

PLAN TO INVEST CAPITAL MANAGEMENT, INC.

FIRM BROCHURE

MARCH 5, 2012

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This brochure provides information about the qualifications and business practices of Plan to Invest Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at (303) 221-0949. 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.

Plan to Invest Capital Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Plan to Invest Capital Management, Inc. is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Advisor is 153726.

2. MATERIAL CHANGES

The last update of this brochure was March 8, 2011. Since that update the firm has relocated to 8400 E. Crescent Parkway, Suite 320, Greenwood Village, CO 80111. Additionally, in March 2012, the firm switched from registration with the Securities and Exchange Commission to registration with the state of Colorado.

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4. ADVISORY BUSINESS

A. OWNERSHIP/ADVISORY BUSINESS

Plan to Invest Capital Management, Inc. (“we” or “the Firm”) was formed as a corporation in the State of Colorado on April 7, 2010. It subsequently became a registered investment adviser under the jurisdiction of the Securities and Exchange Commission on May 17, 2010. It switched to be a Colorado Registered investment adviser in 2012. The Firm’s shareholders are John C. Panter and Michael K. Hartmann.

B. ADVISORY SERVICES OFFERED

1. Portfolio Management Services

Plan to Invest Capital Management, Inc. manages individual client portfolios by applying a proprietary analysis system. The Firm will design individual client accounts using a combination of its six portfolios. The design will take into account a client’s risk tolerance and stated goals.

1. **Active Asset Equity Rotation Strategy** -Uses equity mutual funds to track the relative strength of the economy’s various sectors.
2. **Active Asset Bond/Fixed Income Rotation Strategy**-Uses fixed income mutual funds to track the relative strength of various fixed income sectors of the economy.
3. **U.S. Equity Absolute Return Strategy**-Uses the Firm’s proprietary analysis software to create an equity portfolio that consists of mutual funds that can be leveraged as much as 200% long or 200% short of the equity markets.
4. **U.S. Fixed Income Absolute Return Strategy**-Uses the Firm’s proprietary analysis software to create a fixed income portfolio that consists of mutual funds that can be leveraged as much as 200% long or 200% short of the fixed income markets.
5. **Global Strategic Equity Allocation Strategy**-Uses equity invested mutual funds in buy and hold strategy. The allocations are rebalanced as dictated by the strategy but no less than annually.
6. **Global Strategic Fixed Income Allocation Strategy**-Uses fixed income invested mutual funds in buy and hold strategy. The allocations are rebalanced as dictated by the strategy but no less than annually.

The Firm’s investment adviser accounts are discretionary-the clients will be asked to sign an investment management agreement that includes a limited power of attorney. The agreement allows the Firm to buy or to sell securities it has selected, within the tolerance agreed to by the client, and in the amounts the Firm deems suited to the agreed upon portfolio structure. By the power of attorney, the client agrees to allow the Firm to place each such trade or move in and out of a portfolio without the client’s prior approval.

2. Financial Planning Services

The Firm offers clients Financial Planning Services to evaluate their financial situation, goals and risk tolerance. Through a series of personal interviews and the use of questionnaires the Firm will collect pertinent data, identify goals, objectives, financial problems, potential solutions, prepare specific recommendations and implement recommendations. As a result of these actions, the Firm's advice may be provided on financial and cash management, risk management, financial issues relating to divorce or marital issues, estate planning, tax issues, retirement planning, educational funding, goal setting, or other needs as identified by the client and Firm. The Firm may offer comprehensive planning services or the client may desire advice on certain planning components; the Firm can tailor services as desired by the client. At the conclusion of the Financial Planning Service the Firm shall present the client with a written financial plan.

Clients are not obligated to follow the Firm's recommendations or to pursue the recommendations through it.

3. Subscription Services

The Firm publishes a monthly newsletter through its secure website. The newsletter includes a market overview and a general analysis regarding specific sectors of the economy and various markets. The newsletter is available by subscription.

