

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

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Name of Investment Adviser:

Planning Capital Management Corporation

Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone number:
	30 South Haddon Avenue	Haddonfield	NJ	08033		856-482-8700

**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 in Part I of this Form, for the use of the 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:
Planning Capital Management Corporation

SEC File Number:
801- **63778**

Date:
02/05/2009

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 | 80 | % |
| <input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | 19 | % |
| <input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | 1 | % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | | % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | | % |
| <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 | | % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | | % |
| <input type="checkbox"/> (8) Provides a timing service | | % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | | % |

(Percentage 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

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 checked="" 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 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).

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Applicant:
Planning Capital Management Corporation

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801- **63778**

Date:
02/05/2009

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 type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <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 type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

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

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspaper 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 type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input 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 type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

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Applicant:
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Date:
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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
- year of birth
- formal education after high school
- 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).

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Applicant:
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SEC File Number:
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Date:
02/05/2009

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.)

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 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.

IA Representatives of PCM's Advisory Counsel reviews the client portfolio by reviewing all security positions held by Clients under the IAR's supervision. Triggering factors of additional reviews include changes in Client circumstances, changes in world or economic events, changes to the models used to construct Client portfolios, among others. Each account is reviewed at least annually. The frequency and level of review may be more frequent depending upon the complexity of the individual client portfolio as well as changes in economic or market conditions, tax laws, and client's individual needs. Accounts may be reviewed by any listed advisor.

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

Performance reports will be generated on a quarterly basis. Additionally, clients receive confirmations and statements of account from the existing broker-dealer, custodian, or mutual fund.

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Applicant:
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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? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) commission rates paid? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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 product 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

(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 repayment 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
☐ ☒

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:
**Planning Capital
Management Corporation**

SEC File Number:
801- 63778

Date:
02/05/2009

(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: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request																
Item of Form (identify)	Answer																	
1(D)	<p>Planning Capital Management Corp ("PCM") is an investment adviser registered with the Securities and Exchange Commission SEC. Individuals associated with the Applicant provide PCM's advisory services. These individuals are appropriately licensed, qualified or authorized to provide advisory services on the Applicant's behalf in various states are known as Investment Adviser Representatives (IARs).</p> <p>Persons associated with the Applicant are registered representatives of Mutual Service Corporation (MSC), a licensed full service securities broker/dealer and investment advisor under federal and state securities laws. MSC is a member of The Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC). Securities transactions for MSC's brokerage clients are executed through Pershing (a division of The Bank of New York, Mellon Company) an unaffiliated securities broker/dealer.</p> <p style="text-align: center;">ADVISORY SERVICES AND FEES:</p> <p><u>FINANCIAL PLANNING SERVICES:</u></p> <p>Planning Capital Management offers general financial planning services to clients. Financial Planning Consists of reviewing a client's financial information, determining objectives and risk factors, then providing the Client a plan containing recommended investment asset allocations and advice regarding the purchase of insurance and annuity products, if applicable.</p> <p>Fees for financial planning are determined based on accrual or estimated hours necessary to complete the services requested. Fees are normally calculated at a rate of \$0.00 to \$300 per hour, depending on the level of service. Financial Planning Services that may be offered by qualified and approved Planning Capital Management IARs include: Financial Organization, Cash Flow Analysis, Education Analysis, Insurance Needs and Policy Analysis, Income Tax Planning, Investment Analysis, Financial Independence, Estate Planning and Retirement Planning. Fees are negotiable and will take into consideration the stated concession received from investment products purchased through Mutual Services Corporation, a registered broker-dealer. Fees are due at the agreed satisfactory completion of a Financial Planning project. The financial planning agreement may be terminated, by either party, in writing, at any time.</p> <p><u>ADVISORY SERVICES:</u></p> <p>Planning Capital Management will provide clients with investment advisory services, which may consist of reviewing a client's financial information and providing the client with a written investment plan containing recommended investment asset allocations. Applicant may also recommend specific investments to satisfy the client's recommended asset allocation. In certain cases, PCM will also provide clients with advice regarding the purchase of insurance and annuity products. Percentages of Assets under Management Fees are payable quarterly in advance, based on the account value as of the last day of the previous quarter and are as follows on a tiered basis:</p> <table><tr><td>\$0 to 50,000</td><td>1.50%</td></tr><tr><td>On the Next \$50,000</td><td>1.25%</td></tr><tr><td>On the Next \$900,000</td><td>1.00%</td></tr><tr><td>On the Next 1,000,000</td><td>.80%</td></tr><tr><td>On the Next \$3,000,000</td><td>.70%</td></tr><tr><td>On the Next \$5,000,000</td><td>.50%</td></tr><tr><td>On the Next \$10,000,000</td><td>.35%</td></tr><tr><td>On Assets Over \$15,000,000</td><td>.25%</td></tr></table> <p>** Account minimum is \$50,000.00</p>		\$0 to 50,000	1.50%	On the Next \$50,000	1.25%	On the Next \$900,000	1.00%	On the Next 1,000,000	.80%	On the Next \$3,000,000	.70%	On the Next \$5,000,000	.50%	On the Next \$10,000,000	.35%	On Assets Over \$15,000,000	.25%
\$0 to 50,000	1.50%																	
On the Next \$50,000	1.25%																	
On the Next \$900,000	1.00%																	
On the Next 1,000,000	.80%																	
On the Next \$3,000,000	.70%																	
On the Next \$5,000,000	.50%																	
On the Next \$10,000,000	.35%																	
On Assets Over \$15,000,000	.25%																	

