

Form ADV Part 2A: Firm Brochure

WORTH CONSIDERING, INC.

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Rochester, NY 14625
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www.worthconsidering.com

March 24, 2015

This brochure provides information about the qualifications and business practices of Worth Considering, Inc. If you have questions about the contents of this brochure, please contact us at 585-389-6197. 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.

References in this brochure to “registered investment advisor” or “registered” do not imply a certain level of skill or training.

Additional information about Worth Considering, Inc. is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The information contained in this brochure has been revised since the last update in January 2014. The following sections have been revised:

- Item 4 has been revised to reflect the firm's assets under management.
- Item 5 has been revised to clarify that the firm may negotiate fees in its sole discretion
- Item 8 has been revised to disclose certain risks involved in the firm's strategies and business model.
- Item 12 has been revised to clarify factors involved in the selection of broker-dealers.

Other information in this brochure has been updated which is not set forth in this summary. Consequently, we urge you to read this brochure in its entirety.

Item 3 – Table of Contents

Item 1:	Cover Page
Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business	4
Item 5: Fees and Compensation	5
Item 6: Performance Based Fees	6
Item 7: Types of Clients	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	8
Item 10: Other Financial Industry Activities and Applications	8
Item 11: Code of Ethics, Participation or Interest in Client Transactions	8
Item 12: Brokerage Practices	9
Item 13: Review of Accounts	10
Item 14: Client Referrals and Other Compensation	10
Item 15: Custody	10
Item 16: Investment Discretion	10
Item 17: Voting Client Securities	10
Item 18: Financial Information	10
Item 19: Requirements for State Registered Advisors	11
Brochure Supplement	13

Item 4 – Advisory Business

Advisory Firm and Principals. Worth Considering, Inc. (“Worth Considering,” “we,” “our,” or “us”) is New York corporation established in May 2011 offering fee-only investment advisory and financial planning firm. David S. Peartree, J.D., CFP® is the sole owner.

Advisory Services Offered. We may offer all or any combination of the investment advisory and financial planning services described below.

Investment Advisory Services. We provide clients with investment management services with respect to their investment accounts. Our clients are primarily individuals and families, but we also offer services to trustees, executors, qualified retirement plans, and business entities.

We construct individualized portfolios based on our assessment of a client’s risk profile, investment objective(s), time horizon, withdrawal or spending needs, account restrictions (if any), and overall financial situation. Portfolios generally consist of mutual funds (either no-load or load waived, sometimes referred to as “load-at-NAV”) and exchange-traded funds (ETFs). We do not generally recommend or use individual equity or fixed income securities, although client accounts may hold them. The client may place reasonable restrictions on the types of investments to be held in the portfolio, provided that such restrictions are agreed upon in writing.

Financial Planning Services. Other financial planning services may be provided based on a client’s needs and objectives and the level of services desired. These services may be provided on a one-time or continuous basis. Depending on the particular circumstances, financial planning services may be comprehensive in nature or limited to specific issues or concerns.

For example, a comprehensive financial analysis could include a review of a client’s overall financial condition, income and tax status, personal and business assets, insurance needs, risk profile, retirement planning, estate planning, and other factors unique to a client’s particular circumstances. We may also offer advice regarding the rearrangement of cash flow in order to fund certain long-term objectives such as education planning, purchasing real estate, or retirement.

We may identify legal or tax issues you need to address and coordinate with other professionals to ensure that these issues are properly addressed. We do not, however, render legal, tax or accounting advice or prepare any legal documents for clients. We may refer clients to an accountant or attorney for development of tax or estate plans. The client’s personal attorney is solely responsible for providing legal advice and documents. The client’s personal tax adviser or accountant is solely responsible for any tax or accounting advice.

Financial planning services may also take the form of investment advice in situations where investment accounts are not held with a custodian with whom we have a relationship and, therefore, where we do not provide ongoing investment management. For example, these services may include advice regarding asset allocation, investment portfolio construction, investment selection, performance review, or other services as agreed upon.

No Wrap Fee Programs. We do not participate in wrap fee programs. A wrap fee account is one in which a single fee is paid for all advisory services and transactions.

Assets Under Management. As of January 23, 2015, Worth Considering managed approximately \$29,000,000 on a discretionary basis.

