

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

OMB Number: 3235-0049  
Expires: February 28, 2011  
Estimated average burden  
hours per response..... 4.07

Name of Investment Adviser:

**Planning Capital Management Corporation**

Address: (Number and Street) (City) (State) (Zip Code)

**30 South Haddon Avenue, Haddonfield, NJ 08033**

Area Code: Telephone number:

**(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:	SEC File Number:	Date:
<b>Planning Capital Management Corporation</b>	801- <b>63778</b>	<b>12/07/2009</b>

<b>1. A. Advisory Services and Fees.</b> (check the applicable boxes)	For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)
<b>Applicant:</b>	
<input checked="" type="checkbox"/> (1) Provides investment supervisory services	<b>79</b> %
<input checked="" type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services	<b>19</b> %
<input checked="" type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above	<b>1</b> %
<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 checked="" type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	<b>1</b> %
<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>B.</b> Does applicant call any of the services it checked above financial planning or some similar term?	Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>
<b>C.</b> 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
<b>D.</b> For each checked box in A above, describe on Schedule F:	
<ul style="list-style-type: none"><li>the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee</li><li>applicant's basic fee schedule, how fees are charged and whether its fees are negotiable</li><li>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</li></ul>	
<b>2. Types of clients</b> - 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**

SEC File Number:  
**801- 63778**

Date:  
**12/7/2009**

**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 type="checkbox"/> (1) variable life insurance   | <input type="checkbox"/> (3) other (explain on Schedule F)                 |
| <input 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<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>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).**

**FORM ADV**  
**Part II - Page 4**

Applicant:  
**Planning Capital Management Corporation**

SEC File Number:  
**801- 63778**

Date:  
**02/02/2009**

**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
- 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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**Part II - Page 5**

Applicant:  
**Planning Capital Management Corporation**

SEC File Number:  
**801- 63778**

Date:  
**12/07/2009**

**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 quarterly. 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 and provided to clients 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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**Part II - Page 6**

Applicant:  
**Planning Capital Management Corporation**

SEC File Number:  
**801- 63778**

Date:  
**02/02/2009**

**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:  
**12/07/2009**

(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: <b>Planning Capital Management Corporation</b>		IRS Empl. Ident. No.: <b>Available Upon Request</b>
Item of Form (identify)	Answer	
<b>1(D)</b>	<p>Planning Capital Management Corp ("PCM" or the "applicant") 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 and are known as Investment Adviser Representatives (IARs).</p> <p>Persons associated with the Applicant are registered representatives of LPL Financial Corporation ("LPL"), a licensed full service securities broker/dealer and investment advisor under federal and state securities laws. LPL is a member of the Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC). Securities transactions for LPL's brokerage clients are executed through LPL.</p> <p style="text-align: center;"><b>ADVISORY SERVICES AND FEES:</b></p> <p><u><b>FINANCIAL PLANNING SERVICES:</b></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 with 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 up to \$300 per hour or at a minimum fixed fee of \$1,000, 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 LPL. Fees are due at the agreed satisfactory completion of a Financial Planning project. The financial planning agreement may be terminated, by either party, upon 30 days written notice to the other party. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing PCM's financial planning agreement.</p> <p>PCM provides applicable disclosure brochure(s) or Form ADV Part II to clients and prospective clients more than 48 hours prior to entering into an advisory contract. In the event the disclosure brochure is not delivered until entry into the contract, the client may terminate the contract without penalty within five (5) business days after entering into the contract.</p> <p><u><b>ADVISORY SERVICES:</b></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 negotiable and 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>	

**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:

**12/07/2009**

(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: <b>Planning Capital Management Corporation</b>		IRS Empl. Ident. No.: <b>Available Upon Request</b>																
Item of Form (identify)	Answer																	
<b>1(D) Cont'd</b>	<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> <p>The investment advisory agreement may be terminated, by either party, upon 30 days written notice to the other party. Client accounts will be managed up to the end of the quarter for which fees were paid in advance. Therefore, no refunds will be due to the client. Full refunds will only be made in cases where cancellation occurs within five (5) business days of signing PCM's investment advisory agreement.</p> <p>PCM provides applicable disclosure brochure(s) or Form ADV Part II to clients and prospective clients more than 48 hours prior to entering into an advisory contract. In the event the disclosure brochure is not delivered until entry into the contract, the client may terminate the contract without penalty within five (5) business days after entering into the contract.</p> <p><b><i>Portfolio Management Services Under Third Party Advisory Services</i></b></p> <p><b>LPL Financial Sponsored Advisory Programs</b></p> <p>PCM may provide advisory services through certain programs sponsored by LPL Financial Corporation ("LPL"), a registered investment advisor and broker-dealer. Below is a brief description of each LPL advisory program available to PCM. For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs and the potential conflicts of interest presented by the programs please see the LPL Financial Corporation Form ADV Part II or the applicable program's Schedule H and the applicable client agreement.</p> <p><b>Advisory Services</b></p> <p><b>Optimum Market Portfolios Program (OMP)</b></p> <p>OMP offers clients the ability to participate in a professionally managed asset allocation program using Optimum Funds Class I shares. Under OMP, client will authorize LPL on a discretionary basis to purchase and sell Optimum Funds pursuant to investment objectives chosen by the client. Advisor will assist the client in determining the suitability of OMP for the client and assist the client in setting an appropriate investment objective. Advisor will have discretion to select a mutual fund asset allocation portfolio designed by LPL consistent with the client's investment objective. LPL will have discretion to purchase and sell Optimum Funds pursuant to the portfolio selected for the client. LPL will also have authority to rebalance the account.</p> <p>A minimum investment of \$15,000 is required for OMP.</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%																	

