

FORM ADV Part IIA

March 31, 2015

Item 1 Firm Information

- A. James Reed Financial Services (RFS), a Registered Investment Advisor (RIA) with the Security and Exchange Commission (SEC), does business as Reed Financial Services, Inc.

We are located at 3690 Orange Place, Suite 240, Beachwood, Ohio 44122.

Our phone number is (216) 464-2090.

Our Website is www.Reed-Financial.com.

Questions regarding this brochure should be addressed to James M. Reed.

- B. This brochure provides information about the qualifications and business practices of Reed Financial Services, Inc. If you have any questions about the contents of this brochure, please contact us at (216) 464-2090 or jim@reed-financial.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 Reed Financial Services, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

- C. The fact that our firm is registered as an RIA does not imply a certain level of skill or training.

Item 2 Material Changes Since Last Update

None

Item 3 Table of Contents

Item No.

1. Firm Content Information
2. Material Changes Since Last Update
4. Our Advisory Business
 - A. Firm Ownership
 - B. Services Provided
 - C. Customization of Services to Client Needs
 - D. Wrap Fees – Not Applicable
 - E. Assets Under Management
5. Fees and Compensation
 - A. How we are Compensated
 1. Financial Planning
 2. Investment Management
 - B. Methods of Payment
 - C. Other Possible Costs
 - D. Timing of Billing of Fees
 - E. Other Compensation
6. Performance Based Fees – Not Applicable
7. Type of Clients
8. Methods of Analysis, Investment Strategy and Risk of Loss
9. Disciplinary Actions
10. Financial Industry Activities and Affiliations
11. Code of Ethics
12. Brokerage Practices
13. Review of Accounts
 - A. Reviews
 - B. Reviewers
 - C. Nature and Frequency of Reports to Clients
14. Client Referrals
15. Custody
16. Discretion
17. Voting Proxies
18. Financial Information – Not Applicable
19. Key Personnel and Their Education and Business Background

Item 4 Advisory Business

A. The firm was formed in 1986 by James M. Reed, CPA, CFP who owned 100% of corporate stock until January 2010, when Amanda E. Lisachenko, CFP, Vice President of Planning and Investments, acquired 10% of corporate stock. Amanda E. Lisachenko purchased another 20% of corporate stock in May of 2013 when she was promoted to Chief Operating Officer.

B. Services Provided.

RFS provides financial planning in the areas of investments, insurance, estate planning, retirement planning, tax planning and college funding. Services may involve evaluation of existing securities or insurance products and recommendations for change or purchase. Most plans are customized to client specific requests or needs. The client may request services other than a full plan.

RFS provides ongoing asset management of client assets. Initially, as part of the financial planning process, asset allocation targets are set and a written policy for those targets signed. Investments used are primarily mutual funds and ETF's. Customization of allocations can be made, if necessary, to wrap around existing client holdings.

Following is a more detailed description of the services offered:

1) Initial Evaluation Conference:

The initial conference is for the purpose of gaining an overview of the client's financial situation on determining whether RFS can be of service. The first half-hour of this conference is free. All additional time is billable at the hourly rate of \$150. Prospective clients are notified of this arrangement prior to the initial meeting. All fees for this meeting are payable at the first office visit.

At the end of the initial conference, it will be mutually determined whether RFS will be engaged for any of its available services and a fee arrangement will be negotiated.

2) Written Financial Plans:

The Financial Plan is formulated on information supplied by the client and customized to the client's stated goals, risk tolerances and on RFS's evaluation of the client's needs. A Financial Plan could include the following: (1) Determination of present and anticipated assets and liabilities; (2) Cash flow estimates; (3) Income tax planning; (4) Education cost estimates and funding strategies; (5) Retirement planning; (6) Insurance needs analysis and existing coverage review; (7) Portfolio analysis and recommendations; (8) Retirement Plan design; (9) Fringe benefit analysis; and (10) Business succession planning.

The client may request services other than a full plan. The plan developed for a client typically includes general recommendations to accomplish stated goals and specific action items in each respective area reviewed.