The newsletter is for educational purposes only and does not render advice on the basis of specific investment situations for any particular client. As such, the views expressed in the newsletter do not constitute investment advice and should not be interpreted as a recommendation to buy, hold or sell any particular security. Prior to making any investment decision, the services of an appropriate professional should be sought. It is important to know that actual investment decisions made by the Firm may not necessarily reflect the views expressed in the newsletter because the Firm's portfolios are managed with a specific goal and risk tolerance in mind. The Firm has a fiduciary duty to its clients and not to newsletter subscribers, an important distinction.

C. TAILORED SERVICES

The Firm tailors its financial planning services to each client individual situation. At the conclusion of the financial planning process clients will receive a personalized written financial plan. Portfolio management services are tailored to the extent that a client's assets may be allocated to one or more of the Firm's six portfolios depending on his/her individual portfolio structure. The Firm does not allow clients to restrict the type of securities used in its portfolio management services.

D. WRAP PROGRAM

Plan to Invest Capital Management, Inc. does not participate in any wrap programs.

E. CLIENTS ASSETS MANAGED

As of December 31, 2011, the Adviser manages \$25,000,000 in discretionary assets and \$5,000,000 in non-discretionary assets.

5. FEES AND COMPENSATION

A. PORTFOLIO MANAGEMENT SERVICES FEES

Fees for portfolio supervisory services will be a percentage of the assets under management. Fees will be calculated, accrued and due quarterly in advance based upon the standard annualized rates below.

Fair Market Value of Account	Management Fee
The First \$500,000	1.90%
The Next \$500,000	1.40%
Above \$1,000,000	0.90%

The management fee is tiered. A tiered fee means the applicable rate will be applied to the fair market value in each applicable range of account value. For example, an account with a quarter-end value of \$800,000 will be charged at an annual rate of \$13,700.00; \$9,500.00 for the first \$500,000.00 and \$4,200.00 for the next \$300,000.00. (The charged amount will be prorated for the number of days in the quarter.) Cash balances and investments in money market funds, demand deposit accounts, and certificates of deposit at banks or brokerage firms are covered by the Account and are included in the fee calculations.

Under some circumstances the Firm's fees may be lower than the rate schedule and can be negotiated. Accordingly, rates may vary based on a variety of factors. For example, in determining fees, rates, and minimums, the Firm may aggregate related accounts and, for billing purposes, treat them like one account.

Fees will not be based upon a share of capital gains or capital appreciation of the funds or of any portion of the funds under advisory contract. Fees for services to be performed will not be collected six or more months in advance.

The Firm may from time to time unilaterally amend our fees and billing arrangements. Any change will only become after thirty (30) days prior written notice.

Termination of the Portfolio Management Services Fee

A client may terminate the Investment Management Agreement for any reason at any time and within the first five (5) business days after signing the contract, without cost or penalty.

Thereafter, the contract may be terminated at any time by giving ten (10) days written notice to the Firm at 8400 E. Crescent Parkway, Suite 320, Greenwood Village, CO 80111. Upon termination, the Client will be charged a \$100.00 termination fee and investment advisory fees

will be refunded based upon a prorated number of days that services were rendered after the Account's valuation date.

B. FINANCIAL PLANNING SERVICE

The Firm's hourly rate will not exceed \$200.00 per hour with a minimum planning fee of \$200.00 and a maximum fee of \$5,000.00. The fees vary depending upon the complexity of the Client's financial situation, the estimate of hours involved, preparation and research, and the specified areas. The Firm will provide an estimated fee in the written agreement for services.

Fees for all financial planning services are agreed upon in advance in writing and due at that time. For prepaid fees in excess of \$500.00, services will be completed within six months of the date fees are received.

Termination of Financial Planning Services

A client may cancel all Financial Planning Service Agreement for any reason during the first five (5) days from the date of signing the agreement and will receive a refund of 100% of all fees paid without cost or penalty. To cancel the agreement, a client must notify the Firm and return any materials received to that date. Thereafter, the contract may be terminated at any time by giving written notice to the Firm at 8400 E. Crescent Parkway, Suite 320, Greenwood Village, CO 80111. If a client cancels, any prepaid fees will be refunded on a prorated basis based upon the number of hours worked.

