provided. 3) It results in needed services being provided since additional fees are not assessed (if assessed, only via another engagement letter; see above paragraph). 4) Valuations are set by a pricing service and documented with brokerage statements. If illiquid, we use either cost basis or the client's suggested value (e.g. rental property.) 5) We calculate the fee annually (bill quarterly) and send the calculation to clients for approval. One annual calculation clarifies and simplifies checking for both the advisor and the client.</p> <p>There is a conflict when the investable assets are better spent than invested (pay off certain mortgages.) Still, the incentive is to advise appropriately since engagements are on-going (not transaction based) and honesty strengthens the client relationship.</p>	

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:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine	IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
	<p>If the client does not provide sufficient data or assistance to complete the above tasks, Mary Dean has the right to terminate any agreement. The client may also terminate the agreement with ten days written notice.</p> <p>This disclosure statement is given to clients at least 48 hours prior to signing any engagement letter.</p> <p>Fee income is derived from the following: 49% from continuous investment supervisory services, 50% from furnishing advice on matters not related to securities and 1% from furnishing investment advice not involving continuous investment supervisory services. Monitoring would incorporate all the above services so the allocation is a rough estimate of time spent on each.</p>	
2.	<p>2. Types of Clients</p> <p>Services are provided for individuals, pension and profit sharing plans, trusts, estates or charitable organizations, and corporations or other types of business entities. Most of our clients are individuals, trusts established by our clients (or deceased clients), and executors of our deceased clients. Some of the individuals have businesses where we manage the assets of the pension plans. Usually the owner is the sole participant. A few clients have asked about establishing charitable entities.</p>	
3.L.	<p>3. Types of Investments</p> <p>Advice may be given about annuities, insurance, equity securities, warrants, corporate debt securities, certificates of deposit, commercial paper, municipal securities, investment company securities, United States government securities, options and futures contracts, interests in partnerships, any other product which adviser deems appropriate in order to address the individualized needs, goals and objectives of the client or any other investments which may be of interest to the client.</p>	
4.B.8.	<p>4. Methods of Analysis, Sources of Information, and Investment Strategies</p> <p>All recommendations are based on analysis of available investments matched to the client's position, needs, goals and volatility tolerances. The investment strategy developed is based on cyclical economic analysis, fundamental and technical analysis as well as analysis of economic data for trends and trend changes.</p> <p>Sources of information used in evaluating an investment strategy include insurance and financial data reporting services, rating services, SEC reports and filings, research material</p>	

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:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine		IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
	<p>prepared in-house and by outside sources, annual reports and prospectuses, professional conferences, published information in financial periodicals and press releases. We also discuss and review investment ideas with other planners for their input. Such discussions do not involve "insider trading."</p> <p>Strategies vary by client. Normally the strategy is based on building financial security emphasizing risk and inflation adjusted rates of return over various economic cycles followed by the tax impact of purchases and sales. In a few instances (tax planning & hedging against down markets) short-term strategies, including derivatives, are recommended. Examples are short sales, trading strategies, margin purchases, and the use of options. Investment in non-liquid assets including real estate and limited liability corporations are advised only when adequate protection of earnings and other assets are in place, the cash and liquidity requirements have been met, and a prudent ratio exists between debt and net worth. If investments lack transparency or accessible accounting records, they will not be considered. We believe that diversification can be achieved via primarily bonds, CDs, notes, and mutual funds.</p> <p>Implementation</p> <p>See Table 3 (last page).</p>	
5	<p>5. Education and Business Standards</p> <p>Those giving investment advice are experienced in the field and have their CPA, CFP, and/or PFS (Personal Financial Specialist). Someone without such credentials may be considered if they have extensive investment experience and have a successful track record.</p>	
6	<p>6. Education and Business Background</p> <p>Mary Katherine Dean MBA (Finance) CPA PFS CFP - date of birth 7-27-49.</p> <p>Education</p> <p>Ms. Dean received her MBA with a concentration in finance (minor accounting) from UCLA (University of California - Los Angeles) in 1974 and her BA in Spanish - Latin American Studies from the University of Kansas in 1971.</p> <p>Business Experience</p> <p>Mary has been providing "fee only" financial advisory services since 1985. First in conjunction</p>	

