



Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Pacesetter Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at 217-735-1576 or info@jmabbott.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Pacesetter Financial Group is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Pacesetter Financial Group is 123287.

Pacesetter Financial Group is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Table of Contents

<i>Advisory Business.....</i>	<i>1</i>
<i>Fees and Compensation</i>	<i>3</i>
<i>Performance-Based Fees and Side-By-Side Management.....</i>	<i>5</i>
<i>Types of Clients.....</i>	<i>6</i>
<i>Methods of Analysis, Investment Strategies and Risk of Loss</i>	<i>7</i>
<i>Disciplinary Information.....</i>	<i>9</i>
<i>Other Financial Industry Activities and Affiliations</i>	<i>10</i>
<i>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</i>	<i>11</i>
<i>Brokerage Practices</i>	<i>13</i>
<i>Review of Accounts.....</i>	<i>16</i>
<i>Client Referrals and Other Compensation.....</i>	<i>18</i>
<i>Custody</i>	<i>19</i>
<i>Investment Discretion.....</i>	<i>20</i>
<i>Voting Client Securities.....</i>	<i>21</i>
<i>Financial Information.....</i>	<i>22</i>
<i>Requirements for State-Registered Advisers</i>	<i>23</i>
<i>Additional Information.....</i>	<i>24</i>

Advisory Business

Form ADV Part 2A, Item 4

Pacesetter Financial Group, LLC is a Registered Investment Advisor. We are a sister company to J.M. Abbott & Associates, Ltd., Certified Public Accountants. We opened our advisory business in 1997 to offer our community an independent approach to long-term investing. Clayton L. George, CPA/PFS and Debra A. Curry, CPA are the two owners of both companies.

Pacesetter manages investment portfolios on two separate platforms:

- Individual Portfolio Client, and
- Company-Sponsored 401(k) Client.

We include the following services in the management of your Individual Portfolio account:

- Meeting with you;
- Providing personalized investment advice and asset allocation recommendations;
- Selecting, purchasing, and selling securities for your account(s);
- Monitoring your portfolio;
- Preparing and mailing quarterly performance reports; and
- Performing limited financial planning services.

We include the following services as part of providing investment advice for your Company-Sponsored 401(k) plan and its participants:

- Assisting with initial set-up of the plan and rollover of assets from prior plans;
- Designing multiple portfolios for participants to choose from, based on various risk-tolerance levels;
- Meeting with and providing personalized investment advice to interested participants;
- Reviewing participant accounts; and
- Monitoring pre-designed portfolios, and recommending changes, as needed.

Pacesetter specializes in managing mutual fund portfolios, but we may also make recommendations on other positions that you transfer into accounts held with us.

Clients each have unique financial needs and goals. Therefore, we tailor our advisory services to your needs.

For Individual Portfolio Clients:

Pacesetter works with you to determine your risk tolerance, time horizon, and financial needs and goals. We use this information to develop a well-diversified portfolio for you.

Periodically, depending on your time horizon, we review this information with you to determine if we need to adjust your portfolio.

You may specify your portfolio as discretionary or non-discretionary. You may also impose restrictions or limitations on the management of your account. Regardless of discretion or restrictions, we manage your portfolio with your best interests in mind.

For more information on the differences between discretionary and non-discretionary authority, please see the ***Investment Discretion*** section of this brochure.

For Company-Sponsored 401(k) Clients:

Pacesetter discusses your risk tolerance, time horizon, and financial needs and goals with you, the participant. We use the information you give us to recommend a pre-designed portfolio for you. The 401(k) account you invest in is client-directed, meaning you select your own investments from the options available in your plan. Upon your request, we can assist you in signing up for your plan and in selecting your portfolio. If you do not select an investment for your account, and contributions are being made, we may select the default investment on your behalf, per your plan sponsor's direction.

Assets Under Management

As of December 31, 2010, Pacesetter Financial Group managed a total of \$36,600,000 in client assets. Of that total, we managed \$24,600,000 on a discretionary basis, and \$12,000,000 on a non-discretionary basis. Please bear in mind that all the company-sponsored 401(k) plans we manage are participant-directed, and therefore non-discretionary.