C. SUBSCRIPTION SERVICES

The Firm publishes a monthly newsletter through its secure website. The fee is \$799.00 per year, which is paid annually in advance.

Termination of Subscription Services

A client may terminate the Subscription Service for any reason at any time and within the first five (5) business days after signing the contract, without cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice to the Firm at 8400 E. Crescent Parkway, Suite 320, Greenwood Village, CO 80111. Upon termination, fees will be refunded based upon a prorated number of months that the newsletter was sent distributed.

D. OTHER SECURITIES COMPENSATION

The Firm is not associated with any other securities firms, investment adviser or broker-dealer. It does not receive any other form of securities related compensation.

However, Mr. Panter and Mr. Hartmann are registered representatives of CIM Securities, Inc., a registered broker-dealer. Through this registration they can sell securities to Clients separately from their services as an investment adviser representative of the Firm. All sales through CIM Securities, Inc. pay commissions that are separate from the fees outlined above. This creates a conflict of interest because it creates a financial incentive to recommend investment products based on compensation rather than on a client's need. Mr. Panter and Mr. Hartmann address the

conflict of interest by telling clients when they are acting as a representative of CIM Securities, Inc. or as their investment adviser representative of the Firm. When receiving a recommendation to purchase other investment products, clients always have the option to purchase the investment products through other brokers or agents that are not affiliated with the Firm. Additionally, they and the Firm and its representatives attempt to mitigate any conflicts of interest to the best of their ability by placing the client's interests ahead of their own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

6. PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

The Adviser does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

7. TYPES OF CLIENTS

The Firm offers its services to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations and corporations and other business entities.

The Firm requires a minimum account size of \$50,000.00. The Firm may aggregate related accounts in the same household in determining whether the account minimum has been met. Minimums may be negotiated, reduced or waived for individuals or retirement plans that appear to have the ability to make annual or other contributions necessary to meet this minimum threshold, or as an accommodation to existing clients.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

The Firm uses a tactical asset allocation approach to selection securities for its portfolios. Tactical asset allocation is defined as an active management portfolio strategy that rebalances the percentage of assets held in various categories in order to take advantage of market pricing anomalies or strong market sectors. This strategy's goal is to create extra value by taking advantage of certain situations in the marketplace. It is a moderately active trading strategy because the Firm will return to the portfolio's original strategic asset mix when desired short-term allocations are achieved.

In particular, the Firm's tactical asset allocation approach selects securities through a risk/reward valuation. A "best fit" risk profile is developed for each person based on tolerance of market volatility. When deciding on the asset allocation for a portfolio, the Firm studies various market indicators such as financial newspapers and magazines, inspections of corporate activities, research prepared by other advisers, annual reports, prospectuses, filings with the Securities and Exchange Commission and company press releases and other market related filings.

B. INVESTMENT RISKS

All investments bear different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear**. While our investment strategies are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. Clients need to ask questions about risks they do not understand. We would be pleased to discuss them.

We strive to render our best judgment on behalf of our clients. Still, we cannot assure or guarantee clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. We continuously strive to provide outstanding long-term investment performance, but many economic and market variables beyond our control can affect the performance of an investment portfolio.

An investment could lose money over short or even long periods. A client should expect his/her account value and returns to fluctuate within a wide range, like the fluctuations of the overall stock and bond markets. Each portfolio has risks that include:

Active Asset Equity Rotation Strategy:

- *Stock market risk*: The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- *Manager risk*: The chance that the proportions allocated to the various securities will cause the Client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- *Non-Diversification or Concentration Risk*: All of the client's funds may be concentrated in investments focused on the same single sector, country or region, leading to highly concentrated exposures, resulting in potentially significantly greater opportunity for gain, and risk of loss, than a broadly diversified portfolio. As a result the strategy's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of a diversified investment.
- *International Investing Risk*: Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S.