Item 5 – Fees and Compensation

How We are Compensated

Investment Advisory Services. Our fees are typically based on a percentage of assets managed. The annual fee is calculated and payable quarterly, in advance, based on the aggregate market value of the assets under management as of the close of business on the last business day of the preceding calendar quarter. Fees are either deducted directly from a client account or, at the client's request, may be billed separately.

The first billing will be calculated based on the account value when we determine that the assets under management are held by the custodian and the account is available for trading.

A client will receive a full refund of fees paid in the event the client terminates the agreement with us within five business days after signing. If a client terminates after the first five days, fees will be credited back on a prorated basis for the unused portion of the quarter.

Our fees generally follow the following fee schedule:

Assets Under Management	Annual Fee Rate
On the first \$500,000	1.00%
On the next \$500,000	0.75%
Over \$1 million	0.50%

We reserve the right in our sole discretion to negotiate fees on case by case basis. As a result, actual fees may be less than as stated above. The actual fee is set forth in the client agreement. There is a minimum annual fee of \$2,500 on all accounts set up under this program.

Investment management services may also be billed on a fixed fee arrangement, billed quarterly, as agreed upon and set forth in the client agreement.

Financial Planning Services. Financial planning services are generally charged an hourly rate of \$250 per hour, or on a fixed fee basis. Fees are negotiable and will vary depending upon the complexity of your situation and the scope of services to be provided. Fees are billed after the services are performed and are due upon receipt of the bill.

Negotiation of Fees. As set forth above, we may in our sole discretion negotiate fees on a case-by-case basis. This may be based upon a variety of factors, including the nature and complexity of the services, the nature or history of the client relationship, and the size of the account.

Other Fees and Expenses

Our investment management fees do not include certain other fees and expenses. The client pays all brokerage commissions and similar transaction fees in connection with account transactions from the

assets in the account. These fees are charged directly by and paid to the custodian. In addition, mutual funds and exchange-traded funds have an expense ratio that represents the percentage of the fund's asset value charged as an expense for operating the fund. Mutual fund shares or ETF shares in a client's account may be subject to other fees and expenses that are described in the fund prospectus. These other fees and expenses are not paid to us.

Fee-Only Compensation

We are fee-only advisors. We do not accept commissions or other compensation, including asset-based sales charges or service fees, in connection with the purchase or sale of mutual funds or other investment products. See Item 12 of this Form ADV Part 2A for more discussion of our Brokerage Practices.

Item 6 – Performance Based Fees

We do not charge performance-based fees that are based on a share of the capital gains on, or appreciation of, a client's assets.

Item 7-Types of Clients

We provide investment advisory and financial planning services primarily to individuals, but also to trusts, estates, pension and profit sharing plans, corporations or other business entities. Our minimum account size is \$250,000, but this can be waived on a case-by-case basis at our discretion. We do not have a minimum account size for financial planning services.

Item 8-Methods of Analysis, Investment Strategies, and Risk of Loss

Investment Strategies. We believe that investors can reach their investment objectives by efficiently capturing market returns rather than by attempting to outperform the markets. We generally recommend index-tracking funds for the portfolios we manage. Index funds are mutual funds or exchange-traded funds (ETFs) that aim to achieve the same return, as near as possible, as a particular market index at a lower cost and with greater tax efficiency than a comparable actively managed fund. We believe that index funds are especially useful for taxable accounts because they generally experience relatively low turnover and are generally more tax efficient than actively managed mutual funds.

Our investment strategies principally rely on the basic principles of asset allocation and diversification. **Asset allocation** generally refers to the decision to invest across multiple asset classes with the aim of balancing risk and return. We believe that the decision setting the allocation among various asset classes, such as stocks, bonds and cash, and their respective sub-classes, is the single most important determinant of portfolio performance. We believe it is more important, over the long-term, than individual security selection. **Diversification** refers to investing broadly within an asset class by using a number of investments to minimize the impact of poor performance of an individual security on the overall portfolio.

Asset allocation and diversification are primarily risk management techniques, but they also attempt to produce higher portfolio returns at a lower level of risk than can be achieved by any individual investment in the portfolio. This is based on the concept of constructing a portfolio of different kinds of investments that have a low or negative correlation. Correlation refers to the tendency of one asset to

move in relation to another. A basic objective of portfolio construction is to reduce risk in the form of portfolio volatility by combining assets that do not move up or down at the same time or to the same degree.