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

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**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
**Planning Capital  
Management Corporation**SEC File Number:  
**801-63778**Date:  
**12/07/2009**

(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: <b>Planning Capital Management Corporation</b>		IRS Empl. Ident. No.: <b>Available Upon Request</b>
Item of Form (identify)	Answer	
<b>1(D) Cont'd</b>	<p><b>Personal Wealth Portfolios Program (PWP)</b></p> <p>PWP offers clients an asset management account using asset allocation model portfolios designed by LPL. Advisor will have discretion for selecting the asset allocation model portfolio based on client's investment objective. Advisor will also have discretion for selecting third party money managers (PWP Advisors) or mutual funds within each asset class of the model portfolio. LPL will act as the overlay portfolio manager on all PWP accounts and will be authorized to purchase and sell on a discretionary basis mutual funds and equity and fixed income securities.</p> <p>A minimum account value of \$250,000 is required for PWP.</p> <p><b>Model Wealth Portfolios Program (MWP)</b></p> <p>MWP offers clients a professionally managed mutual fund asset allocation program. PCM will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. The Advisor will initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL's Research Department consistent with the client's stated investment objective. LPL's Research Department is responsible for selecting the mutual funds within a model portfolio and for making changes to the mutual funds selected.</p> <p>The client will authorize LPL to act on a discretionary basis to purchase and sell mutual funds, including in certain circumstances exchange traded funds and to liquidate previously purchased securities. The client will also authorize LPL to effect rebalancing for MWP accounts.</p> <p>In the future, the MWP program may make available model portfolios designed by strategists other than LPL's Research Department. If such models are made available, Advisor will have discretion to choose among the available models designed by LPL and outside strategists.</p> <p>A minimum account value of \$100,000 is required for MWP.</p> <p><b>Manager Access Select Program (MAS)</b></p> <p>Manager Access Select provides clients access to the investment advisory services of professional portfolio management firms for the individual management of client accounts. Advisor will assist client in identifying a third party portfolio manager (Portfolio Manager) from a list of Portfolio Managers made available by LPL. The Portfolio Manager manages client's assets on a discretionary basis. Advisor will provide initial and ongoing assistance regarding the Portfolio Manager selection process.</p> <p>A minimum account value of \$100,000 for equity strategies and \$250,000 for fixed income strategies are required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.</p> <p><b>Fees for LPL Advisory Programs</b></p> <p>The account fee charged to the client for each LPL advisory program is negotiable.</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:  
**Planning Capital  
Management Corporation**SEC File Number:  
**801-63778**Date:  
**12/07/2009**

(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: <b>Planning Capital Management Corporation</b>		IRS Empl. Ident. No.: <b>Available Upon Request</b>
Item of Form (identify)	Answer	
<b>1(D) Cont'd</b>	<p>Account fees are payable quarterly in advance.</p> <p>LPL serves as program sponsor, investment advisor and broker-dealer for the LPL advisory programs. PCM and LPL may share in the account fee and other fees associated with program accounts. Associated persons of Advisor may also be registered representatives of LPL.</p> <p><b>Potential Conflicts of Interest</b></p> <p>Transactions in LPL advisory program accounts are generally effected through LPL as the executing broker-dealer.</p> <p>Advisor receives compensation as a result of a client's participation in an LPL program. Depending on, among other things, the size of the account, changes in its value over time, the ability to negotiate fees or commissions, and the number of transactions, the amount of this compensation may be more or less than what the Advisor would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.</p> <p>For retirement accounts, all 12b-1 fees received by LPL 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><b><u>THIRD PARTY ADVISORY SERVICES:</u></b></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>	

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**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
**Planning Capital  
Management Corporation**SEC File Number:  
**801-63778**Date:  
**12/07/2009**