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:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine	IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
	<p>with her CPA tax practice and beginning in 1988 on a <i>full time</i> basis. Mary is both an RIA (Registered Investment Adviser) and registered as a CPA with the California State Board of Accountancy. Her office is in San Diego, California, although she also meets clients in other surrounding areas such as Palm Springs.</p> <p>Ms. Dean owned a CPA practice in Palm Springs, California, from 1981 to November 1988 with a concentration in taxes and "fee only" financial planning. From 1981 to 1983 she also taught taxes and accounting on a full-time basis at Cal State San Bernardino. From 1977 to 1981 she worked for Palm Springs CPA firms.</p> <p>In 1977 she moved from Los Angeles to Palm Springs where her husband was employed. From 1974 to 1977 she was a financial analyst with Atlantic Richfield (ARCO) and was later promoted to corporate budget coordinator.</p> <p>Ms. Dean was selected as one of the Five Star Wealth Managers by "San Diego Magazine" in 2007, 2008 and 2009. Ms. Dean was also selected as one of the top 250 financial planners nationwide by "Worth Magazine" in 1996, 1997, 1999, 2001 and 2002. The selection took five months and involved a detailed background check, sample fees, engagement letters, ADV, references, and many other factors.</p> <p>Ms. Dean received her CPA certificate in 1980, her PFS in 1986 and her CFP in 1987. She was the first California resident to receive a PFS certificate. (The PFS is a certificate from the AICPA; it stands for Personal Financial Specialist.) She is a member of the AICPA, California Society of CPAs, NAPFA (National Association of Personal Financial Advisers), and Financial Planning Association. Mary has been active in NAPFA for many years serving in many capacities (convention speaker, committee member, etc.) She started the local NAPFA study group. She was also on the 1992/93 PFS subcommittee that developed a marketing plan, approved PFS exams and monitored the PFS program to assure the consistent application of and adherence to the standards for accreditation and reaccreditation in accordance with guidelines and policies established by the Specialization Accreditation Board.</p> <p>Ms. Dean has been active in personal and family investments since 1974. She also published a newsletter called "Dean's Insurance Alert" and has been interviewed by the "Wall Street Journal," "Changing Times," "Financial Services Weekly," and various San Diego publications.</p>	
7.A.	<p>7. Other Business Activities</p> <p>The adviser estimates that 50% of her billings can be attributed to time spent on financial planning services outside investments (estate, retirement, tax, risk management, employee benefit and education planning, etc.) As mentioned in Schedule F 1.D., most services are</p>	