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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(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: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
Item of Form (identify)	Answer	
1(D) Cont'd	<p>For retirement accounts where Pershing serves as custodian, all 12B1 fees received by MSC from mutual funds held by client will be credited to the client's account as a 12b-1 fee credit as cash and swept into the money market fund selected by the client. Although PCM believes its fees are competitive, lower fees for similar services may be available from other sources. PCM may debit investment advisory fees directly from client accounts. This fee arrangement wherein asset management fees are debited from the client account will not trigger any constructive custody. PCM will send a statement to the client showing the amount of the fee, the value of client's assets upon which the fee was based and the specific manner in which the fee was calculated. In addition, applicant discloses to client that it is the client's responsibility to verify the accuracy of the fee calculation and that the custodian will not determine whether the fee was properly calculated. Also, PCM receives authorization of the fee-paying arrangement and the custodian's obligation to send out statements to the client no less frequently than quarterly.</p> <p>Because mutual funds pay advisory fees to their investment advisors, such fees are therefore indirectly charged to all holders of mutual fund shares. Clients with mutual funds in their portfolios are effectively paying both PCM and the mutual fund advisor for the management of their assets. Clients who place mutual fund shares under PCM's management are therefore subject to both PCM's direct management fee and the indirect management fee of the mutual fund's advisor.</p> <p><u>SPECIAL CLASS ADVISORY PROGRAM:</u> Special Class is an advisory service program jointly developed by Mutual Service Corporation and Pershing. Under this program, Planning Capital Management Corp will provide discretionary or non-discretionary portfolio management services to a client based on the Clients individual needs, risk tolerances and personal or business situation. Special Class requires a minimum of \$50,000 to open.</p> <p>This minimum requirement may be waived under certain circumstances. The Investment Advisory Representative, (hereinafter referred to as IAR) of Planning Capital Management will gather information from the client including current investments (if any), and current financial conditions and obligations. The IAR will then recommend investments to construct a portfolio suited to meet the Clients' identified goals, financial needs and investment objectives in light of general economic and market conditions. A portfolio may include mutual fund shares (no load, load waived, or load funds after a 2 year holding period) and individual stocks or bonds. All transactions for the portfolio will be placed by the IAR at MSC. Clients will be required to open and maintain an account at MSC (held by Pershing, MSC's clearing firm). The IAR will monitor the performance of the Client's portfolio on at least a quarterly basis in light of changing general economic and market conditions. The IAR will review with the Client at least on an annual basis or at the Client's specific request.</p> <p>For retirement accounts where Pershing serves as custodian, all 12B1 fees received by MSC from mutual funds held by client will be credited to the client's account as a 12b-1 fee credit as cash and swept into the money market fund selected by the client</p>	