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<b>1(D) Cont'd</b>	<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> <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 the 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><b>MUTUAL FUND AND VARIABLE ANNUITY INTERNAL EXPENSES:</b></u></p> <p>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><b>GENERAL INFORMATION ON ADVISORY PROGRAMS AND FEES</b></u></p> <p>Fees and account minimums may be negotiable.</p> <p>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 (Section 205(a)(1) of the Investment Advisers Act of 1940). 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> <p>A client could invest in a mutual fund directly, without the services of the Advisor. In that case, the client would not receive the services provided by the Advisor which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to the client's financial condition, goals, and objectives. Accordingly, the clients should review both the fees charged by the funds and the fees charged by the Advisor to fully understand the total amount of fees to be paid by the clients and to thereby evaluate the advisory services being provided.</p>	

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**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

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SEC File Number:  
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Date:  
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<b>1(D) Cont'd</b>	<p>Advisory recommendations are based on the client's financial situation at the time the services are provided and are based on financial information disclosed by the client to the Advisor. Clients are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. As the client's financial situation, goals, objectives, or needs change, the client must notify PCM promptly.</p> <p>Advisor shall never have custody of any client funds or securities, as the services of LPL, a qualified and independent custodian will be used for these asset management services.</p> <p>Upon client's written authorization, fees will be automatically deducted from the account. Clients will be provided with a quarterly statement from the account custodian reflecting deduction of the advisory fee.</p>	
<b>3(L)</b>	Any other type of product that Planning Capital Management deems appropriate in order to address the individualized needs, goals and objectives of the client.	
<b>5</b>	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 LPL Financial Corporation. In addition, an IAR of PCM must be appropriately licensed and registered as IARs in states in which he has a place of business prior to providing investment advice (i.e., S7 and S66, or S65, or CFA, CFP, ChFC, CIC, or PFS designation).	
<b>6</b>	<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: 1964 Education: Camden County College College for Financial Planning CFP Employment: 02/01- Present: Planning Capital Management Corp-President 09/09 – Present: LPL Financial Corporation: Registered Representative 07/07- Present: Financial Stewardship LLC-President 01/03 - 09/09: Mutual Service Corporation: Registered Representative</p> <p>Name: Jay D. Ahlbeck, CLU ChFC Born: 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 09/09 - Present: LPL Financial Corporation: Registered Representative 10/02 to Present: JDA Associates-President 10/02 to 09/09: Mutual Service Corporation-Registered Representative</p> <p>Name: Richard Budman, CLU ChFC Born: 1934 Education: Lycoming College, Williamsport, PA</p>	

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<b>6 Cont'd</b>	CLU from American College, 1972 ChFC from American College, 1983 Employment: 06/08 to Present: Planning Capital Management-Investment Advisor Rep 09/09 - Present: LPL Financial Corporation: Registered Representative 03/89 to 09/09: Mutual Service Corporation-Registered Representative	
<b>7(C), 9(B)</b>	<p>As discussed in item 1(D), IARs of PCM are Registered Representatives of LPL Financial 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>	
<b>9(E)</b>	<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 advisory clients of PCM, and different securities or transactions may be affected or recommended for different investment advisory clients of PCM.</p> <p><u><b>CODE OF ETHICS SUMMARY</b></u></p> <p>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 Advisers Act of 1940 (as amended—the Adviser's Act). All employees of Planning Capital Management are deemed by the Advisers 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>	

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<b>9(E) Cont'd</b>	<p><u><b>PRIVACY SUMMARY</b></u></p> <p>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><b>PROXY VOTING SUMMARY</b></u></p> <p>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 Advisers 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>	
<b>10</b>	<p>The following minimum account sizes or annual fees apply to the advisory services offered by PCM. Under certain circumstances, PCM will consider waiving the minimum account size requirements.</p> <p>PCM's minimum account size to open for new client accounts is \$50,000.</p> <p>The Manager Access Network account requires a minimum account size which varies by Portfolio Manager but is typically \$100,000 for equity strategies and \$250,000 for fixed income strategies.</p> <p>The minimum initial investment for Optimum Market Portfolio account (OMP) is \$15,000.</p> <p>The minimum account size of \$250,000 is required for the Personal Wealth Portfolio account (PWP).</p> <p>The Model Wealth Portfolio's minimum account size is \$100,000.</p> <p>The minimum account size for the Manager Access Select is \$100,000 for equity strategies and \$250,000 for fixed income strategies.</p>	
<b>12A</b>	<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>	