Active Asset Bond/Fixed Income Rotation Strategy:

- *Interest rate risk:* The chance that bond prices overall will decline because of rising interest rates. Interest rate risk will vary for the Firm, depending on the amount of client assets invested in bonds.
- *Non-Diversification or Concentration Risk:* All of the client's funds may be concentrated in investments focused on the same single sector, country or region, leading to highly concentrated exposures, resulting in potentially significantly greater opportunity for gain, and risk of loss, than a broadly diversified portfolio. As a result the strategy's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of a diversified investment.
- *International Investing Risk:* Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S.

U.S. Equity Absolute Return Strategy:

- *Stock market risk:* The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- *Leverage Risk:* A leveraged mutual fund or exchange traded fund ("Fund") seeks to generate a return that is a multiple (usually 2X or 3X or -2X or -3X) of its benchmark index's performance over a specific, pre-set time period indicated in the Fund's prospectus. That time period is also referred to as the "rebalancing period", and it is generally only one day, although it could be for a longer time period such as a month. As a result, the returns for these types of Funds can differ significantly from that of their benchmark index, over periods lasting longer than the rebalancing period because of the compounding of returns. Generally, the longer the security is held, the more likely the returns of the Leveraged product will differ from the long term return of the index.
Although potential returns are increased by leveraging, so are the potential losses, so these securities carry significant risk. As a result, leveraged and inverse Funds are intended only for sophisticated investors with an aggressive tolerance for risk.
- *Inverse Risk:* An inverse mutual fund or exchange traded fund ("Fund") attempts to mimic the inverse, or opposite, of its stated benchmark. For example, an inverse S&P 500 Fund would attempt to deliver the opposite of the S&P 500's daily performance, net of fees. These Funds, also called "short or Bear Funds" are often in an attempt to profit from a downturn in a given market, sector, or index, or to hedge against a potential loss in their

portfolio. Although an inverse Fund does not explicitly use leverage to magnify the intended return, they can suffer from the same compounding effects as the leveraged long and leveraged short Funds.

- *Leverage and Inverse Combination Risk:* Some mutual funds and exchange traded funds allow for the use of both leverage and inverse. The Firm uses a two times leveraged inverse mutual fund. The risk discussed above should be considered. Additionally because the mutual fund used inverse and leverage to magnify the intended return, it can suffer from the compounding effects similar to leveraged long and leveraged short mutual funds.

U.S. Fixed Income Absolute Return Strategy:

- *Interest rate risk:* The chance that bond prices overall will decline because of rising interest rates. Interest rate risk will vary for the Firm, depending on the amount of client assets invested in bonds.
- *Leverage Risk:* A leveraged mutual fund or exchange traded fund ("Fund") seeks to generate a return that is a multiple (usually 2X or 3X or -2X or -3X) of its benchmark index's performance over a specific, pre-set time period indicated in the Fund's prospectus. That time period is also referred to as the "rebalancing period", and it is generally only one day, although it could be for a longer time period such as a month. As a result, the returns for these types of Funds can differ significantly from that of their benchmark index, over periods lasting longer than the rebalancing period because of the compounding of returns. Generally, the longer the security is held, the more likely the returns of the Leveraged product will differ from the long term return of the index.

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suffer from the compounding effects similar to leveraged long and leveraged short mutual funds.

Global Strategic Equity Allocation Strategy:

- *Stock market risk:* The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- *International Investing Risk:* Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S.

Global Strategic Fixed Income Allocation Strategy:

- *International Investing Risk:* Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, and regulatory and financial reporting standards, that differ from those of the U.S.
- *Interest rate risk:* The chance that bond prices overall will decline because of rising interest rates. Interest rate risk will vary for the Firm, depending on the amount of client assets invested in bonds.

Additionally, there are risks associated with active investment management. The fees associated with active management can be higher than those associated with passive management, even if frequent trading is not present. Active investment management strategies can involve frequent trading that could generate higher transaction costs which diminish the portfolio's return. Finally, the short-term capital gains resulting from frequent trades often have an unfavorable income tax impact when a client's funds are held in a taxable account.

9. DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events within the past 10-years that would be material to your evaluation of the Adviser or the integrity of its management.

Plan to Invest Capital Management, Inc. has no information applicable to this Item.

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. BROKER-DEALER AFFILIATIONS

John C. Panter, Chief Executive Officer and Michael K. Hartmann, Chief Investment Officer, are registered representatives of CIM Securities, LLC. They each spend approximately 5 to 10 hours a week on this activity, which is investment related. They may recommend this service to the Firm's Clients. All sales as registered representatives will pay a commission that is separate from the fees outlined above. This creates a conflict of interest because it creates a financial incentive to recommend investment products based on compensation rather than on a Client's need. Mr. Panter and Mr. Hartmann address the conflict of interest by telling Clients when he is acting as the Clients' registered representative of CIM Securities, Inc. or as their investment adviser representative of Plan to Invest Capital Management, Inc. Additionally, the Firm, Mr. Panter and Mr. Hartmann attempt to mitigate any conflicts of interest to the best of their ability by placing the Clients interests ahead of their own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict.

B. FUTURES/COMMODITIES FIRM AFFILIATION

The Firm, its owner and investment adviser representatives are not affiliated with a futures or commodities broker.

C. OTHER INDUSTRY AFFILIATIONS

Mr. Panter and Mr. Hartmann are also independent insurance agents. They spend less than 5 hours a week on this activity, which is investment related. They may recommend this service to the Firm's Clients. All sales as an independent insurance agent pay commissions that are separate from the fees outlined above. This creates a conflict of interest because it creates a financial incentive to recommend insurance sales based on compensation rather than on a Client's need. Mr. Panter and Mr. Hartmann address the conflict of interest by telling Clients when they are acting as the Clients' insurance agent or as their investment adviser representative of Plan to Invest Capital Management, Inc. Additionally, the Firm, Mr. Panter and Mr. Hartmann attempt to mitigate any conflicts of interest to the best of their ability by placing the Clients interests ahead of their own, through their fiduciary duty and through the implementation of policies and procedures that address the conflict. In addition to their fiduciary duty, the Firm created a code of ethics, policies and procedures to mitigate the conflict of interest.

Mr. Hartman is a certified public accountant and does income tax preparation. Mr. Hartmann may recommend these services to the Firm's clients. With the ability to work as a client's certified public accountant and investment adviser representative, this could be viewed as a conflict of interest because each service pays a separate fee or commission. However, Mr. Hartmann attempts to mitigate any conflicts of interest to the best of his ability by placing the client's interests ahead of his own and through the implementation of policies and procedures that address the conflict.

D. SELECTION AND MONITORING OF THIRD PARTY INVESTMENT ADVISERS

The Adviser does not use the services of third party investment advisers. This section is not applicable.

11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. DESCRIPTION

The Firm's Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of our Code of Ethics to any Client or prospective Client upon request.

The Firm's Code of Ethics covers all supervised persons and it describes its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at the Firm must acknowledge the terms of the Code of Ethics annually, or as amended.

B. MATERIAL INTEREST IN SECURITIES

The Firm, its owners and investment adviser representatives do not have a material interest in any securities.

C. INVESTING IN AND RECOMMENDING THE SAME SECURITIES

On occasion, the Firm's owners and investment adviser representatives may buy or sell for their own accounts securities that are the same as, similar to, or different from those that they recommend to their clients for purchase or sale. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. The Firm attempts to mitigate the conflict of interest to the best of its ability through the enactment of the Firm's code of ethics, trading policies, and its fiduciary responsibilities. Nonetheless, the Firm generally attempts to place client transactions ahead of the owner and investment adviser representative's trades. The associates of the Firm are aware of their fiduciary duty to their clients and the prohibitions against the use of any insider information. Records of all associates' proprietary trading activities will be kept by the Firm, available to regulators to review on the premises.