Fees and Compensation

Form ADV Part 2A, Item 5

Pacesetter Financial Group charges advisory fees based on the type of client you are and the type of portfolio in which you are invested. In special circumstances, or if unique services are provided, your fee may be negotiable. We pro-rate fees for partial years of service.

<u>Individual Portfolio Fee Schedules (annual):</u>	Diversified Portfolio	Fixed Income Portfolio
On the first \$500,000	1.00%	0.40%
On the next \$500,000	0.75%	0.40%
On amounts over \$1,000,000	0.50%	0.40%

Company-Sponsored 401(k) Plan Fee Schedule (annual):

On the first \$500,000	0.75%
On the next \$500,000	0.60%
On the next \$3,000,000	0.45%
On amounts over \$4,000,000	0.30%

Regardless of the total amount of assets we manage for you, we charge a minimum of \$75 per year, per client, pro-rated for partial years.

Pacesetter charges the above fees quarterly, in advance. For example, we calculate your second quarter (April – June) fee in year 1 by taking the market value of your account on March 31 of year 1, and multiplying it by one-fourth of your annual fee percentage. The calculated fee would be due in April of year 1.

For example, given an individual, diversified portfolio:

March 31, Year 1 Account Value = \$1,050,000.00

We bill the first \$500,000 at $\frac{1}{4}$ of 1.00%, or 0.25% \$1,250.00

We bill the next \$500,000 at $\frac{1}{4}$ of 0.75%, or 0.1875% 937.50

We bill the remainder at $\frac{1}{4}$ of 0.50%, or 0.125% 62.50

The total fee due for the second quarter of Year 1 = \$2,250.00

Most individual portfolio clients choose to have their fees deducted directly from their accounts. However, if you prefer, you can pay your bill by check. Please specify your preference at the time you sign your agreement with us. You can change your preference later by contacting us and filling out additional paperwork.

Company-sponsored 401(k) plan fees are deducted directly from participant accounts.

At the beginning of each quarter, we calculate your fee and send you a billing statement. If you pay your bill by check, your bill is immediately due and payable. If your fees are deducted from your account, we submit the bill to the broker or recordkeeper, five days after mailing the billing statement to you (individual portfolio client or plan administrator).

Fees are prorated for accounts opened during each quarter. Your first billing statement is mailed to you once your assets have been deposited and/or transferred into your account.

In addition to our advisory fees, individual portfolio clients also pay (directly to the service provider):

- brokerage commissions,
- mutual fund fees, and
- custodial fees, if applicable.

Company-sponsored 401(k) plans also pay (directly to the service provider):

- custodial fees,
- recordkeeping fees,
- mutual fund fees, and
- third-party administration fees.

Our investment advisory contract is open-ended. You or we can terminate the contract at any time, upon ten days written notice. If your contract is terminated before the end of a billing period, you will be entitled to a partial refund of fees. We will calculate your refund based on the number of full days in the quarter that you are no longer our client. If your account remains open, we may deposit your refund directly into your account. If your account is closed, we will mail a check directly to you.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

This section is not applicable—Pacesetter does not charge or accept performance-based fees.

Types of Clients

Form ADV Part 2A, Item 7

Pacesetter manages investment portfolios for:

- individuals,
- trusts,
- business entities,
- tax-exempt entities, and
- company-sponsored retirement plans.

We do not require a minimum account size for opening or maintaining an account. However, we impose a minimum annual advisory fee of \$75 per client, per year, pro-rated for partial years.

For additional information on advisory fees, see the ***Fees and Compensation*** section of this brochure.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Pacesetter uses Modern Portfolio Theory to develop *well-diversified portfolios* for our clients. We select a *combination of asset classes* to maximize the expected return for any given level of market risk. To invest in these asset classes, we select *disciplined mutual funds* that target each of the selected asset classes. Based on your time horizon, your risk tolerance, and your financial needs and goals, we recommend an initial portfolio for you. As markets move, the combination of assets held in your portfolio will shift, so we monitor your portfolio, and sometimes make trades to keep your risk level consistent with your needs—this is called *rebalancing*. Many factors may change your needs and goals over time, so we periodically meet with you to review and, if necessary, revise your portfolio.