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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(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: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request								
Item of Form (identify)	Answer									
1(D) Cont'd	<p>Special Class Fee Schedule: The total fee paid by a Special Class Client is comprised of three components as disclosed below. These include the Advisory Fee, the Service Fee and the Administrative Fee. The total program fee, not to exceed 2.2% of assets under management is equal to: The Advisory Fee and Service Fee and Administrative Fee.</p> <p>Special CLASS Advisory Fees: The advisory fee due to PCM is payable to Mutual Service Corporation and then paid to PCM, will be based on a percentage of assets (market value) in the Special CLASS Account. The advisory fee schedule is as follows:</p> <table> <tr> <td>\$50,000 to \$250,000</td> <td>1.00%</td> </tr> <tr> <td>\$250,000 to \$1,000,000</td> <td>1.00%</td> </tr> <tr> <td>\$1,000,000 to \$5,000,000</td> <td>.80%</td> </tr> <tr> <td>Over \$5,000,000</td> <td>.50%</td> </tr> </table> <p>The advisory fees may be negotiated between the IAR and the client. The agreed upon advisory fees, and any applicable trading and account charges, will be clearly set forth in the special class agreement.</p> <p>The annual fee is billed quarterly in advance of the services and for new accounts will be determined as of the date the account is opened and pro-rated through the end of the quarter. The fee for subsequent quarters will be based upon the market value of the investments (portfolio) as of the end of the preceding quarter. For assets added to the portfolio in excess of \$10,000, the standard, negotiated fee shall be accessed pro-rated for the remaining portion of the quarter based on the number of days left in the quarter. For withdrawals from the account in excess of \$10,000, unearned fees on these amounts will be refunded or credited to the account on a pro-rated basis for the remaining portion of the quarter based on the number of days left in the quarter.</p> <p>Upon termination of an account during a calendar quarter, pre-paid, unearned fees will be promptly refunded, based on the number days left in the calendar quarter from the effective date of termination</p> <p>Special CLASS Service Fees: In addition to the advisory fees, an annual service fee to be paid by the client as follows: .05% (5 basis points) for accounts valued from \$0 to \$999,999, .04% (4 basis points), for accounts valued from \$1,000,000 to \$4,999,999 .03% (3 basis points) for accounts valued from \$5,000,000 and above,</p> <p>This annual service fee shall be paid by the Client. The initial service fee will be based upon the inception market value of the account and will be charged when the account is opened. This annual fee will be billed quarterly in advance of the service provided and is not negotiable. For assets added to the portfolio in excess of \$10,000, the standard Service Fee shall be pro-rated for the remaining portion of the quarter based on the number of days left in the quarter. For withdrawals from the account in excess of \$10,000, unearned fees on these amounts will be refunded or credited to the account based on a pro-rated portion of the days remaining in the quarter. There will be no refund of the Service Fee.</p>		\$50,000 to \$250,000	1.00%	\$250,000 to \$1,000,000	1.00%	\$1,000,000 to \$5,000,000	.80%	Over \$5,000,000	.50%
\$50,000 to \$250,000	1.00%									
\$250,000 to \$1,000,000	1.00%									
\$1,000,000 to \$5,000,000	.80%									
Over \$5,000,000	.50%									

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:
**Planning Capital
Management Corporation**

SEC File Number:
801- 63778

Date:
02/05/2009

(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: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
Item of Form (identify)	Answer	
1(D) Cont'd	<p>Special CLASS Administrative Fee: In addition to the advisory and service fees discussed above, the Special CLASS account will incur an annual administrative fee of \$150. This may be charged to the account depending on the terms of the special class agreement, on the inception date and each subsequent year. The administrative fee is compensation to MSC for processing and reporting all transactions in the account and for administering the account during each 12-month period. There will be no refund of the administrative fee. This fee may be changed from time to time as costs of administration of the program increase. A client agrees by contract to accept any changes in this fee. This fee is not negotiable and is assessed on the anniversary date of the account.</p> <p>Special CLASS Transaction Fee: Each security transaction under Special CLASS will incur a transaction fee. The transaction fee schedule is charged at the time of the transaction and will be so identified on the Client's security confirmation issued from Pershing, the clearing firm for MSC. The specific transaction fee schedule is subject to change and will be fully disclosed to the Client in the program contract. Transaction fees may be charged to the client's account or paid by the adviser based on the terms of the special class contract.</p> <p>Payment of Special CLASS Fee: All Special CLASS advisory service and administrative fees will be directly debited from the Client account held at Pershing. A Client may withdraw their authorization (contained in the program advisory agreement) for direct debiting at any time; however, a Client should understand that if they elect to withdraw this authorization, PCM will terminate the agreement under the program.</p> <p>The Client may terminate a Special CLASS agreement within five business days after the date when all parties have signed the agreement without penalty. After this five-day period, either party may terminate the agreement upon 30 days written notice to the other.</p> <p><u>THIRD PARTY ADVISORY SERVICES:</u></p> <p>The IAR of PCM typically gathers information from the Client about the Client's financial situation, investment objectives and reasonable restrictions the Client wants imposed on the management of the account. The IAR then, periodically reviews reports provided to the Client; contacts the Client at least annually to review the Client's financial situation and objectives; communicates information to the adviser managing the account as warranted; and assists the Client in understanding and evaluating the services provided by both the third party investment adviser sponsoring the program and the adviser managing the account. Clients will be reminded in their report to notify the IAR of any changes in their financial situation, investment objectives, or account restrictions. Clients may also contact the third party adviser that is directly managing the account or sponsoring the program.</p> <p>Certain third party advisers offer advisory services under which the IAR assists the Client in selecting asset allocation classes; an investment strategy or a model portfolio consisting of mutual funds and/or variable annuities; or particular mutual funds and/or variable annuities. The third party adviser will either rebalance the funds, annuities, asset allocations or model portfolios selected by the Client on a predetermined schedule or actively manage a portfolio of mutual funds and/or variable annuities in accordance with the Client's stated general strategy or objectives. Any rebalancing or reallocation may involve capital gains and/or losses for each transaction, and in non-tax deferred accounts, may result in additional taxes and/or tax reporting.</p>	