12. BROKERAGE PRACTICES

A. RECOMMENDATION CRITERIA

When we have brokerage discretion, we will seek broker-dealers who offer competitive commission costs together with reliable services. The Firm has and continues to recommend

Charles Schwab & Co., Inc. for custodian services. The Firm does not receive compensation with respect to execution of trades. In some instances, a client may incur a ticket charge for the sale and purchase of securities.

i. SOFT DOLLARS AND RESEARCH

“Soft dollars” are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. The Firm receives the following benefits from Charles Schwab & Co., Inc. that include assistance with practice management and assistance with the management of client accounts, including but not limited to: (a) receipt of duplicate client confirmations; (b) receipt of duplicate client statements; (c) access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data; (d) access to the investment advisor portion of their web sites which includes practice management articles, compliance updates, and other financial planning related information and research materials; (e) access to other vendors (such as insurance or compliance providers, or providers of research or other materials) on a discounted fee basis through discounts arranged by the custodians; (f) permitting the Adviser to access an electronic communication network for client order entry and to access a client’s account information and which may otherwise assist the Adviser with its back-office functions, including recordkeeping and client reporting; (g) conferences that the Adviser’s associated persons may attend (with no or discounted registration and travel fees) and receive continuing education credits for attending; and (h) additional training on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology. Generally, many of these services are utilized to service all or a substantial number of client’s accounts. Educational, research, or other services provided by custodian or mutual fund companies may benefit all of Firm’s clients, or only some.

ii. BROKERAGE FOR CLIENT REFERRALS

The Firm does not receive Client referrals from Charles Schwab & Co., Inc.

iii. DIRECTED BROKERAGE

Some clients may direct the Firm to a specific broker-dealer to execute securities transactions for their accounts. When so directed, the Firm may not be able to effectively negotiate lower brokerage commissions or achieve best execution on clients’ transactions. This can result in substantially higher fees, charges or dealer concessions in one or more transactions for the clients’ account because the Firm cannot negotiate favorable prices.

B. TRADE AGGREGATION

When trading multiple accounts for the same security, the Firm will aggregate orders to a single block order against an average price account. The Firm only uses investment companies (i.e.

mutual funds or unit investment trusts) in its portfolios, which means all clients will receive the same end of the trading day price on traded securities. Still, the aggregating of trades may reduce the transaction costs to the client.

13. REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

Mr. Hartmann and/or Mr. Panter meet with Clients on an annual basis. They review the general holdings of the Firm's Clients actively managed accounts (portfolios 1-4 above) on a weekly basis and all other accounts on a quarterly basis. Mr. Hartmann, Chief Investment Officer, and Mr. Panter, Chief Executive Officer, review all accounts.

B. OTHER REVIEWS

Additional reviews are conducted periodically depending on market conditions, economic or political events, or by changes in a Client's financial situation (such as retirement, termination of employment, physical move or inheritance).

C. REPORTS

The Firm prepares reports for Clients who chose Financial Planning and the actively managed portfolios (portfolios 1-4 above). Clients who chose portfolios 5 and 6 (above) may or may not receive a report. Clients also receive monthly statements from their custodian. The Firm urges Clients to carefully review such statements.

14. CLIENT REFERRALS AND OTHER COMPENSATION

A. OTHER COMPENSATION

The Firm does not receive extra compensation or any other economic benefit for providing investment advice or other advisory services to Clients.

B. CLIENT REFERRALS

The Firm does not pay for Client referrals or use solicitors. This section is not applicable.

15. CUSTODY

All client funds, securities and accounts are held at third-party custodians. The Firm does not take possession of a client's securities. However, the client will be asked to authorize the Firm with the ability to deduct fees directly from the client's account. This authorization will be to deduct the Firm's management fee only. Prior to deducting the fee, the Firm will send a billing statement (invoice) to the client that indicates the fee to be withdrawn and how it was calculated from the account. A client may object to the deduction of Firm's fees from the Account by notifying Firm at the address or telephone number shown on each billing invoice or by notifying client's custodian. The client's custodian shall also send a quarterly statement indicating the

amount of fees withdrawn from the client's Account. The Firm urges clients to carefully review such statements.

