

## **Firm Brochure**

(Part 2A of Form ADV)

**Jim Poe and Associates, Inc.**  
**6040 Camp Bowie Blvd #3**  
**Fort Worth, TX 76116**  
**PHONE: 817-569-7600**  
**FAX: 817-377-3381**  
**EMAIL: [jpoe@trspecialists.com](mailto:jpoe@trspecialists.com)**

This brochure provides information about the qualifications and business practices of Jim Poe and Associates, Inc. Being registered as a registered investment advisor does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 817-569-7600, or by email at: [jpoe@trspecialists.com](mailto:jpoe@trspecialists.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 Jim Poe and Associates, Inc. (CRD #140232) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

November 16, 2012

## Item 2: Material Changes

---

### **Annual Update**

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

---

### **Material Changes since the Last Update**

Since the last filing of this brochure on September 19, 2012 this brochure has been updated to reflect that the firm's President is no longer affiliated with a broker-dealer.

---

### **Full Brochure Available**

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 817-569-7600 or by email at: [jpoe@trspecialists.com](mailto:jpoe@trspecialists.com)

**Item 3: Table of Contents**  
**Form ADV – Part 2A – Firm Brochure**

**Item 1: Cover Page**

<b>Item 2: Material Changes .....</b>	<b>i</b>
Annual Update .....	i
Material Changes since the Last Update .....	i
Full Brochure Available .....	i
<b>Item 3: Table of Contents .....</b>	<b>ii</b>
<b>Item 4: Advisory Business .....</b>	<b>1</b>
Firm Description .....	1
Types of Advisory Services .....	1
Client Tailored Services and Client Imposed Restrictions .....	2
Wrap Fee Programs .....	2
Client Assets under Management .....	2
<b>Item 5: Fees and Compensation .....</b>	<b>2</b>
Method of Compensation and Fee Schedule .....	2
Client Payment of Fees .....	3
Additional Client Fees Charged .....	3
Prepayment of Client Fees .....	4
External Compensation for the Sale of Securities to Clients .....	4
<b>Item 6: Performance-Based Fees .....</b>	<b>4</b>
Sharing of Capital Gains .....	4
<b>Item 7: Types of Clients .....</b>	<b>5</b>
Description .....	5
Account Minimums .....	5
<b>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>5</b>
Methods of Analysis and Investment Strategies .....	5
Investment Strategy and Method of Analysis of Material Risks .....	5
Security Specific Material Risks .....	5
<b>Item 9: Disciplinary Information .....</b>	<b>6</b>
Criminal or Civil Actions .....	6

Administrative Enforcement Proceedings .....	6
Self-Regulatory Organization Enforcement Proceedings.....	7
<b>Item 10: Other Financial Industry Activities and Affiliations .....</b>	<b>7</b>
Broker-Dealer or Representative Registration .....	7
Futures or Commodity Registration .....	7
Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	7
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest.....	7
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</b>	<b>7</b>
Code of Ethics Description.....	7
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.....	8
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....	9
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest .....	9
<b>Item 12: Brokerage Practices .....</b>	<b>9</b>
Factors Used to Select Broker-Dealers for Client Transactions .....	9
Aggregating Securities Transactions for Client Accounts .....	10
<b>Item 13: Review of Accounts.....</b>	<b>10</b>
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved .....	10
Review of Client Accounts on Non-Periodic Basis .....	10
Content of Client Provided Reports and Frequency .....	10
<b>Item 14: Client Referrals and Other Compensation.....</b>	<b>11</b>
Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest .....	11
Advisory Firm Payments for Client Referrals .....	11
<b>Item 15: Custody .....</b>	<b>11</b>
Account Statements.....	11
<b>Item 16: Investment Discretion .....</b>	<b>11</b>
Discretionary Authority for Trading.....	11

<b>Item 17: Voting Client Securities.....</b>	<b>12</b>
Proxy Votes .....	12
<b>Item 18: Financial Information .....</b>	<b>12</b>
Balance Sheet .....	12
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients.....	12
Bankruptcy Petitions during the Past Ten Years.....	12
<b>Item 19: Requirements for State Registered Advisors.....</b>	<b>12</b>
Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).....	12
Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities .....	12
<b>Supervised Person Brochure.....</b>	<b>13</b>
James Emory Poe.....	13
<b>Brochure Supplement (Part 2B of Form ADV) .....</b>	<b>13</b>
Principal Executive Officer .....	13
James Emory Poe.....	13
Educational Background and Business Experience.....	13
Item 3 Disciplinary Information.....	13
Item 4 Other Business Activities .....	13
Item 5 Additional Compensation .....	14
Item 6 Supervision .....	14
Item 7 Requirements for State-Registered Advisors .....	14

## Item 4: Advisory Business

---

### **Firm Description**

Jim Poe and Associates, Inc. ("JPA") was founded in 2004. Jim Poe is President.