All contractual relationships entered into between RFS and its clients can be terminated at any time without penalty.

3) Plan Implementation:

Plans are formulated on the basis of current economic and financial circumstances. Therefore, plans should be implemented promptly, prior to becoming obsolete by reason of changed economic conditions.

RFS generally creates specific action items necessary for the client to implement their financial plan. Recommendations may include meetings with other advisors or specific investment or insurance products. Investment and insurance products recommended may include a commission and ongoing service fees. There is no obligation to implement any of the investment choices through RFS. Clients may use a broker or their own choice. James M. Reed, principal and all related persons of RFS are currently licensed with Comprehensive Asset Management and Servicing, Inc. (CAMAS) and any securities transactions would be implemented through CAMAS. Insurance transactions could be placed with a number of insurance companies.

Generally included within the planning fee structure is the estimated time necessary to be spent with other professionals such as the client's existing insurance agent, accountant, attorney, etc.

Implementation is entirely separate from plan preparation. There is no reduction in fees paid for formulating a financial plan in the event a client decides to utilize the brokerage services of CAMAS.

It is possible to utilize the brokerage services of CAMAS without utilizing the planning services of RFS. It is not unusual for an individual to request brokerage services or assistance only.

4) Ongoing Asset Management:

All asset management clients have an asset allocation target established. At least quarterly the allocations are reviewed by RFS. This may result in recommendations to modify portfolio holdings. All significant recommendations are conveyed either in writing or verbally and are specifically related to client's holdings, goals and risk tolerances. Clients that RFS has discretionary authority for typically are notified after RFS

has implemented the proposed changes. Clients are under no obligation to implement our recommendations.

Quarterly, RFS provides written statements on market values and performance results.

C. Customization of services to client needs.

- Financial Plans are typically customized to answer specific client questions or needs. Plan content can vary between clients.
- Ongoing investment management is based on proprietary asset allocation models utilizing mutual funds and ETF's developed by RFS to cover different levels of risk and expected returns. During the financial planning process, clients' needs and goals are matched to the model most closely matching their desires. Customization of the models can occur to accommodate clients' needs or specific investments.

D. N/A

E. As of December 31, 2014 RFS has \$195,754,792.00 of assets under management on a discretionary basis and an additional \$8,934,670.00 of assets we are responsible for on a non-discretionary basis.

Item 5 Fees and Compensation

A. How we are compensated

Initial Conference

The initial conference is for the purpose of gaining an overview of the client's financial situation and determining whether RFS can be of service. The first half-hour of this conference is free. All additional time is billable at the hourly rate of \$150. Prospective clients are notified of this arrangement prior to the initial meeting. All fees for this meeting are payable at the first office visit.

Written Financial Plans

Fees for preparing written financial plans are generally quoted on a fixed-fee basis, payable one-half when the contract is signed with the remainder due upon presentation of the Plan. Fixed fees are determined by estimating the hours required times the hourly rate of various personnel involved. Current hourly rates are as follows:

| | |
|--------------------|------------------------|
| Financial Planners | \$125 - \$250 per hour |
| Paraplanners | \$ 40 - \$100 per hour |
| Clerical | \$ 25 - \$ 50 per hour |

On cases where the client wishes to proceed on an hourly basis, the above hourly rates will be charged. In any case, a written contract setting forth the agreed amount or hourly rates will be signed prior to any work starting.

Investment Management

Fees for this service are based upon a percent of assets being managed and in some cases a fixed annual fee. The fees charged are negotiated at the time the contract is signed and will vary from client to client based upon the nature and amount of assets under review and other services being performed. In any case, fees as a percent of assets being managed will not exceed the following:

Annual Percent of Assets Fee Structure

| | |
|-----------------------------------|-----------------------------|
| First \$500,000 of assets | Maximum annual charge 1.50% |
| Next \$1,500,000 of assets | Maximum annual charge 1.25% |
| Assets over \$2,000,000 of assets | Maximum annual charge 1.00% |

The fixed fee is based on estimated hours required times the then-currently hourly rate of personnel involved.