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:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine		IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
8	<p>incorporated in the quarterly monitoring fee.</p> <p>8. Other Financial Industry Activities or Affiliations</p> <p>The adviser is not a sponsor, offerer or broker-dealer for any of the product types or specific products recommended. The adviser receives no fees, commissions or compensation from any sponsor offering or selling any of the products recommended, and thus is not motivated to recommend products that have sales commissions instead of suitable <i>no load</i> alternatives. The adviser has no affiliations with any brokers, dealers, or investment companies. She is not a general partner or related to a general partner in a partnership in which clients are recommended to invest.</p>	
9.E.	<p>9. Participation or Interest in Client Transactions</p> <p>The adviser does <i>not</i></p> <ul style="list-style-type: none"> -Buy investments for herself from clients or sell investments she owns to any client. -Act as a broker or agent effecting investment or insurance transactions for compensation. -Recommend investments in which she or a related person has a controlling financial interest. <p>The adviser and employees may buy or sell investments identical to those recommended to clients for their personal account. No person employed by adviser may purchase or sell any investment prior to a transaction(s) being implemented for an advisory account, and therefore, preventing employees from benefiting from transactions placed on behalf of advisory accounts.</p> <p>Code of Ethics - As a fiduciary, adviser has a duty of utmost good faith to act solely in the best interests of each of her clients. Clients entrust her with their funds, which in turn places a high standard on her conduct and integrity. Adviser's fiduciary duty compels all employees to act with the utmost integrity in all dealings. This fiduciary duty is the core principle underlying adviser's Code of Ethics and Personal Trading Policy, and represents the expected basis of all dealings with clients.</p> <p>Personal Trading Policy – All employees are subject to adviser's Personal Trading Policy to avoid employee 1) market manipulation, 2) profiting from client transactions, 3) harming the client transaction, and 4) any appearance of impropriety. A copy of the Code of Ethics and Personal Trading Policy are available upon request (per SEC rule 204 A-1).</p> <p>Chief Compliance Office (CCO) – Mary Katherine Dean is the CCO of any adviser policies.</p> <p>It is further noted that the adviser is and shall continue to be in full compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. The adviser's insider trading policy is</p>	

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

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Continuation Sheet for Form ADV
Part II**

Applicant:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine		IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
10.	<p>included in the Personal Trading Policy.</p> <p>10. Conditions for Managing Accounts</p> <p>The clients must provide complete and accurate information without long delays. A 50% retainer is required before any financial plans are rendered. For clients arriving after 5-1-05, minimum investable assets must be \$1,000,000; exceptions are made for client family members.</p>	
11.A.B.	<p>11. Review of Accounts</p> <p>Quality Control</p> <p>Each financial plan is reviewed by Mary Katherine Dean to determine if it is in compliance with the firm's policies, AICPA standards, and state and federal laws.</p> <p>Accounting checks are extensive and documented in writing. Any client financial accounting data is checked upon receipt by a bookkeeper. A global transaction ledger is prepared and checked daily by the CCO. Reconciliations to our accounting software are prepared shortly after statements are received. Performance reports reconcile beginning and ending balances in total and by investment. Except for a few annual clients, the reports are prepared quarterly. The reports are prepared by a bookkeeper and checked by a planner then the CCO.</p> <p>Monitoring</p> <p>On-going monitoring is required for new clients after 9-1-98. Monitoring consists of the following:</p> <p>I. Periodic investment monitoring reports are provided each client, which report current values, annualized rates of return, etc. Brokerage firms will send monthly or quarterly statements and confirmations of transactions to each client. To service clients on a cost effective basis, rates of return may be eliminated when brokerage accounting downloads are not available. The format of the reports will vary depending on the availability of brokerage accounting downloads.</p> <p>Adviser rarely recommends specific stocks. Investment recommendations must conform to the asset allocation (primarily via bonds and equity mutual funds) which is designed to meet goals, volatility tolerances, taxes, cash flow needs and economic trends. For clients unable to attend meetings, discussions are conducted by phone, e-mail, fax and/or letter.</p> <p>-Client telephone consultations are available with adviser to resolve any questions.</p>	

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:	SEC File Number:	Date:
Dean, Mary Katherine	801-56225	1-19-2009