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<b>12A Cont'd</b>	<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>	
<b>12B</b>	<p>Associated persons of PCM, in their capacities as registered representatives of LPL may suggest that clients implement recommendations through LPL. If the client chooses to do so, this would present a conflict of interest to the extent that registered representatives could receive commissions as registered representatives or compensation as IARs of PCM.</p> <p>Clients are under no obligation to implement recommendations through the registered representatives but if they do so, they may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. LPL is a broker-dealer and an investment adviser with which PCM's IARs are also associated. As a result of the individual association of PCM's IARs with LPL, PCM is generally required to utilize the brokerage/custodial services of LPL for investment advisory accounts. To the extent otherwise applicable to the transactions to be effected directly by PCM, PCM's general policies relative to the execution of client securities brokerage transactions are as follows:</p> <p><b>Execution of Brokerage Transactions (when applicable).</b> If requested, PCM will arrange for the execution of securities brokerage transactions for the account through broker-dealers that PCM reasonably believes will provide "best execution". In seeking "best execution", the determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including execution capability, commission rates, and responsiveness. Accordingly, although PCM will seek competitive commission rates, it may not necessarily obtain the lowest possible commission rates for account transactions.</p> <p>Over-the-Counter (OTC) securities transactions for PCM's clients are generally effected 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 markup/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. PCM does not receive any portion of the dealer mark-up/down or the executing broker-dealer transaction fee.</p> <p>Transactions for each client account generally will be effected independently, unless PCM decides to purchase or sell the same securities for several clients at approximately the same time. PCM may, but is not obligated to, combine or "batch" such orders to obtain "best execution", to negotiate more favorable commission rates or to allocate equitably among PCM's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among PCM's clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that PCM determines to aggregate client orders for the purchase or sale of securities, including securities in which PCM's principals) and/or associated persons) may invest, PCM shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, <i>SMC Capital, Inc.</i> PCM shall not receive any additional compensation or remuneration as a result of the aggregation.</p>	

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<b>12B Cont'd</b>	<p>The client may direct PCM to use a particular broker-dealer (subject to PCM's right to decline and/or terminate the engagement) to execute some or all transactions for the client's account. In such event, the client will negotiate terms and arrangements for the account with that broker-dealer, and PCM will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by PCM. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. In the event that the client directs PCM to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through PCM.</p> <p>In the event that the transactions for a client's accounts are effected through a broker-dealer that refers investment management clients to PCM, there exists the potential for conflict of interest if the accounts incur higher commission or transaction costs than the accounts would otherwise have incurred had the client determined to effect account transactions through alternative clearing arrangements that may have been available through PCM.</p> <p>While PCM does recommend broker, dealers or custodians, clients are free to select any broker, dealer or custodian they wish. As previously, discussed PCM may be limited in the broker, dealers or custodians where client's contracting for asset management services will be allowed to maintain their assets. If client directs the use of a particular broker, dealer, or custodian, such direction must be provided in writing to PCM. When a client directs the use of a particular broker, dealer or other custodian, PCM may not be able to obtain the best prices and execution for the transaction. Clients who direct the use of a particular broker, dealer or custodian may receive less favorable prices than would otherwise be the case if clients had not designated a particular broker, dealer, or custodian. Further, clients with directed brokerage arrangements will not be able to participate in aggregate trades (i.e. block trades) and directed trades may be placed by PCM after effecting non-directed trades.</p> <p>PCM does not render advice to or take any actions on behalf of clients with respect to any legal proceedings including bankruptcies and shareholder litigation, to which any securities or other investments held in client accounts, or the issuers thereof, become subject, and does not initiate or pursue legal proceedings, including without limitation shareholder litigation, on behalf of clients with respect to transactions, securities, or other investments held in client accounts. The right to take any actions with respect to legal proceedings, including shareholder litigation with respect to transactions, securities or other investments held in client accounts is expressly reserved to the client.</p> <p>Where a broker-dealer brings an investment idea to PCM, there may be an incentive for PCM to use such broker-dealer to execute that transaction. In accordance with Section 28(e) of the Securities Exchange Act of 1934, PCM may cause an account to pay commission rates in excess of those another broker-dealer would have charged for effecting the same transaction, if PCM determines, in good faith, that the commission paid is reasonable in relation to the value of the brokerage and research services provided. The determination may be viewed in terms of either the particular transaction involved or the overall responsibilities of PCM with respect to the accounts over which it exercises investment discretion. Thus, such research furnished by broker-dealers may be used to service any or all of PCM's clients and may be used to service any or all of PCM's clients and may be used in connection with accounts other than those</p>	

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<b>12B Cont'd</b>	<p>that pay commissions to the broker-dealers providing the research. In particular, third party research provided by broker-dealers may be used to benefit all of PCM's clients.</p> <p>The services that are considered in this determination of reasonableness include (1) advice, either directly or through publications or writing, as to the value of the securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (3) effecting securities transactions and performing functions incidental thereto.</p> <p>To the extent that research services of value are provided by broker-dealers, PCM may allocate brokerage for research services that are also available for cash, where appropriate and permitted by law. PCM also pays cash for certain research services received from external sources. As a result of receiving research services from certain broker-dealers, PCM has an incentive to continue to use such broker-dealers to effect transactions for clients as long as such broker-dealers continue to provide research services to PCM.</p>	
<b>13A</b>	<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>	

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