The minimum annual fee for Investment Management services is \$1,500. Billing is quarterly in advance based upon the market value of assets being managed. Generally assets added during the quarter will be included in the next quarterly billing. Fixed annual fees will be billed quarterly in advance.

B. Method of Payment

Clients are billed quarterly and may choose to pay RFS fees directly or they may grant authority to have the fees paid directly to RFS by the asset custodian. If fees are to be paid directly by the custodian, the client must provide written authorization; RFS simultaneously sends bills to both the client and the custodian showing the amount of the fee, the value of assets on which the fee is based, and the manner of calculation. The custodian provides to the client, at least quarterly, a summary of all fees paid directly to RFS.

C. Other Possible Costs

In connection with its asset management services, RFS has entered into an agreement with Pershing Advisor Solutions (PAS) for custodial and other related services. Under the agreement, PAS serves as custodian for assets held in retirement and other accounts of RFS clients for which RFS has investment discretion or authority.

Assets held at PAS are all purchased utilizing no load or institutional share classes. Trading is without any additional fees. PAS does charge an annual fee of \$75 per registration. Termination of an account may result in

termination fees charged by the custodian. RFS receives no compensation from PAS on any fees charged by PAS.

RFS charges a \$350 set-up fee to new clients to process the paperwork necessary to transfer assets from existing custodians.

Assets may also be held at the source of sale (such as the mutual fund family, insurance company or selected retirement plans) which may not offer no load options. In those situations, we accept commissions and any 12b-1 trails paid in lieu of management fees. This source of compensation accounts for less than 10% of our total business. See Item 12, Brokerage Practices for additional information.

When clients utilize RFS for management of mutual funds, they will incur fees charged directly by RFS and indirectly by the individual mutual funds. The total of these fees may be higher or lower than charged by other advisors.

D. Timing of Billing of Fees

Billing is quarterly in advance, based upon market value of assets being managed. Assets added during the quarter will be included in the next quarterly billing. Fixed annual fees will be billed quarterly in advance. In the event of cancellation and notification in writing during the billing period, fees will be prorated and any excess fee already taken directly from the account will be reimbursed.

Financial planning services are payable half at time of contract signing with the balance due upon presentation of the plan. All planning contracts can be terminated at anytime without penalty and fees charged will be limited to work completed.

E. Other Compensation

RFS principals and associated persons are also registered representatives of CAMAS and effect transactions for clients through CAMAS as their broker-dealer. RFS is also an insurance agency and generally recommends companies it represents. As such a potential conflict of interest may exist.

Some mutual funds and insurance companies pay service fees to registered representatives for the purpose of encouraging them to service their investment after the initial sale. When those fees are paid, RFS or associated persons generally accept those fees as added compensation. Service fees pursuant to Section 12(b)(1) of the Investment Company Act of 1940 and SEC Rule 12b-1 thereunder, and/or “trailing” commissions to persons associated with RFS who are also CAMAS representatives range from 0.25% to 1.25% annually, based upon the value of a client’s assets invested in shares issued by a particular mutual fund company. Although not paid directly by the client,

these service fees may affect the value and performance of mutual fund shares that may be held in the client's portfolio.

Whenever possible we try to utilize no load products or transfer existing holding to a custodian (PAS) where we can convert existing investments to a no load or institutional share class.

When we feel the best option is a commission product, we will recommend accordingly, process the transaction through CAMAS and disclosure to the client any commissions or 12b-1 trails received. Normally, we accept trails in lieu of management fees. Currently commission based compensation accounts for less than 10% of our total revenue.

Item 6 Performance Based Fees

N/A

Item 7 Types of Clients

Our clients are primarily individuals with some business owners, corporations, pension/profit sharing plans and trust, estate and charitable organizations.

Item 8 Methods of Analysis, Investment Strategy and Risk of Loss

RFS employs various sources of information for economic trends, fundamental analysis, charting and various technical indicators to determine investment trends.