(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 Part I of Form ADV: Dean, Mary Katherine		IRS Empl. Ident. No.: 95-3797573
Item of Form (identify)	Answer	
	<p>-If necessary, on-going recommendations may be made before the quarterly meetings if client goals and/or investment holdings require immediate action. Prices and newspaper articles on investment holdings are reviewed daily by adviser.</p> <p>-The CCO compares the returns of portfolios with similar asset allocations. Returns are compared to the average balanced fund in the monitoring report. Higher and lower returns are explained in the letter accompanying the monitoring report.</p> <p>II. Review meetings are held to discuss each client's goals and areas affecting their wealth, such as estate planning, education planning, employee benefits, retirement planning, investments etc. Adviser looks at the whole financial picture.</p> <p>III. Letters are sent outlining recommendations and steps that need to be taken by the adviser as well as the client.</p> <p>IV. Retirement projections (if previously prepared) are updated as needed.</p> <p>V. Trusts are flow charted for quick reference for estate planning and brokerage form preparation.</p> <p>VI. Beneficiary designations on brokerage accounts are checked every several years.</p> <p>VII. Assistance is offered in preparing brokerage, 401(k), mandatory distribution and other forms.</p> <p>VIII. Upon request, we will meet jointly with the client's attorney.</p> <p>IX. Upon request, we will provide the client's CPA with information needed for tax preparation or tax planning.</p> <p>X. Mandatory IRA distributions are calculated.</p> <p>The frequency of the monitoring reports and review meetings will be decided by the client and stated in the engagement letter. Monitoring reports and recommendations will be presented at the review meeting. For those requesting phone meetings, the reports and recommendations will be mailed before the meeting. For those who rarely schedule meetings, the reports and recommendations will be mailed within four weeks of receiving the accounting data. For all others, the reports and recommendations will be mailed before the next quarter end.</p>	
12.A.B.	12. Investment or Brokerage Discretion	

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	<p>Clients may place their own trades and/or give adviser limited power of attorney to do so.</p> <p>Adviser has never requested custody (full power of attorney) over the clients' investments and discourages such. Adviser does not offer trustee services. Upon several clients' requests, she has agreed to be listed as a successor trustee. The latter would only become effective if the clients should die and their first trustee choices resigned or could no longer serve as trustees.</p> <p>Any powers of attorney, including that to trade, must be authorized by the client in writing via a form provided by the custodian (e.g. brokerage firm). Adviser does not own any interest in any custodian. Such power of attorney to trade must also be stated in the client engagement letter which is signed by the adviser and client.</p> <p>Adviser, if asked, will suggest brokers based on financial strength, the quality of their services, trade execution capabilities, products provided and willingness to reduce commissions. After meeting the above criteria, brokers will be recommended based on their ability to download data into the adviser's accounting program and historical relationship with adviser. Other services are not a factor in the selection. For example, Schwab offers statistics on bonds and stocks at "no charge" or discounted rates. Such statistics are available elsewhere or are not pertinent to the practice.</p> <p>Adviser encourages commission discounting hence her preference is to use discount brokers. We will not always select the lowest cost brokers or products. Quality of the broker's services, products offered, and financial strength will take priority. Higher cost or less tax effective products may be preferred if they offer a higher risk adjusted return.</p> <p>There are no affiliations with any brokers, dealers, or investment companies.</p> <p>It is the policy of adviser to achieve a balance relative to the receipt/acceptance of gifts from clients or vendors with the avoidance of conflicts of interest or appearances of impropriety. As such, receipt of a holiday gift or expression of thanks from a client for a job well done is not prohibited, provided that the gift is not cash or a cash equivalent, which is prohibited by adviser. However, all non-cash gifts from vendors, the estimated value of which clearly exceeds \$200 per person, are discouraged and should be reported to the CCO. The CCO will determine whether such gifts will be returned or the vendor notified that future sizable gifts be discontinued. The gift policy generally excludes items or events where the employee has reason to believe that there is a legitimate business purpose. For example, some discount brokers do not charge for their annual conventions.</p> <p>Examples of gifts under \$200 are pens, candy, vinyl bags, crystal balls and meals during investment presentations.</p>	