JPA provides personalized confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

JPA is a fee based financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products.

Investment advice is provided, with the client making the final decision on investment selection. JPA does not act as a custodian of client assets. The client always maintains asset control.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement or risk analysis. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

---

### **Types of Advisory Services**

JPA provides investment supervisory services, also known as asset management services and furnishes financial planning and investment advice through consultations.

#### ASSET MANAGEMENT

JPA offers discretionary direct asset management services to advisory clients. JPA will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize JPA discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

#### FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, the client will compensate JPA on a fixed fee basis described in detail under "Fees and Compensation" section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If conflict of interest exists between the interests of the investment advisor and the interests of the

client, the client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through JPA. Financial plans will be completed and delivered inside of 6 months. Clients may terminate advisory services with 30 days written notice.

---

**Client Tailored Services and Client Imposed Restrictions**

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

---

**Wrap Fee Programs**

JPA does not sponsor a wrap fee program.

---

**Client Assets under Management**

As of September 18, 2012 JPA manages approximately \$34,300,898.61 of assets on a discretionary basis and \$390,960.35 on a non-discretionary basis.

---

**Item 5: Fees and Compensation**

---

**Method of Compensation and Fee Schedule**

JPA bases its fees on a percentage of assets under management, performance based fees and fixed fees.

**ASSET MANAGEMENT**

Jim Poe and Associates, Inc. (hereinafter "JPA") offers discretionary direct asset management services to advisory clients. JPA will offer clients ongoing portfolio management services through determining individual investment goals, time horizon, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize JPA discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Fees for these services will be based on a percentage of Assets Under Management as follows:

<b>Assets Under Management</b>	<b>Annual Fee</b>	<b>Quarterly Fee</b>
Up to \$100,000	2.00%	.50%
\$100,001-\$499,999	1.80%	.45%
Over \$500,000	1.60%	.40%

The annual fee is negotiable. Same household accounts may be combined for a reduced fee. Fees are payable Quarterly, in advance or in arrears, based on total account market value the last business day of the quarter. The client must pay the investment advisory fee within 10 days of the period being billed and may terminate their account with 30 days written notice. Client may cancel within five (5) business days

of signing agreement for a full refund. If the client cancels services after five (5) business days, any prepaid unearned fees will be refunded to the client. All account management responsibilities are assumed by client after effective date of termination. Custodian fees are in addition to the advisory fee. Quarterly advisory fees deducted from the clients account by the custodian direct by JPA will be reflected in a provided fee invoice as fees are withdrawn.

JPA offers advisory services to P&C Partnership, LLC. The annual fee for advisory services to limited partnerships is a flat fee of 2%. Fees are payable Quarterly, in advance or in arrears, based on total account market value the last business day of the quarter.

## FINANCIAL PLANNING and CONSULTING

### FIXED FEES

Financial Planning Services are offered based on a negotiable fixed fee with a maximum fee of \$10,000 based on complexity and unique client needs. Prior to the planning process the client will be provided an estimated plan fee. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. Payment is due upon signing of the Advisory Agreement. Client may cancel within 5 business days for a full refund. No refunds will be given after 5 business days. Services are completed and delivered inside of 6 months.

---

### **Client Payment of Fees**

Investment management fees are payable quarterly, in advance or in arrears, based on total account market value the last business day of the quarter. The client must pay the investment advisory fee within 10 days of the period being billed. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for financial plans are billed 100% in advance. The fee is due upon signing the Advisory Agreement. Clients may cancel within 5 business days for a full refund. If client cancels after 5 business days, any unearned prepaid fees will be refunded to the client.

Client shall be given thirty (30) days prior written notice of any increase in fees.

---

### **Additional Client Fees Charged**

Custodians may charge brokerage and other transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These charges may include mutual fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.