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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(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: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
Item of Form (identify)	Answer	
1(D) Cont'd	<p>Fees may be negotiated but generally range from .50% to 3% of the assets under management, depending upon the program selected, the size of the account and the services covered. Under some programs, an inclusive fee covers account management, brokerage, clearance, custody and administrative services. In other programs the account may be charged separately for such services. The amount of the fees, the services provided, the payment structure, termination provisions and other aspects of each program are detailed and disclosed in the third party investment adviser's Part II of Form ADV, the program wrap fee disclosure brochure (if applicable), or other applicable disclosure document, and in the account opening documents. With certain programs, PCM will share in the fee charged by the third party investment adviser.</p> <p><u>MUTUAL FUND AND VARIABLE ANNUITY INTERNAL EXPENSES:</u> Internal advisory fees and expenses are paid by the mutual fund or variable annuity companies to their fund advisers, and/or sub account sponsors. These internal expenses are further outlined in the Fund Companies' Prospectus. In addition, variable annuity companies generally impose mortality charges on such accounts of approximately 1.25% annually. PCM or the program sponsor may act as broker in connection with mutual funds and variable annuities which are designated for management in the program and thus may receive, or continue to receive, additional compensation, separate from its Investment Advisory Program</p> <p><u>GENERAL INFORMATION ON ADVISORY PROGRAMS AND FEES</u> Fees and account minimums may be negotiable. The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC rules 205(a)(1)). All fees paid to PCM are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a Client may pay an initial or deferred sales charge.</p>	
3(L)	Any other type of product that Planning Capital Management deems appropriate in order to address the individualized needs, goals and objectives of the client.	
5	PCM requires the following minimum standards of education or business experience of those individuals determining or giving investment advice to Clients. An IAR of PCM must first be appropriately registered as a RR of Mutual Service Corporation.	
6	<p>The following list the year of birth, formal education after high school, and last 5 years of business experience for each principal executive officer of PCM:</p> <p>Name: Richard W Bell Jr Born: 06/04/1964 Education: Camden County College College for Financial Planning CFP Employment: 01/03 - Present ... Mutual Service Corporation: Registered Representative 02/01-Present...Planning Capital Management Corp-President 07/07-Present...Financial Stewardship LLC-President 01/98 - 02/01.. Haddon Financial Services: Investment Advisor</p>	

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Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
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6 Cont'd	<p>Name: Jay D Ahlbeck CLU ChFC Born 02/107/1961 Education: Wittenberg University, Springfield OH in 1983 with a bachelor of arts in Business Administration and Political Science. CLU and ChFC from the American University, in 1988 and 1989 respectively. Employment: 01/05 to Present: Planning Capital Management-Investment Advisor Rep 10/02 to Present: JDA Associates-President 10/02 to Present: Mutual Service Corporation-Registered Representative 04/01 to 10/02 Quick & Reilly –Insurance Rep 08/95 to 04/01 Summit Bank—Insurance and Financial Rep</p> <p>Name: Richard Budman CLU ChFC Born: 2/4/1934 Education: Milton High School 1952 Lycoming College, Williamsport, PA CLU form American College 1972 ChFC from American College 1983 Employment: 06/08 to Present: Planning Capital Management-Investment Advisor Rep 03/89 to Present: Mutual Service Corporation-Registered Representative</p>	
7(C), 9(B), 13(A)	<p>As discussed in item 1(D), IARs of PCM are Registered Representatives of Mutual Service Corporation, a registered FINRA Broker/Dealer and investment advisor and various regulatory agencies. If an advisory client implements recommendations made by the applicant by purchasing securities or other products through MSC, the applicant may receive additional compensation in the form of commissions including 12b-1 fees for the sale of investment company products.</p> <p>Richard W. Bell Jr and any related persons of PCM sell insurance and will receive commission income on the sale of such products.</p> <p>For Special CLASS accounts clients are required to use MSC and Pershing to effect transactions in their accounts and to maintain custody of their securities positions.</p>	
9(E)	<p>The Applicant or its associated persons may buy or sell for itself, investment products recommended to clients. Records will be maintained of all securities or insurance products bought or sold by the Applicant, associated persons or related entities. Such records will be available for inspection upon request.</p> <p>Files of securities transactions affected for associated persons of the Applicant will be maintained for review should there be a conflict of interest. The principal of the Applicant will review all securities transactions of related persons of the Applicant to ensure no conflicts exist with client executions. To prevent conflicts of interest, all employees of PCM must comply with the firm's Written Supervisory Procedures, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain affiliated persons.</p> <p>Notwithstanding the above, PCM, and/or their officers, directors or employees may purchase for themselves similar or different securities as are purchased or recommended for investment</p>	