We design our portfolios to diversify away much of the risk inherent in individual stock and bond investments. However, virtually all investments involve some amount of risk. Stock and bond investments, including the mutual funds we recommend, can be subject to the following risks, among others:

- liquidity risk,
- currency risk,
- market risk,
- credit risk,
- inflation risk,
- political risk,
- industry risk, and
- interest rate risk.

If you invest in these types of assets, there is always the risk that you may lose money.

To develop well-diversified portfolios, we review *long-term historical performance* (risk and return) of asset classes. Based on this information, we create *combinations of asset classes* that maximize historical returns for each targeted level of risk. However, past performance is not a guarantee of future results. Market values change frequently and past performance may not be repeated.

We primarily recommend *disciplined, asset-class mutual funds* in the portfolios we develop for you. We do so because of the *diversification* we can achieve at lower cost. However, mutual funds have risks of their own. A mutual fund is a pooled investment which invests based on the fund's offering papers (prospectus). Each mutual fund that we recommend carries the risk

of its targeted asset class, in addition to the related risks listed above. As an owner of mutual fund shares, you own a share in the underlying investments of the fund. Since mutual funds have management teams who oversee the fund and its activities, improper management of the fund is another risk to which you are exposed. We do our best to mitigate this risk by screening the funds and fund companies that we recommend to you.

Disciplinary Information

Form ADV Part 2A, Item 9

This section is not applicable—Pacesetter Financial Group and our employees have not been involved in, or subject to, any reportable charges, actions, findings, convictions, proceedings, penalties, suspensions, revocations, or denials.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Pacesetter Financial Group is a sister company to J.M. Abbott & Associates, Ltd. Our two companies have a business relationship that is material to our advisory business. Abbott & Associates is a Certified Public Accounting firm that provides accounting, tax, business consulting, and financial planning services for individuals, businesses, and other various entities.

We share:

- office space,
- computer hardware,
- certain computer software,
- receptionists,
- assistants,
- phone and fax numbers, and
- an e-mail domain.

All employees of Pacesetter are employees of Abbott & Associates. We run the businesses separately, to the extent possible, and we keep all Pacesetter client files separate from Abbott & Associates' files.

If you engage Abbott & Associates for any services they provide, Abbott & Associates will bill you directly. Abbott & Associates services are not included in the advisory fees you pay to Pacesetter.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

Pacesetter Financial Group has established a written Code of Ethics that each employee, officer, and owner must adhere to in all dealings with clients, client assets, and client information.

Our Code of Ethics describes proper behavior and actions regarding:

- Confidentiality;
- Gifts;
- Company opportunities;
- Undue influence;
- Reporting violations of the Code;
- Pre-approval procedures for personal trading;
- Certification of compliance with the Code;
- Compliance review and recordkeeping;
- Exceptions; and
- Sanctions.

The overall tone of our Code of Ethics emphasizes that each employee must adhere to our fiduciary duty to place clients' interests ahead of our own. Upon your request, we will provide you with a copy of our Code of Ethics.

Most of the employees of Pacesetter and Abbott & Associates currently invest in the same mutual funds that we recommend to clients. Concurrent investment in mutual funds does not create a conflict of interest since purchases and sales of mutual fund shares do not affect the market value of those shares.

The employees of Pacesetter and Abbott & Associates also have the ability to purchase or sell individual securities, such as stocks or bonds, in their own accounts. This can create a conflict of interest, since purchases or sales of these types of securities can affect their market value or price.

We have put policies in place to address these potential conflicts of interest:

- Employees must obtain approval from the Chief Compliance Officer prior to any purchase or sale of publicly-traded securities.

- If it appears that a requested transaction may adversely impact you, we will contact you to discuss the potential conflict prior to approving the transaction.
- Each employee must provide the Chief Compliance Officer with Annual Personal Securities Holdings reports and Quarterly Personal Securities Transactions reports, including copies of their statements.