Asset allocation and diversification are basic principles of what is known as Modern Portfolio Theory. Modern Portfolio Theory focuses on the relationship of all the investments in a client's portfolio and uses various measures to build a portfolio that has the highest probability of achieving optimal performance at an acceptable level of risk. Modern Portfolio Theory emphasizes that risk is an inherent part of a higher investment return, although greater risk does not necessarily lead to higher returns.

Rebalancing is a related investment strategy that builds upon the principles of asset allocation and diversification. It refers to the periodic adjustment of a portfolio to its intended asset allocation. Rebalancing aims to reallocate gains, minimize portfolio volatility, especially the drawdown in portfolio values during market corrections, and thereby enhance long-term returns.

We determine an appropriate allocation for a client taking into consideration: the client's general financial situation, investment objectives, risk profile, time horizon, liquidity needs and the need for withdrawals. The aim is to seek a level of expected return proportionate to the level of risk appropriate for the client.

Methods of Analysis. We use various sources of information to analyze and select investments, including: research and analysis provided by Morningstar or other sources; investment and financial journals, publications and subscriptions; professional conferences, meetings and continuing education; and other news and commentary from various sources including The Wall Street Journal, Barron's, and the World Wide Web.

Risk of Loss. Every investor faces risk of loss that can take various forms. The most basic risk faced by all investors is **market risk**. This refers to the risk that the market for an asset class declines in value and affects all securities in that asset class in a similar way. When pursuing strategic long-term investing strategies we are assuming the financial markets will go up in the long-term, which may not be the case. Market risk applies to any asset class, not just stocks. It is a risk that cannot be eliminated even by diversification. A related form of risk of loss is **variability of returns**. This refers to the risk that the client's investments will fluctuate in value over time and may be worth less than the original investment when sold or redeemed, even if the long-term trend has been upward. Financial markets and a client's specific investment may experience varying degrees of volatility and fluctuation in value. While we attempt to mitigate these risks by using asset allocation strategies, asset allocation involves assumptions based on the historical performance of different asset classes. There is a risk that an asset class does not perform in a similar way, or that the assumptions on which we rely may be proved incorrect in the future. Consequently, there is no guarantee that an asset allocation strategy will meet its investment objective or that a portfolio will not suffer losses.

Investing in mutual funds or ETFs may involve various specific risks, of which the following are examples:

1. **Manager risk.** The risk that the fund's investment adviser will fail to execute the fund's stated investment strategy or fail to meet its objective. This risk is greater with actively managed funds and is minimized with index-based funds.

2. **Inflation risk.** The risk that the rate of price increases in the economy deteriorates the returns associated with the fund. Inflation is a particular risk with bonds and other types of fixed income that become less valuable as inflation increases.
3. **Interest rate risk.** This is the risk that the market value of bonds will go down when interest rates go up. Bond prices generally have an inverse relationship to interest rates.
4. **Tracking error risk.** This risk is specific to index mutual funds and ETFs. Tracking error measures the discrepancy between the fund's returns and the returns of the target index.
5. **ETF trading risks.** Because ETFs are bought and sold like stocks, the spread between the bid price and ask price is an additional cost and, therefore, a risk for investors. Another trading risk involves ETFs trading at a premium or discount to the value of the underlying securities. Yet another risk is the potential for improper trade execution and the risk that a trade executes at other than the intended price. These trading risks are one important way in which ETFs differ from comparable mutual funds.

Please see the appropriate mutual fund or ETF prospectus and statement of additional information for additional risk information.

Key Person Risk. Primary responsibilities for the management of the firm's clients' assets are made by David Peartree, the firm's President. As a result, the continuation of the firm's advisory services to clients is dependent heavily upon the ability of Mr. Peartree to provide investment advice. Consequently, in the event of Mr. Peartree's death or permanent disability, the firm may be unable to furnish investment advice to its clients.

Investing in any security involves risk of loss that the investor should be prepared to bear.

Item 9-Disciplinary Information

We have not been involved in any legal or disciplinary events related to past or current investment advisory clients under either our current name or any prior name.

