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Part 2A Brochure

This brochure provides information about the qualifications and business practices of ABD Retirement Services, Inc. If you have any questions about the contents of this brochure, please contact us at 415-483-7765. 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 ABD Retirement Services, Inc. is available at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for ABD Retirement Services, Inc. is 167641.

ABD Retirement Services, Inc. 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.

MATERIAL CHANGES

Form ADV Part 2A, Item 2

Summary of Material Changes

The Material Changes section of this brochure will be updated at least annually to describe material changes that have occurred since the most recent brochure update. Since this is the first brochure for ABD Retirement Services Inc., there are no material changes to report.

In the future, this section will discuss only specific material changes that are made to the brochure and provide you with a summary of such changes. We will also reference the date of the last update of our brochure.

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ADVISORY BUSINESS

Form ADV Part 2A, Item 4

This disclosure document (“brochure”) is being offered to you in connection with the investment advisory services provided by ABD Retirement Services, Inc., a federally registered investment adviser wholly owned by ABD Insurance and Financial Services, Inc. References to “we,” “us,” “our,” “our firm” or “ABD” refer to ABD Retirement Services Inc. Our firm’s clients and prospective clients are referred to as “you”, “your” or “our clients.”

The disclosures made within this brochure are intended to provide you with information about our services and the manner in which those services are made available to you, our client.

ABD Retirement Services is a California corporation. Our Firm is a subsidiary of ABD Insurance and Financial Services, Inc. (“AIF”). ABD was established in 2012 by its Founder and President, Christopher Call, to provide retirement plan consulting services to public and private corporations. We are also a FINRA registered broker/dealer.

Our team of experienced professionals provide the following plan advisory and consulting services to our clients:

Plan Advisory Services

We will establish your plan’s needs and objectives through an initial meeting to collect data, review plan information, and assist you in developing an Investment Policy Statement for your plan or update an existing investment policy statement. This may include assisting you in the identification of asset classes or vendors who specialize in the selected asset classes that fulfill your plan’s needs and objectives with optimal cost-efficient performance.

We continue to monitor your plan’s investments for adherence to the investment policy statement on an ongoing basis. We periodically review the investment options you select and make recommendations or provide investment searches to keep or replace plan investment options as appropriate.

On a regular basis, we provide you with economic and market updates on the strategies and investments that comprise your plan.

Plan Provider Search and Analysis

We perform a comprehensive review of potential service providers or vendors and will assist you with converting from your incumbent service provider to a new service provider selected by you, if such a change is in your best interest. Our services in this area include, but are not limited to, identifying alternative vendors who can fulfill your plan’s objectives, preparing proposal questions, working with the selected vendor to

collect information, preparing a head-to-head analysis and assisting you with the transition to the new vendor.

Education

We provide educational support and investment workshops for plan participants, in the form of in-person group sessions and printed education materials (which may include posters, payroll stuffers, and emails) and informing participants of the investment options under the plan. In addition, we will provide participants with information regarding plan benefits, features, and investment options.

The scope of education provided to participants at your request will not constitute “investment advice” within the meaning of ERISA and participant education will relate to general principles for investing and information about the investment options currently in the plan. We may also participate in initial enrollment meetings, periodic workshops and enrollment meetings for new participants as we agree upon. Upon request, we will also meet with individual plan participants.

Comprehensive 401(k) services

Our 401(k) services are designed to provide you with a detailed plan analysis that identifies the plan costs and efficiencies of your plan service model. Other services that we provide in this area include termination /merger analysis, benchmarking and best practices.

ERISA

All of our retirement plan services are in compliance with all applicable Federal and State law(s) regulating the services provided by our Agreement. This applies to any pension or other employee benefit plan governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If we accept appointments to provide our services to your plan, we acknowledge that we are a fiduciary within the meaning of Section 3(21) or Section 3(38) of ERISA. We will request and rely upon you to furnish us with any amendments to the plan and notify us of any amendment that affects our rights or obligations so that we may consent to these amendments. If ERISA or other applicable law requires bonding with respect to the assets in your account, you will be required to obtain and maintain at your expense bonding that satisfies this requirement and also covers ABD.

Regulatory Assets Under Management

As of December 23, 2014, ABD had \$ 1,667,128,378 in non-discretionary assets under management.

FEES AND COMPENSATION

Form ADV Part 2A, Item 5

Fees for Services

Fees charged for services rendered are negotiated with the client and are based on a percentage of plan assets under management or a fixed dollar amount, depending upon the type of service rendered. Fees are disclosed and agreed upon by all parties in the client service agreement. Clients who engage ABD for multiple services are charged a bundled fee.