JPA, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

---

**Prepayment of Client Fees**

Financial Plans are billed 100% in advance. Client may cancel within five business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after five business days, no refund will be given.

---

**External Compensation for the Sale of Securities to Clients**

Jim Poe is a Managing Partner in P&C Partnership, LLC, a Delaware LLC, a general partner in the P&C Dividend Capture Fund 1, LP; P&C Value Added Fund, LP and the P&C Global Fund, LP. The partnerships invest in dividend paying closed end funds, sector rotation strategies of domestic and global sectors, and timing strategies in multiple domestic indexes. He offers clients advice or products from those activities. Clients are not required to purchase any products.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee. .

---

**Item 6: Performance-Based Fees**

---

**Sharing of Capital Gains**

Jim Poe & Associates provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee. The remaining 40% of the fee is payable to L. Austine Crowe.

JPA will comply with all rules regarding charging performance based fees. Only qualified clients, meaning client with at least \$1 million under the management of JPA or a client who has a net worth of more than \$2 million will be charged performance based fees.

Mr. Poe routinely receives up to 12% in commissions from selling life settlement products.

Since JPA manages accounts for a percentage of assets under management and performance based fees at the same time, a conflict of interest exists because supervised persons may have an incentive to favor accounts for which a performance based fee is received. This conflict is mitigated by the fact that JPA and supervised persons have a fiduciary duty to act in the client's best interest.

## Item 7: Types of Clients

---

### Description

JPA generally provides investment advice to individuals, trusts, estates, or charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

---

### Account Minimums

JPA does not require a minimum to open an individual account, however to participate in the private funds, a \$100,000 minimum is required.

## Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

---

### Methods of Analysis and Investment Strategies

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis involves evaluating a stock using real data such as company revenues, earnings, return on equity, and profits margins to determine underlying value and potential growth. Technical analysis involves evaluating securities based on past prices and volume. Cyclical analysis involves analyzing the cycles of the market.

The main sources of information include financial newspapers and magazines, corporate rating services, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

---

### Investment Strategy and Method of Analysis of Material Risks

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Fundamental analysis may involve interest rate risk, market risk, business risk, and financial risk. Risks involved in technical analysis are inflation risk, reinvestment risk, and market risk. Cyclical analysis involves inflation risk, market risk, and currency risk.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

---

### Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with JPA:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

## Item 9: Disciplinary Information

---

### **Criminal or Civil Actions**

In October of 2011, the State of Texas alleged Mr. Poe sold unregistered securities. Mr. Poe denies all the allegations and contends that the product sold was not a security. The outcome is still pending.

---

### **Administrative Enforcement Proceedings**

The firm and its management have not been involved in administrative enforcement proceedings.

---

**Self-Regulatory Organization Enforcement Proceedings**

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

**Item 10: Other Financial Industry Activities and Affiliations**

---

**Broker-Dealer or Representative Registration**

JPA is not registered as a broker dealer and none of its affiliates are registered representatives of a broker dealer.

**Futures or Commodity Registration**

Neither JPA nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

President Jim Poe is an insurance agent. Less than 50% of Mr. Poe's time is spent in this practice. From time to time, he will offer clients advice or products from those activities. Mr. Poe will receive a commission for the sale of insurance products

These practices represent conflicts of interest because it gives Mr. Poe an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. Poe has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Jim Poe is a Managing Partner in P&C Partnership, LLC, a Delaware LLC, a general partner in the P&C Dividend Capture Fund 1, LP; P&C Value Added Fund, LP and the P&C Global Fund, LP. The partnerships invest in dividend paying closed end funds, sector rotation strategies of domestic and global sectors, and timing strategies in multiple domestic indexes. He offers clients advice or products from those activities. Clients are not required to purchase any products.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee.

**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

JPA does not recommend or select other investment advisors.

**Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

---

**Code of Ethics Description**

The employees of JPA have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of JPA employees and

addresses conflicts that may arise. The Code defines acceptable behavior for employees of JPA. The Code reflects JPA and its supervised persons' responsibility to act in the best interest of their client.

One area which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

JPA's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of JPA may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

JPA's Code is based on the guiding principle that the interests of the client are our top priority. JPA's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

---

### **Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

Jim Poe is a Managing Partner in P&C Partnership, LLC, a Delaware LLC, a general partner in the P&C Dividend Capture Fund 1, LP, P&C Value Added Fund, LP and the P&C Global Fund, LP. The partnerships invest in dividend paying closed end funds, sector rotation strategies of domestic and global sectors, and timing strategies in multiple domestic indexes. These products are offered to clients of JPA.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee.