Then, we develop proprietary asset allocation models and choose specific investment vehicles from mutual funds or ETF's to hopefully take advantage of the identified trends. If we feel market conditions or funds have changed significantly, we will make adjustments to our allocations and/or specific investment vehicles.

Investing in securities involves risk of loss and client should be prepared to bear those potential losses.

Item 9 Disciplinary Actions

None

Item 10 Financial Industry Activities and Affiliations

The principals and associated persons are also registered as representatives with Comprehensive Asset Management And Servicing, Inc. (CAMAS), a broker-dealer and as such may receive commissions for the purchase or sale of securities and/or insurance products.

Comprehensive Asset Management and Servicing, Inc.
2001 Route 46, Suite 506
Parsippany, NJ 07054

RFS is also registered as an insurance agency and may receive commissions from the sale of insurance products. As such, a potential conflict of interest may exist.

Some mutual funds and insurance companies pay service fees to registered representatives for the purpose of encouraging them to service their investment after the initial sale. When those fees are paid, RFS or associated persons generally accept those fees as added compensation. Service fees pursuant to Section 12(b)(1) of the Investment Company Act of 1940 and SEC Rule 12b-1 thereunder, and/or “trailing” commissions to persons associated with RFS who are also CAMAS representatives range from 0.25% to 1.25% annually, based upon the value of a client’s assets invested in shares issued by a particular mutual fund company. Although not paid directly by the client, these service fees may affect the value and performance of mutual fund shares that may be held in the client’s portfolio.

RFS has associated persons who refer clients to RFS to utilize various services offered. RFS charges the normal fees to the client and then shares a portion with the associated person. This sharing relationship is disclosed to the client. Although this represents additional compensation to the associated person, it involves no additional cost to the client.

RFS has working relationships with numerous accounting, legal, pension and insurance companies. When clients are looking for someone to handle these needs, we will refer them to appropriate advisors, some of whom have referred clients to RFS.

RFS may also enter into agreements with other RIA’s to provide certain services and may be compensated accordingly.

RFS may also enter into Solicitor Agreements with various individuals to share planning and/or management fees. Written disclosure between RFS and the solicitor regarding the sharing amount, contract duration and specific responsibilities is provided. Written disclosure is provided and signed by the client outlining the fee sharing arrangement. The client does not pay any additional fees because of this arrangement.

Related persons:

RFS currently provides investment advisor services for clients of certain registered representatives of CAMAS. These representatives are considered related persons. These relationships are disclosed to the client in writing and the client pays no different fee than if contracted directly with RFS. These advisors, like all employees of RFS are expected to follow all policy and procedure guidelines as outlined by the firm.

Item 11 Code of Ethics

Representatives of RFS who are also licensed as securities salespersons of CAMAS may effect transactions in securities for RFS clients, and receive transaction-based compensation through CAMAS for doing so. Compensation for effecting securities transactions is in addition to compensation from advisory fees paid by a client to RFS.

As part of its Code of Ethics, RFS has adopted a “Trading and Brokerage Policy” designed to ensure that the firm acts consistently with its fiduciary duty to clients in obtaining best execution of securities transactions. For the most part, RFS purchases and sells mutual funds or Exchange Traded Funds (ETFs) for its clients at prices which do not vary across markets. RFS executes such transactions for clients through a broker-dealer trading platform operated by PAS and the firm is confident that best execution and a high degree of efficiency are obtained for clients. For other securities transactions, and as described above, RFS works exclusively with Comprehensive Asset Management and Servicing, Inc. (CAMAS) with which RFS principals and representatives are also associated. RFS is confident that CAMAS provides both best execution and a high level of service to RFS and its clients. On an annual basis, RFS reviews this relationship, however, to be certain that its clients’ interests are best served. Brokerage activities outside of mutual funds, ETF’s or annuities account for less than 1% of our revenue.