Advisory clients of ABD are generally not also clients of ABD as broker-dealer. In limited circumstances, where an advisory client's securities transaction generate additional compensation for the broker-dealer in the form of commissions, or other compensation, the agreed-upon fee may be offset by the amount of the additional compensation paid to ABD as broker-dealer.

Plan advisory services begin with the effective date of the agreement. The effective date of the agreement becomes the date that our fees will be paid for each month or quarter going forward. Our fee is billed in arrears on the last business day of the rolling month or quarter. Invoices are sent out each quarter or month to either the plan client or to the custodian of the plan. For clients where our fee is billed to the custodian, the fee is deducted directly from the plan account or plan participant accounts. Written authorization permitting us to be paid directly from the custodial account is outlined in the client service agreement. Fees for services that are invoiced directly to the client are due and payable upon receipt.

Additional Fees and Expenses

Advisory fees payable to us do not include all the fees you will pay when administering your organization's retirement plan. We do not receive, directly or indirectly, any of these fees charged to the client. The following list of fees or expenses are what you may pay directly to third parties:

- Transaction fees;
- Exchange fees;
- Advisory fees and administrative fees charged by Mutual Funds (MF), Exchange Traded Funds (ETFs)
- Advisory fees charged by sub-advisers (if any are used for your account);
- Custodial Fees;
- Odd-Lot differentials;
- Transfer taxes;
- Wire transfer and electronic fund processing fees;

Please refer to "Other Financial Industry and Affiliations" under Item 10 and "Brokerage Practices" under Item 12 below for a discussion of ABD compensation arrangements.

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Form ADV Part 2A, Item 6

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (performance based fees). Our advisory fee compensation is charged only as disclosed above in Fees and Compensation.

TYPES OF CLIENTS

Form ADV Part 2A, Item 7

We provide investment advice on pension, profit sharing plans and non-qualified deferred compensation plans. We do not have a minimum account size for providing our services to clients.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Form ADV Part 2A, Item 8

ABD may assist you in the development of an investment policy statement and provide you with information and recommendations about specific investment managers for each asset class defined in your investment policy. Once the Investment Policy Statement is finalized, the search and selection process for the investments is made utilizing only retirement specific share classes, load waived, and/or no load mutual funds. ABD does not include, nor is authorized to make, recommendations for the inclusion or purchase of individual stocks and bonds.

The principal sources of information for ABD's recommendations come from publicly available databases of mutual fund information. Occasionally, the use of proprietary charts and graphs prepared by an independent investment advisor may be used.

Investment fund options will be selected following a systematic search for those with demonstrated quality in the designated asset classes. Consideration will be given to an investment fund option provider's range of available products as well as capabilities/availability in the retirement plan marketplace.

Evaluation of Investment Fund Options

The following criteria will be used to evaluate investment fund option performance:

Performance Objectives for Investment Funds That Are Actively Managed

1. Actively managed fund options will be expected to achieve an annualized total rate of return over a three to five year period, which exceeds an appropriate

market index rate of return net of costs and fees. The appropriate market index benchmark for each investment fund option will be determined based on the objectives and strategy of the fund. Total return is defined as dividend or interest income plus fair market value of realized and unrealized capital appreciation or depreciation at fair market value.

2. The investment fund options will also be expected to consistently achieve a total rate of return, which is equal to or above the median return in a universe of peers with comparable investment styles or portfolio objectives. Mutual fund investment options will be measured against the appropriate peer groups.

Selection Criteria

In selecting or replacing mutual funds, the following criteria will be considered:

- Change in portfolio manager(s)
- Organizational changes
- Inconsistency in strategy, style, and investment approach
- Publicly reported material regulatory or compliance issues
- Three-year return below index
- Five year return below index
- Three-year return below peer median
- Five-year return below peer median
- Expenses compared to the fund category and peer group.

Investment strategies used to implement any investment advice given to clients focus on long term purchases. Investing in securities involves risk of loss that clients should be prepared to bear. The performance of most of these investments depends on what happens in the stock market. The market's behavior is unpredictable, particularly in the short term. The investments recommended are mutual funds and variable annuities; they are not a bank deposit, and are not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of client investments may fall, sometimes sharply, and they could lose money. The following factors can significantly affect the performance of our clients' investments: Stock Market Volatility - Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Diversification - Investing a higher percentage of assets in any one fund or asset class could increase the risk of loss. Recent Market Conditions - Recent events in the financial sector have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign, and in the net asset values of many mutual funds. Because the situation is unprecedented and widespread, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market events.

DISCIPLINARY INFORMATION

Form ADV Part 2A, Item 9

ABD does not have any legal, financial, or other disciplinary item to report.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Form ADV Part 2A, Item 10

ABD is a FINRA member broker-dealer and ABD's management persons, Christopher Call and Christian Bretz, are registered representatives of the broker-dealer.