Since JPA manages accounts for a percentage of assets under management and performance based fees at the same time, a conflict of interest exists because supervised persons may have an incentive to favor accounts for which a performance based fee is received. This conflict is mitigated by the fact that JPA and supervised persons have a fiduciary duty to act in the client's best interest.

---

**Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

JPA and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. In order to mitigate conflicts of interest such as trading ahead, employees are required to disclose all reportable securities transactions as well as provide the firm with copies of their brokerage statements.

The Chief Compliance Officer of JPA is James Poe. He reviews all employee trades quarterly. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

---

**Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

JPA does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide JPA with copies of their brokerage statements.

The Chief Compliance Officer of JPA is James Poe. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment. Since most employee trades are in products such as mutual funds, government securities, bonds or are small in size, they do not impact the securities markets.

---

**Item 12: Brokerage Practices**

---

**Factors Used to Select Broker-Dealers for Client Transactions**

JPA may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the client's choosing. JPA will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. JPA relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by JPA.

- *Directed Brokerage*  
In circumstances where a client directs JPA to use a certain broker-dealer, JPA still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: JPA's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and potential conflicts of interests arising from brokerage firm referrals.
- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. JPA reviews the execution of trades at each custodian each quarter.

- *Soft Dollar Arrangements*  
JPA utilizes the services of custodial broker dealers. Economic benefits are received by JPA which would not be received if JPA did not give investment advice to clients. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to JPA's accounts, ability to conduct "block" client trades, electronic download of trades, balances and positions, duplicate and batched client statements, and the ability to have advisory fees directly deducted from client accounts.

A conflict of interest exists when the firm receives soft dollars. This conflict is mitigated by the fact that the Investment Advisor Representatives have a fiduciary responsibility to act in the best interest of his clients and the services received are beneficial to all clients.

---

### **Aggregating Securities Transactions for Client Accounts**

JPA is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of JPA. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

## **Item 13: Review of Accounts**

---

### **Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved**

Account reviews are performed quarterly by James Poe, President. Account reviews are performed more frequently when market conditions dictate. Financial Plans are considered complete when recommendations are delivered to the client. A review is done only upon request of client.

---

### **Review of Client Accounts on Non-Periodic Basis**

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

---

### **Content of Client Provided Reports and Frequency**

Clients receive account statements no less than quarterly for managed accounts. Account statements are issued by the Advisor's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

## **Item 14: Client Referrals and Other Compensation**

---

### **Economic benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Jim Poe is a Managing Partner in P&C Partnership, LLC, a Delaware LLC, a general partner in the P&C Dividend Capture Fund 1, LP; P&C Value Added Fund, LP and the P&C Global Fund, LP. The partnerships invest in dividend paying closed end funds, sector rotation strategies of domestic and global sectors, and timing strategies in multiple domestic indexes. He offers clients advice or products from those activities. Clients are not required to purchase any products.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee.

---

### **Advisory Firm Payments for Client Referrals**

JPA may enter into "Solicitor" relationships. These individuals(Solicitors) offer our services to the public. JPA will pay a referral fee to the Solicitor based on our advisory fee and written agreement. Client receives all related agreements and disclosures prior to or at the time of entering into an Investment Advisory Agreement.

## **Item 15: Custody**

---

### **Account Statements**

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by JPA.

## **Item 16: Investment Discretion**

---

### **Discretionary Authority for Trading**

JPA accepts discretionary authority to manage securities accounts on behalf of clients. For individual accounts, JPA has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, JPA consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given.

The client approves the custodian to be used and the commission rates paid to the custodian. JPA does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades. For managing pooled investments, JPA For individual accounts, JPA has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold, the authority to select the broker dealer and the commission rates to be paid.



## **Item 17: Voting Client Securities**

---

### **Proxy Votes**

JPA does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, JPA will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

## **Item 18: Financial Information**

---

### **Balance Sheet**

A balance sheet is not required to be provided because JPA does not serve as a custodian for individual client funds or securities and JPA does not require prepayment of fees of more than \$500 per client and six months or more in advance.