16. INVESTMENT DISCRETION

As previously noted in the description services, all clients who desire to use the Firm's Portfolio Management Services sign a client investment management agreement that includes a limited power of attorney allowing the Firm limited discretionary power over the account. In discretionary accounts, the Firm will be allowed the power to choose a custodian, place trades, buy or sell securities of any type and in amounts it deems to be appropriate for the account, without first obtaining the client's consent to each trade. Directions will be given to the account custodian to complete the transaction. Clients must use an independent custodian. The Firm does not, and cannot, have custody of clients' assets.

The Firm's Planning Services are nondiscretionary. A non-discretionary investment account means the client retains full discretion to supervise, manage, and direct the assets of the account. The client maintains full power and authority to purchase, sell, invest, reinvest, exchange, convert, and trade the assets in the Account in any manner deemed appropriate and to place all orders for the purchase and sale of Account assets with or through brokers, dealers, or issuers selected by the client. The client is free to manage the account with or without the recommendation of the Firm and all with or without prior consultation with the Firm.

17. VOTING CLIENT SECURITIES

The Firm will not be responsible for responding to proxies that are solicited with respect to annual or special meetings of shareholders of securities held in clients' accounts. Proxy solicitation materials will be forwarded to clients for response and voting. In the event a client has a question about a proxy solicitation, the client should contact his/her investment adviser representative.

18. FINANCIAL INFORMATION

A. BALANCE SHEET

The Firm does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, it is not required to provide a balance sheet.

B. FINANCIAL CONDITION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the Firm's financial condition that may impair its services. The Adviser has no financial commitment that impairs its ability to service its clients.

C. BANKRUPTCY

The Firm, its owners and its investment adviser representatives have not been the subject of a bankruptcy proceeding.

19. REQUIREMENTS FOR STATE-REGISTERED ADVISERS

A. EXECUTIVE OFFICERS AND MANAGEMENT

Michael K. Hartmann – Chief Investment Officer

Education: *University of Denver* – Bachelors of Science in Accounting

University of Denver – Masters Degree in Accounting

Business Background:

Plan to Invest Capital Management, Inc. – April 2010 – Present

– Owner and Managing Member

– Investment Adviser Representative

CIM Securities, Inc. – May 2010 – Present

– Registered Representative

NFP Securities, Inc. – April 2008 – April 2010

– Registered Representative

– Investment Adviser Representative

Independent Insurance Agent – April 2008 – Present

– Life, Accident, Health, Disability, Variable Products

Michael K. Hartmann, CPA – February 2004 to Present

– Certified Public Accountant – Income Tax Preparation

John C. Panter – Chief Executive Officer & Chief Compliance Officer

Education: *University of Missouri* – Bachelors of Science in Social Work

University of Missouri – Masters Degree in Social Work

Business Background:

Plan to Invest Capital Management, Inc. – June 2010 – Present

– Owner and Managing Member

– Investment Adviser Representative

CIM Securities, Inc. – June 2010 – Present

– Registered Representative

Independent Insurance Agent – 2000 – Present

– Life, Variable Products, Health (2006 to Present)

NFP Securities, Inc. – July 2004 – June 2010

– Registered Representative

– Investment Adviser Representative

B. OTHER BUSINESS ACTIVITY

As disclosed in Item 10.A, Mr. Hartmann and Mr. Panter are registered representatives of CIM Securities, Inc. , they are licensed insurance agents. , . Also disclosed under Item 10.C, Mr. Hartmann is a certified public accountant

C. PERFORMANCE BASED COMPENSATION

The Firm and its executive management do not receive performance based fees or any other compensation or incentives.

D. DISCIPLINARY HISTORY

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

E. ADDITIONAL RELATIONSHIPS WITH ISSUERS OF SECURITIES

The Firm and its executive management do not have a relationship with any issuers of securities.