Brokerage Practices

Form ADV Part 2A, Item 12

Pacesetter Financial Group recommends a custodial-broker to you when you open an account through us. In recommending a broker for a client, we consider the following factors (if applicable):

- Mutual fund transaction fees;
- Security trade commissions;
- Custodial fees;
- Access to the mutual funds we recommend;
- Trade execution quality, accuracy, and reliability;
- Compatibility between our client management software and the broker's platform; and
- Quality and accessibility of client service.

Research and Other Soft Dollar Benefits

Pacesetter Financial Group does not have any formal soft dollar arrangements. We do not receive research or other products or services from a broker-dealer in connection with client securities transactions.

For Individual Portfolio Clients:

Schwab grants us access to its institutional trading and custody services, which are generally unavailable to retail investors. Schwab provides these services based on the fact that we maintain at least \$10 million of client assets in accounts with Schwab. Schwab's institutional services include:

- Brokerage;
- Custody;
- Access to certain institutional mutual funds;
- Practice management publications;
- Marketing publications;
- Regulatory compliance information, publications, and web-based seminars; and
- Software or technology that:
 - Provides access to client account data;
 - Facilitates trade execution;
 - Provides research, trading, and other market data;
 - Facilitates payment of Pacesetter's advisory fees from client accounts; and
 - Assists with back-office functions, recordkeeping, and client reporting.

Most custodial brokers and broker-dealers offer these types of services to the advisors that work with them and maintain a certain level of client assets with them.

In addition to the above services, Schwab has arranged for us to receive a discount on one of our regulatory compliance software programs. This discount is provided to us based on client assets we hold at Schwab, not based on transactions performed at Schwab. The total discount we receive is currently less than \$300 per year.

For Company-Sponsored 401(k) Clients:

Fidelity provides your account with access to its institutional trading and custody services, which are generally unavailable to retail clients. Fidelity's services include:

- Brokerage;
- Custody; and
- Access to certain institutional mutual funds.

Access to these services is provided through your Recordkeeper (NextStep Defined Contribution, Inc.). Pacesetter does not receive any services directly from Fidelity.

Pacesetter is not affiliated with NextStep Defined Contribution, Inc. However, we have used NextStep as the recordkeeper for our own company-sponsored 401(k) plan since 2005. We also recommend NextStep's recordkeeping services to the company-sponsored 401(k) plans that we advise. Due to the growth in our plan and the business relationship we have with NextStep, they have recently offered us a discount on our own 401(k) plan's recordkeeping fees. This discounted fee is less than the standard fee they would charge based on the size of our plan.

We are also not affiliated with Dimensional Fund Advisors (DFA). However, we use this fund family as the core investment for most of our client portfolios. We recommend DFA funds most often primarily because their investment philosophy is in line with ours.

DFA has relationships with colleges and universities throughout the world. Therefore, they have access to wide range of market and investment research. As a service to the advisors who use DFA funds in their client portfolios, DFA provides various assistance and educational opportunities, including:

- Charts, graphs, and presentation materials for display or use in client meetings;
- A database and software that allows us to research historical information on DFA funds and various indexes;
- Software that we use to run portfolio simulations;
- An advisor study group, which is coordinated by DFA;

- Conferences, where we learn more about recent research, DFA funds, industry best practices, etc.; and
- An advisor-only website, including research, professional papers, articles, etc.

DFA offers these services to all advisors they approve to recommend and use their funds in client portfolios.

Brokerage for Client Referrals

This section is not applicable—Pacesetter does not receive client referrals from any broker-dealer.

Directed Brokerage

For Individual Portfolio Clients:

Pacesetter allows clients to direct brokerage, at their discretion. If you direct us to place a trade through a specific broker-dealer, other than the custodial-broker for your account, it may cost you more than if we had placed the trade through your custodial-broker. You may be charged a higher commission than what your custodial-broker would charge, or you may be charged a trade-away fee in addition to a commission.

Pacesetter does not aggregate client orders. We manage client accounts individually, and therefore, make trades individually. This practice allows us to limit the number of trades made for your account. Charles Schwab & Co., Inc. charges transaction fees on a per account, per trade basis, so there is no financial benefit to aggregating client trades through Schwab.