JPA acts as a custodian for the pooled investment vehicle. The fund's assets will be held at a qualified custodian, but JPA is also the general partner and therefore, may obtain access to the fund's money and/or securities. Therefore, JPA is deemed to have custody of these funds.

### **Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

JPA has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

### **Bankruptcy Petitions during the Past Ten Years**

Neither JPA nor its management has had any bankruptcy petitions in the last ten years.

## **Item 19: Requirements for State Registered Advisors**

---

**Education and business background, including any outside business activities for all management and supervised persons can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).**

**Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities**

None to report

## Supervised Person Brochure

Part 2B of Form ADV

---

**James Emory Poe**

**Jim Poe and Associates, Inc.  
6040 Camp Bowie Blvd #3  
Fort Worth, TX 76116  
PHONE: 817-569-7600  
FAX: 817-377-3381  
EMAIL: [jpoe@srplanners.com](mailto:jpoe@srplanners.com)**

This brochure supplement provides information about James Poe that supplements the Jim Poe and Associates, Inc.'s brochure. You should have received a copy of that brochure. Please contact James Poe if you did not receive Jim Poe and Associates, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about James Poe (CRD #5085362) is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

November 16, 2012

## Brochure Supplement (Part 2B of Form ADV)

### Supervised Person Brochure

---

#### Principal Executive Officer

**James Emory Poe**

Year of birth: 1945

---

#### Educational Background and Business Experience

##### *Educational Background:*

- University of South Florida School of Engineering – no college degree, attended general studies, 1968 - 1970
- Institute of Business and Finance - Master of Science in Financial Services – July 2007

##### *Business Experience:*

- |                      |   |                             |
|----------------------|---|-----------------------------|
| • 06/2010 to Present | P&C Global Fund, LP   | Gen. Partner/Investment Mgr |
| • 12/2010 to Present | P&C Value Added Fund, LP  | Gen. Partner/Investment Mgr |
| • 02/2009 to Present | P&C Dividend Capture Fund 1, LP                                 | Gen. Partner/Investment Mgr |
| • 08/2006 to Present | Jim Poe and Associates, Inc.                                    | President                   |
| • 01/2004 to Present | Texas Retirement Specialists,<br>dba Senior Retirement Planners | CEO (TX LIC#1351943)        |
| • 02/2009 to Present | P&C Partnership, LLC  | Managing Member             |
| • 12/2009 to Present | JDP Wealth Inc.   | President                   |
| • 12/2009 to Present | JDP Leasing Inc.  | President                   |
| • 07/2008 to 10/2012 | Fox Financial Management Corp.                                  | Registered Representative   |
| • 06/2007 to 07/2008 | Brookstone Capital Mgt  | Investment Advisor Rep      |
| • 01/2006 to 08/2006 | Kalos Management Inc.   | Investment Advisor Rep      |
- 

#### Item 3 Disciplinary Information

In October of 2011, the State of Texas alleged Mr. Poe sold unregistered securities. Mr. Poe denies all the allegations and contends that the product sold was not a security. The outcome is still pending. In May of 2011, a client filed a civil suit against Mr. Poe claiming improper investment recommendations. The outcome is still pending.

---

#### Item 4 Other Business Activities

Jim Poe has a financial industry affiliated business as an insurance agent. From time to time, he offers clients advice or products from those activities. Clients are not required to purchase any products.

These practices represent conflicts of interest because it gives Mr. Poe an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. Poe has a fiduciary responsibility to place the best interest of the client first and the clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

Jim Poe is a Managing Partner in P&C Partnership, LLC, a Delaware LP, a general partner in the P&C Dividend Capture Fund 1, LP, P&C Value Added Fund, LP; and the P&C Global Fund, LP. The partnerships invest in dividend paying closed end funds, sector rotation

strategies of domestic and global sectors, and timing strategies in multiple domestic indexes. Clients are not required to purchase any products.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee.

---

**Item 5 Additional Compensation**

Mr. Poe also receives separate, yet typical compensation in the form of commissions from insurance companies and life settlement companies for the products sold. Clients are not required to purchase any products and may use any insurance agent of their choice.

JPA provides advisory service to P&C Partnership. As a partner of the P&C Partnership, James Poe is eligible for 60% of a 20% monthly profit share fee.

---

**Item 6 Supervision**

Mr. Poe is the sole investment advisor representative of Jim Poe and Associates, Inc. He is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

---

**Item 7 Requirements for State-Registered Advisors**

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None