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	<p>Adviser maintains policies and procedures for “best execution” in compliance with SEC rulings. It is the policy of the adviser to obtain the most favorable trade price by considering the policies and procedures of broker/dealers used. In addition to broker/dealers currently used to affect trades, adviser checks with other broker/dealers to contrast their practices with those of broker/dealers used.</p> <p>Bonds, CDs, and unitrusts are purchased from bond traders if their selection and prices are superior to the discount brokers. Once purchased, the investment is transferred to the client’s discount broker either via prime broker or a trade away. The client shall incur both the transaction fee charged by the executing broker-dealer and a “tradeaway” fee charged by Schwab, Fidelity and/or TD Ameritrade, as applicable.</p> <p>In addition to adviser’s investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).</p> <p>In the event that the account is a retirement plan sponsored by client’s employer, adviser’s investment selection shall be limited to the investment alternatives provided by the retirement plan. In the event that the account sponsor or custodian provides limited powers of attorney to trade for nonemployees, adviser will place trades with the following limitations: (1) the adviser will not receive any communications from the account sponsor or custodian, and it shall remain the client’s exclusive obligation to notify the adviser of any changes in investment alternatives, restrictions, etc pertaining to the account; (2) the adviser shall not be able to negotiate any costs with the custodian; (3) the adviser’s authority shall be limited to the allocation of the assets among the investment alternatives available through the plan; and (4) trades may be delayed due to password, log-in changes, and the inability to do block trades as allowed with brokers where adviser has an institutional account. It is the client’s obligation to provide updated password and/or log-in information.</p> <p>If the employer’s account sponsor or custodian does not provide limited powers of attorney to trade for nonemployees, the adviser will make asset allocation recommendations. The client (employee) will implement the recommendations.</p> <p>Investment transactions are almost always implemented by account number. (See Table 3 below.) As such, allocating among clients is rarely an issue. Where allocation is an issue with funds or stocks, we will outline a process to clients before trading. In the case of bonds, we will consider the clients’ needed maturity dates, needed size of bonds, needed type of bonds, taxes, and the remaining cash earmarked for bonds.</p>	

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	<p>It is adviser's policy to ensure clients are made whole following a trade error. Specifically, when adviser causes a trade error to occur in a client account that results in a loss, adviser will reimburse the client. Some brokerage firms (e.g. Charles Schwab & Co., Inc.) keep trade error gains. Others (e.g. Fidelity Institutional Brokerage Group) allocate gains to a special account that is offset by any future losses.</p> <p>Adviser usually prefers open ended mutual funds. Over-the-Counter (OTC) transactions are rare. Over-the-Counter (OTC) transactions are usually affected on an agency basis, which involve the services of two (2) separate broker-dealers: (1) a "dealer" or "principal" acting as market-maker; and (2) the executing broker dealer that acts in an agency capacity for the client's account. Dealers executing principal transactions typically include a mark-up/down, which is included in the offer or bid price of the securities purchased or sold. In addition to the dealer mark-up/down, the client will also incur the transaction fee imposed by the executing broker-dealer. Adviser does not receive any portion of the dealer mark-up/down or the executing broker-dealer transaction fee.</p>	
13.A.	<p>13. Additional Compensation</p> <p>There are no arrangements, oral or in writing, where an economic benefit is paid by a non-client in connection with giving advice to clients. Adviser does not pay any referral fees.</p> <p>Adviser participates in Charles Schwab & Co.'s Schwab Institutional (SI), Fidelity Investments' Fidelity Institutional Brokerage Group (FIBG), TIAA-CREF's, American Funds' (AF) and TD Ameritrade's Institutional Services (TD) programs. While there is no direct linkage between the investment advice given and participation in these programs, economic benefits are received which would not be received if adviser did not give investment advice to clients. These benefits can include: 1) receipt of duplicate (hard copy or electronic) client confirmations and statements, 2) access to a trading desk serving SI, FIBG, TIAA-CREF, AF and TD participants exclusively, 3) access to block trading, 4) ability to have investment advisory fees deducted directly from client account (with client's written permission), 5) access to an electronic communication network for client order entry and account information, 6) access to a limited number of analysts' reports, 7) investment accounting computer downloads, 8) access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors, and 9) publications and conferences on practice management, such as information technology, regulatory compliance, marketing, etc.</p> <p>The benefits received through participation in the SI, FIBG, TIAA-CREF, AF and TD programs do not depend upon the amount of transactions directed to them.</p>	