ABD may receive brokerage commissions as compensation from plan clients in lieu of advisory fees. And in some instances ABD's advisory fees may be off-set by commissions earned by ABD as a broker-dealer.

ABD's management persons and other investment adviser representatives are also registered representatives and investment adviser representatives of Financial Telesis, Inc., an unaffiliated registered investment adviser and FINRA member broker-dealer. ABD's advisory clients are not solicited for, and do not receive, services from Financial Telesis, Inc. However, ABD receives referral fees as additional compensation from Financial Telesis for clients who ABD refers to Financial Telesis.

In addition, as noted in Item 4 of this Brochure, ABD is a wholly owned subsidiary of ABD Insurance and Financial Services, Inc., ("AIF"). AIF offers insurance products and services. Advisory clients of ABD may be offered insurance services from AIF; however, such clients are under no obligation to engage AIF for insurance services. ABD does not receive any fees for client referrals to AIF. Further, AIF does not directly receive any portion of the plan fees paid to ABD for the advisory services that ABD provides to plan clients. However, through an expense sharing agreement, AIF receives payments from ABD for a pro rata share of office space and personnel services.

**CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT
TRANSACTIONS AND PERSONAL TRADING**

Form ADV Part 2A, Item 11

ABD and persons associated with us are allowed to invest for their own accounts or have a financial interest in the same securities or other investments that we recommend for your account, and may engage in transactions that are the same as or different than transactions recommended to or made for your account.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflicts of interest. The Code of Ethics is designed to protect our clients by deterring misconduct,

educating personnel regarding the firm's expectations and laws governing their conduct, reminding personnel that they are in a position of trust and must act with complete propriety at all times to protect the reputation of ABD, guard against violation of the securities laws, and establish procedures for personnel to follow so that we may determine whether our personnel are complying with the firm's ethical principles.

We have established the following restrictions in order to ensure its fiduciary responsibilities:

1. A director, officer or employee of ABD shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No director, officer or employee of ABD shall prefer his or her own interest to that of the advisory client.
2. We maintain a list of all "reportable securities" (as this term is defined in the Code of Ethics) holdings and transactions for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings and transactions are reviewed to ensure the firm's and its access persons' interests are not placed ahead of those of the firm's clients.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered.
4. We emphasize the unrestricted right of the client to select and choose any broker-dealer he or she wishes.
5. We require that all individuals must act in accordance with all applicable Federal and State regulations governing investment advisory practices.
6. Any individual not in observance of the above may be subject to termination.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Part 2; attn.: Chief Compliance Officer.

BROKERAGE PRACTICES

Form ADV Part 2A, Item 12

In providing plan advisory services, ABD does not select plan providers or brokerage firms for client transactions, but may if consulted, provide recommendations for such firms. All plan sponsors select the method and forum for executing and custody of the plan assets. We may assist clients in placing securities transactions through the platform of the plan record keeper.

In limited circumstances commissions may be received through ABD, the broker-dealer to reduce the advisory fee.

REVIEW OF ACCOUNTS

Form ADV Part 2A, Item 13

Generally, your account is reviewed no less frequently than annually by the Investment Consultant, and is reviewed for allocation, performance, and conformance with your investment objectives as detailed in the Investment Policy Statement. Material changes in a plan's asset size or number of participants, significant market fluctuations or concerns with an investment vehicle or vendor are some factors that could trigger an additional review.

We provide you with analysis reports that address performance, asset allocation, benchmark and index information no less than annually. The custodians of the plan assets also directly provide clients with reports on a monthly or quarterly basis.

CLIENT REFERRALS AND OTHER COMPENSATION

Form ADV Part 2A, Item 14

We do not have arrangements with any other party for the payment of referral fees.

CUSTODY

Form ADV Part 2A, Item 15

While ABD does not serve as account custodian, the firm is deemed to have custody of client assets solely because it deducts advisory fees from client accounts. Other than these client-authorized fee deductions, we do not maintain or accept custody of client funds or securities. Custody of your account will be held at the independent custodian of the plan.

INVESTMENT DISCRETION

We do not accept discretionary authority with respect to the management of your account. We are not authorized to: (1) buy, sell, exchange and otherwise trade any stocks, bonds or other securities or assets; (2) determine the amount of securities to be bought or sold; or (3) place orders with the custodian.

VOTING YOUR SECURITIES

Form ADV Part 2A, Item 17

We will not vote proxies. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies.

FINANCIAL INFORMATION

Form ADV Part 2A, Item 18

We do not require or solicit the prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to provide financial information in response to this Item.