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
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10	<p>advisory clients of PCM, and that different securities or transactions may be affected or recommended for different investment advisory clients of PCM.</p> <p><u>CODE OF ETHICS SUMMARY</u> The Code of Ethics adopted and implemented by Planning Capital Management applies to the activities of Planning Capital Management, a Registered Investment Advisor, under the Investment Advisors Act of 1940 (as amended—the Advisor’s Act). All employees of Planning Capital Management are deemed by the Advisors Act to be supervised persons and are therefore subject to this Code of Ethics. In carrying on its daily affairs, the Firm and All Firm Associated Persons shall act in a fair, lawful and ethical manner, in accordance with the rules and regulations imposed by the Firm’s governing regulatory authority (e.g. United States Securities and Exchange Commission, state bureau of securities, etc.).</p> <p>In accordance with SEC rules and regulations, Planning Capital Management has created a Code of Ethics which establishes standards and procedures for the detection and prevention of certain conflicts of interest including activities by which persons having knowledge of the investments and investment intentions of Planning Capital Management might take advantage of that knowledge for their own benefit. In the event that a client of Planning Capital Management requests a copy of Planning Capital Management’s Code of Ethics, Planning Capital Management will furnish a copy within a reasonable period of time to the client at the client’s address of record.</p> <p><u>PRIVACY SUMMARY</u> Pursuant to applicable Federal and/or State Privacy Regulations, Planning Capital Management is a financial institution that has determined to keep confidential non-public personal information about each Planning Capital Management client.</p> <p>A full copy of the Planning Capital Management’s Privacy Policy is provided, upon inception, of a new client and is provided each year thereafter. A Copy of Planning Capital Management’s Privacy Policy may be requested by a client and will be furnished within a reasonable period of time to the client at the client’s address of record, at any time.</p> <p><u>PROXY VOTING SUMMARY</u> Planning Capital Management has implemented policies and procedures that are reasonably designed to ensure that proxies are voted in the best interest of clients in accordance with our fiduciary duties and SEC rule 206(4)-6 under the Investment Advisors Act of 1940. A copy of Planning Capital Management’s Proxy and Corporate Actions Voting Policies and Procedures is provided, upon inception, of a new client. In the event that a client of Planning Capital Management requests a copy of Planning Capital Management’s Proxy and Corporate Actions Voting Policies and Procedures, Planning Capital Management will furnish a copy within a reasonable period of time to the client at the client’s address of record.</p> <p>The following minimum account sizes or annual fees apply to the advisory services offered by PCM. Special Class and all Advisory Accounts have a minimum account size of \$50,000 to open and maintain an account.</p>	

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

Applicant: Planning Capital Management Corporation	SEC File Number: 801- 63778	Date: 02/05/2009
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Planning Capital Management Corporation		IRS Empl. Ident. No.: Available Upon Request
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12A	<p>In order to manage portfolios effectively, PCM believes it should have the authority to determine without obtaining specific client consent, the securities to be bought and sold and/or the amount of securities to be bought or sold. Although not encouraged, a client may by written advice prohibit the purchase or sale of specific securities or classes of securities without prior approval.</p> <p>Unless the client instructs PCM otherwise, the firm may place orders for the execution of transactions with or through a broker/dealer as PCM may select, and complying with Section 28(e) of the Securities Exchange Act of 1934, may pay a commission on transactions in excess of the amount of commission another broker or dealer would have charged.</p> <p>In managing investment portfolios, PCM acts in a manner in keeping with what it understands and believes to be the best interests of the client.</p>	
13A	<p>PCM also has arrangements to sell insurance through several companies. A list of insurance companies represented is available upon request. If an advisory client implements recommendations made by PCM, the Applicant's associated persons may receive additional compensation in the form of commissions</p>	