In the event that RFS employees or related person makes an investment, they would likely use one or more of the same funds that RFS recommends to clients. Employees of applicant may maintain investment accounts on their own. It is likely however, they would utilize the same kinds of investments as being recommended to clients. Firm policies and procedures require disclosure to the Chief Compliance Officer of all such purchases or sales and the firm receives duplicate statements for on-going monitoring of all such trading and investments by related persons in order to assure, among other things, that no related person is advantaged over advisory clients.

RFS will provide a copy of its Code of Ethics to any client or prospective client upon request.

Item 12 Brokerage Practices

RFS principals and associated persons are also registered representatives of CAMAS and effect transactions for clients through CAMAS as their broker-dealer, based on the determination described above that CAMAS provides superior value and service. RFS is also an insurance agency and generally recommends companies it represents. As such, a potential conflict of interest may exist. See also Item 5 (E), Other Compensation.

RFS has working relationships with numerous accounting, legal, pension and insurance companies. When clients are looking for someone to handle these needs, we will refer them to appropriate advisors, some of whom have referred clients to RFS. Other than referrals, no other compensation is received.

Item 13 Review of Accounts

A. Reviews:

For all clients under asset management agreements, asset allocations are reviewed by RFS personnel quarterly, recommendations for any significant modifications to portfolio holdings would be conveyed either in writing or verbally. Performance for individual mutual funds and ETF investments are compared weekly to various industry indexes. Non-performing investments are investigated and recommendations for change are conveyed either verbally or in writing to the clients. At least annually, we try to meet personally or by phone to discuss the asset allocations and any possible changes. For those clients not under ongoing management agreements, their accounts are reviewed annually, as part of their annual update.

B. Reviewers:

All financial planning reviews are prepared by James M. Reed, CPA and Certified Financial Planner, or Amanda E. Lisachenko, Certified Financial Planner.

General Standards of Education or Business Experience:

For representatives of RFS to provide client advice, they must have a college degree with a specialty in business, a minimum of three years of relevant experience in the financial services field and be properly licensed or able to be licensed. Annual continuing education requirements must be met. For those without a college degree, we will look at actual relevant experiences and the three years of financial services business experience would apply as would the requirements to be appropriately licensed and completing annual continuing education requirements.

C. The Nature and Frequency of Regular Reports to Clients on their Accounts.

Clients under ongoing Management Agreements:

Quarterly reports are sent showing securities held, number of shares, type of account, cost basis and current value in addition to any comments RFS may have about any of these assets. The client receives confirmations on any transactions directly from the fund or brokerage firm involved or RFS forwards a copy of the confirmations.

Quarterly asset allocations are reviewed and clients advised of recommended portfolio changes either in writing or verbally. At least annually, we try to meet personally with all managed clients to review their investments and decide on a strategy for the coming year.

Clients not under ongoing Management Agreements:

These clients will receive at least annually a statement similar to management clients and any comments RFS may have about these assets.

Item 14 Client Referrals

RFS has working relationships with numerous accounting, legal, pension and insurance companies. When clients are looking for someone to handle these needs, we will refer them to appropriate advisors, some of whom have referred clients to RFS. No other compensation is involved.

Item 15 Custody

RFS does not maintain custody of any client funds. For any investments that we do have management responsibility for, those assets are held by third party custodians, who regularly send statements directly to the client. RFS involvement is limited to downloading of information from the various custodians, to maintain our databases and to electronically direct custodians to make desired changes.

We withdraw our quarterly management fees directly from the custodian. We do have in place processes and procedures to reconcile the amount of management fee shown on the invoice, which is sent to the client with our quarterly reports, to the amount actually withdrawn from the client accounts.

Item 16 Discretion

For those clients of RFS who enter into Advisory Agreements providing for on-going investment management, RFS is granted limited trading authority to place orders for purchases and sales of securities without obtaining specific client consent. This limited authority constitutes investment discretion, and is utilized by RFS to effect transactions that are necessary or appropriate in response to market conditions and continuing investment determinations designed to achieve client objectives. The discretion granted to RFS includes the authority to determine amounts of securities to be bought or sold for the client, and to make such determinations consistent with asset allocation and other criteria established by the client in its agreement with RFS.