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	<p>Table 1</p> <p style="text-align: center;">Investment/Retirement Plan Fee Schedule</p> <p>\$600 = Estimated five to ten hours of planner time with client and preparation time. About three hours with client reviewing goals, risk tolerances, and recommendations. Also about two to ten hours assisting with implementation and analysis. Plan will consist of asset allocation based on client's goals, needs and risk tolerances and specific investment recommendations with supporting documentation. (Fee was \$450 before 9-1-97.)</p> <p>\$3,000 = Estimated five days of planner time with client and preparation time. Plan consists of asset allocation based on client's goals, needs and risk tolerances; cash flow analysis for remainder of life; review of items affecting cash flow and investment return (income, employee benefits, taxes, life insurance, education planning, etc.); specific investment recommendations with supporting documentation; retirement projections under varying economic conditions; and assistance with implementation. (Fee was \$2,000 before 9-30-98.)</p>	

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1-19-2009

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Table 2**Monitoring Fee Schedule**
(See #11 for definition)

Minimum investable assets = \$1,000,000 effective 5-1-05			
Fees Effective for New Clients after 10-1-02			
Investable Assets*	Frequency	Annual Fee	Example
Up to \$2,000,000	On-going monitoring. Reports once per quarter.	1% (.01) of investable assets.	\$1,000,000 investable assets: .01 times \$1,000,000 = \$10,000
Over \$2,000,000	On-going monitoring. Reports once per quarter.	.5% (.005) of investable assets over \$2,000,000	\$2,500,000 investable assets: .01 times \$2,000,000 = \$20,000 + .005 times \$500,000 = \$2,500 total = \$22,500
*Investable Assets include all liquid investments where adviser makes recommendations. Illiquid assets (e.g. real estate, fixed annuities) if purchase or sale is being considered by the client or advisor.			

Previous Fee Schedules: For clients arriving 10-1-98 to 9-30-02**: over \$500,000 to \$1,000,000 is .7% (.007), and over \$1,000,000 is .5% (.005). Minimum investable assets = \$500,000.

For clients arriving from 1-1-96 to 9-30-98**: \$500,000 and below the annual fee is 1% (.01), over \$500,000 to \$1,000,000 is .7% (.007), and over \$1,000,000 is .4% (.004). For accounts less than \$200,000 annual monitoring could be elected for \$150 to \$175 per hour; such fee, beginning in 2004, is a fixed amount adjusted for inflation. There was no fixed fee schedule prior to 1996***.

Fees were based on amount of assets, frequency of reports, type of monitoring, and value of services to client.

** No fee charged for first 2 quarters when monitoring begins, and billing does not begin until there is a positive return.

***No fee charged for first 2 quarters when monitoring begins for accounts opened in 1994 and later years.

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Table 3 Implementation

Mary Dean's niche is providing personalized services. Each client's portfolio is studied separately from the remainder. Block trading (buying/selling for everyone at once) will be done if timely execution can be enhanced without undermining each client's targeted asset allocation.

Initial investment recommendations are presented with the plan and implemented only with client approval. Trades* are placed upon receipt of the assets or at a specified time, if later.

Subsequent investment recommendations are presented with monitoring reports. More frequent recommendations can be made via e-mail, fax or letter if changes occur. Some examples of common changes would be transfers, large deposits, withdrawal requests, bonds called. Unforeseen changes would be rare and extreme (e.g. war, company bankruptcy, etc.) Adviser will request client approval before placing a trade and will follow their decision. If the client does not respond, the trade* will be completed by the adviser within a week of recommendation or at a specified time, if later.

Adviser may decline to place a trade if she feels the trade might subject the client to material losses (e.g. 20% portfolio loss). Clients can place their own trades.

*Adviser will only place trades where she has a limited power of attorney to trade. Client must place other trades.

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