For Company-Sponsored 401(k) Clients:

Pacesetter does not allow plan participants or sponsors to direct brokerage. Sponsors may, however, specify a custodial-broker other than the one we recommend to you, at the time the 401(k) account is to be opened.

Fidelity does not charge extra for transactions in your plan, regardless of aggregation of client orders.

Review of Accounts

Form ADV Part 2A, Item 13

Pacesetter Financial Group reviews client accounts periodically and other-than-periodically, based on the type of account you have. Both Pacesetter and your custodial-broker provide you with account statements. For more information on the statements and reports you receive, please see the ***Custody*** section of this brochure.

For Individual Portfolio Clients:

Our Investment Advisor Representatives review your account monthly, for performance and investment purposes. We also review your account quarterly to determine if your portfolio needs rebalanced. In addition, we review your account when you specifically request us to do so, when assets are deposited into your account, or when you have requested a withdrawal. Each time we review your account, we consider your risk tolerance level, any personal or financial changes you have informed us of, and any special needs you have indicated for your account. It is therefore important for you to notify us right away if your personal or financial circumstances have changed.

When we perform quarterly rebalancing reviews, we look to see if your portfolio still meets the asset allocation target we have recommended for your account. If your holding in an asset class is 5% higher or lower than your targeted percentage, we further review your account to see if trades make sense for your circumstances. If trades make sense for your account, and you have given us full discretion, we perform our recommended trades. If your account is a non-discretionary account, and we recommend one or more trades, we will contact you to discuss our recommendations. In this case, we only perform trades upon authorization from you.

Your custodial-broker sends statements directly to you at least quarterly (monthly if there is activity in your account). Your custodial-broker also sends trade confirmations and account change confirmations directly to you, as applicable.

Pacesetter prepares and mails reports to you on a quarterly basis. The reports we prepare include asset values, asset allocation, and performance information for your portfolio(s). In many cases, we manage several or all of a client's accounts as a single portfolio. If this case applies to you, the reports we send will be combined, reflecting your total portfolio(s). We also post your performance, asset allocation, and asset value reports to our password-protected website on a monthly basis. These reports are not archived on our website (only the current reports are available).

For Company-Sponsored 401(k) Clients:

Our Investment Advisor Representatives review your account each time we meet with you, generally during enrollment periods. We also review your account after each enrollment period to be sure you have selected an investment or portfolio.

Each plan sponsor has selected whether or not participants receive quarterly paper statements, based on the sponsor's opinion of their plan participants' needs. Whether or not you receive paper statements, you have access to your account and various reports, including statements, on a daily basis. Your recordkeeper provides this access to you through their password-protected website. Pacesetter does not send any reports to 401(k) participants, sponsors, or administrators.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

This item is not applicable—Pacesetter does not compensate anyone for client referrals nor do we have any other compensation arrangements.

Custody

Form ADV Part 2A, Item 15

Pacesetter has custody of your assets only if you give us authorization to deduct your advisory fees directly from your account. We do not directly or indirectly hold clients' securities, funds, or cash.

For more information on the statements and reports you receive, please see the ***Review of Accounts*** section of this brochure.

For Individual Portfolio Clients:

You will receive statements directly from your custodial-broker. These statements show any fees deducted from your account, any trades or transactions that were placed for your account, and any deposits into or withdrawals from your account during the statement period. You should carefully review your custodial-broker statements.

Pacesetter also sends reports to you. As a matter of client protection, we recommend that you regularly compare the statements your custodial-broker sends to you with the reports that we send to you. If you find an error or discrepancy between the statements, please contact us and/or your custodial-broker right away.

For Company-Sponsored 401(k) Clients:

You have access to your statements on your recordkeeper's password-protected website, and by mail, if applicable. These statements show any fees deducted from your account, any trades or transactions that were placed for your account, and any deposits into or withdrawals from your account during the statement period. You should carefully review your account statements.

Pacesetter does not send additional reports to 401(k) clients.