RFS effects all securities transactions through CAMAS, at commission rates, if applicable, established with CAMAS. This authority is granted to RFS under its client agreements, and constitutes “brokerage discretion.” RFS exercises its

brokerage discretion so as to assure best execution of purchases and sales for its advisory clients and maximum value to clients from the relationship between RFS and CAMAS.

The client may authorize RFS limited power of attorney to switch mutual funds, variable annuities or variable life products; however, at no time will RFS have possession of client assets. This limited power may be cancelled at any time.

Item 17 Voting Client Proxies on Securities

Our policy is to not vote client proxies. Since most of our business is in mutual funds or ETF's and those typically are sent directly to the client, it is uncommon for us to get proxy vote requests.

Item 18 Financial Information

N/A

Item 19 Personnel

All personnel providing investment advice currently have Series 6 or 7 licenses, college degrees and the education and business background that is appropriate for the position they hold. All involved personnel also complete annual continuing education requirements to maintain various licensing. The specific personnel are as follows:

James Myron Reed (DOB 1948)

BS Accounting, Kansas State University, MBA Finance, University of Michigan

President of Reed Financial Services, Inc. since 1986.

Registered Representative and Principal with Financial Network Investment Corporation 1989 through March 2011 and with Comprehensive Asset Management and Servicing, Inc. since March 2011.

Licensed as an Investment Advisor Representative in Ohio.

Marsha S. Reed (DOB 1948)

BS Merchandising, Kansas State University

Executive Vice President of Reed Financial Services, Inc. since 1986;

Registered Representative with Financial Network Investment Corp. 1996 through March 2011 and with Comprehensive Asset Management and Servicing, Inc. from April 2011 through December 2013.

Registered Principal with Financial Network Investment Corporation 1998 through March 2011 and with Comprehensive Asset Management and Servicing, Inc. from April 2011 through December 2013.

Frank W. Zalar (DOB 1941)

BS Business Admin., John Carroll University, MBA Ohio State University

Related person with Reed Financial Services, Inc. since 1994.

Registered Representative with Financial Network Investment Corporation 1994 through March 2011 and with Comprehensive Asset Management and Servicing, Inc. since April 2011.

Licensed as an Investment Advisor Representative in Ohio.

Amanda E. Lisachenko (DOB 1973)

BS Family Financial Management, Ohio State University

With Reed Financial Services, Inc. since 1998, Vice President of Investments and Planning at Reed Financial Services, Inc. from 2007 through May 2013, Chief Operating Officer since May 2013.

Registered Representative with Financial Network Investment Corporation October 1999 through March 2011 and with Comprehensive Asset Management and Servicing, Inc. since April 2011.

Licensed as an Investment Advisor Representative in Ohio.

John D. May III (DOB 1981)

BS Finance Services with a concentration in Financial Planning, University of Akron

Senior Financial Analyst at Reed Financial Services, Inc. since 2008. Promoted to Manager of Investments and Planning in May of 2013.

Registered Representative with Comprehensive Asset Management and Servicing, Inc. since April 2012.

Licensed as an Investment Advisor Representative in Ohio.

Marsha Reed, Frank Zalar, Amanda Lisachenko, and John May are all “supervised persons” of RFS as that term is used for regulatory purposes. In the conduct of their business and activities as investment adviser representatives of RFS, each of them is supervised by James Reed in the course of all business and operations of the firm, and who is also the firm’s Chief Compliance Officer. In addition to their respective educational background and business experience information provided above, it is important that you know that James Reed, on an on-going basis, monitors all advice provided to our clients through a number of formal and informal means. James Reed interacts on a daily basis with supervised persons in the firm and periodically with the clients themselves. He regularly reviews client files, and approves all services provided to RFS clients.

Each of the individuals is also a registered representative of CAMAS, and note that CAMAS exercises an independent supervisory function regarding securities activities.

RFS also periodically engages outside legal counsel to independently review policy and procedures to assist management in being compliant with the various regulatory rules and regulations.