Investment Discretion

Form ADV Part 2A, Item 16

For Individual Portfolio Clients:

Pacesetter Financial Group accepts discretionary authority over client accounts. In fact, we prefer fully discretionary authority because we feel we can provide you better, more seamless service with this arrangement. Discretionary authority eliminates time lags for consultation with you and allows us more flexibility to meet your needs.

At the time you sign a Client Agreement with us, you specify whether you provide us with discretionary authority. When you complete an account application with a custodial-broker, you also direct that custodial-broker to give us certain authorizations and limited power of attorney over your account.

Regardless of whether you give us discretionary or non-discretionary authority, you may list specific limitations to be placed on your account(s). You should list any restrictions you want to impose directly on your Client Agreement. Examples include keeping a minimum amount of cash in your account or excluding a specific asset class from your portfolio.

You can change your selection at any time by completing a new Client Agreement, or by informing us of any changes in writing, with your signature.

For Company-Sponsored 401(k) Clients:

Pacesetter does not accept discretionary authority over client accounts.

Voting Client Securities

Form ADV Part 2A, Item 17

Pacesetter Financial Group does not vote client proxies. It is your responsibility to vote your proxies, if you see fit.

If proxies are issued for a security held in your account, your custodial-broker will send your proxy material directly to you (the account owner or plan sponsor). Under circumstances where Pacesetter receives your proxy materials inadvertently, we will promptly forward the materials to you.

Upon your request, we can answer questions you may have about your proxy material or we can provide advice to you regarding voting your proxy.

Pacesetter keeps certain records related to proxy voting. We keep a record of:

- Any advice given to you regarding proxy voting, and
- Any proxy material received on your behalf, including the steps we took to forward that material to you.

Financial Information

Form ADV Part 2A, Item 18

Pacesetter does not currently have, nor do we anticipate, any financial condition that would be reasonably likely to impair our ability to meet our contractual commitments to clients.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

This section is not applicable—Pacesetter Financial Group is currently registered with the United States Securities and Exchange Commission (SEC).

Additional Information

Form ADV Part 2A, Additional Information

Business Continuity Plan Summary

Pacesetter Financial Group has developed and implemented a Business Continuity Plan to protect our business and your interests during a significant business disruption. A significant business disruption could include a building fire, a tornado, a power outage, and various other natural or man-made disasters. Our plan includes:

- Data back-up and recovery;
- Critical systems checks and alternatives;
- Financial and operational assessments;
- Alternative communications with you, our employees, and our regulators;
- Alternative office space;
- Critical supplier, contractor, bank, and counter-party impact;
- Regulatory reporting; and
- Prompt access to your funds and securities if we are unable to continue operations.

In a significant business disruption to only our company or building, we will transfer our operations to a local site when needed. Our goal is to resume operations within 24 to 48 hours.

In a significant business disruption to our business district, city, or region, we will transfer our operations to a site outside the affected area. Our goal is to resume operations within 1 to 2 weeks.

In case of significant business disruption, our goal is to resume contact with clients through website updates and/or telephone forwarding services within 3 hours, during normal business hours.

Our ability to meet the above timelines will depend upon whether our employees and their families have sustained injury and/or personal property damage.

If during or after a significant business disruption you cannot contact us as you usually do at 217-735-1576, please go to our website at www.pacesetterfinancial.com, or our sister company's website at www.jmabbott.com for contact instructions.

If you continue to be unable to reach us, and you need access to your Charles Schwab & Co., Inc. account, please contact Schwab Alliance through its website at www.schwab.com, or by

telephone at 800-515-2157. Schwab can instruct you on how to gain prompt access to your funds and securities, including placing buy and sell orders, issuing checks and wires from your account, or transferring funds via a pre-existing MoneyLink.

If you are a plan participant, sponsor, or administrator for a company-sponsored 401(k) plan needing assistance but unable to reach us, please contact NextStep Defined Contribution, Inc. through their website at www.nextstepdc.com, or by telephone at 888-886-8256. Plan administrators and sponsors may also contact Benefit Planning Consultants, Inc., through their website at www.bpcinc.com, or by telephone at 800-355-2350, for plan administration assistance.