Item 10 – Other Financial Industry Activities and Affiliations

Worth Considering, Inc. is not registered and does not have any application pending to register as any of the following: 1) a broker-dealer (or a registered representative of a broker-dealer), 2) a futures commission merchant, 3) a commodity pool operator, 4) a commodity trading advisor, or 5) an associated person of any of the foregoing entities.

We do not have any material conflicts of interest with any related persons or other investment advisors. We do not receive compensation from other advisors.

Item 11 – Code of Ethics

Worth Considering, Inc. has adopted the Code of Ethics and Professional Responsibility adopted by the Certified Financial Planner Board of Standards. This standard consists of two parts, the Principles and the Rules. Principles reflect the high standards required of certified financial planners in the areas of integrity, objectivity, competence, fairness, confidentiality, professionalism and diligence. The Rules are the application of these Principles. Clients may request a copy of the firm's Code of Ethics by contacting David Peartree.

Item 12 – Brokerage Practices

How We Select Custodians or Brokers

We seek to recommend custodians that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including:

- combination of transaction execution services and asset custody services
- capability to execute, clear, and settle trades
- capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.)
- breadth of available investment products (mutual funds, exchange-traded funds (ETF's), stocks, bonds, etc.)
- quality of services
- competitiveness of the price of those services (commission rates, interest rates, other fees, etc.) and the willingness to negotiate the prices
- reputation, financial strength, and stability
- prior service to our clients and to us

We generally recommend, but do not require, the use of Charles Schwab & Co., Inc. ("Schwab") as custodian. In making the determination to use Schwab, our objective is not necessarily to obtain the lowest possible cost, but to obtain the best qualitative execution having considered the foregoing factors. It is possible that another custodian can provide more favorable execution of transactions or that another custodian may cost less.

Schwab or other custodians we may recommend allow access to a broad range of investment products, execution of securities transactions, custody of client assets, as well as various products and support services. These products and services may benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and may include:

- investment research
- software and other technology
- educational conferences and events
- consulting on technology, compliance, legal, and business needs
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants, and insurance providers.

A potential conflict of interest exists in that we may have an incentive to recommend certain custodians based on our interest in receiving services that benefit our business rather than based on the client's interest in receiving the best value in services and the most favorable execution of transactions. We believe, however, that our recommendations are in the best interest of our clients. Our recommendations are primarily supported by the scope, quality, and price of services provided to our clients; they are not based on services that benefit only us.

Trades

We do not “bunch” or aggregate trades. The aggregation and allocation practices of mutual funds and third party managers that we recommend are disclosed in the respective mutual fund prospectuses and third party manager disclosure documents which will be provided to the client, if applicable.

Item 13-Review of Accounts

Clients’ investment accounts and financial plans are reviewed periodically, not less than annually and as frequent as quarterly. Reviews include, when warranted, recommended changes to the investment or financial plan, and changes to the asset allocation and investment selection.

Item 14-Client Referrals and Other Compensation

We are not paid referral fees to refer clients to a custodian or broker-dealer. However, as set forth in Item 12 above, we may receive some benefits from our clients’ custodians as a result of client assets being directed to such custodians or broker-dealers. While our recommendation for the use of such custodians may create a potential conflict of interest, we believe our recommendations are in the best interest of our clients and are not based on benefits available to us. We do not pay referral fees to third parties.

Item 15-Custody

We do not maintain actual custody of client assets, but instead custody your assets with a qualified custodian. The client will receive account statements directly from the qualified custodian at least quarterly. The client should carefully and promptly review those statements promptly when they are received. We also encourage clients to compare account statements to any periodic reports received from us.

Item 16-Investment Discretion

We manage investment accounts on a discretionary basis. Our discretionary authority is based on the investment advisory agreement which allows us to determine, without obtaining specific client consent for each trade, the specific securities and the amount of securities to be bought or sold subject to our determination of the suitability of the securities for a client. Clients may place reasonable restrictions on investments to be held in the portfolio provided such restrictions are agreed upon in writing.

Item 17-Voting Client Securities

We do not have the authority to vote proxies solicited by or with respect to the issuers of securities held in client account(s). Please contact us at any time with questions regarding proxy solicitations. Proxies will be sent to the client by the custodian and not by us.

Item 18-Financial Information

Not applicable. We do not require or solicit prepayment of fees more than six months in advance nor do we exercise discretion over any client accounts. Neither Worth Considering, Inc. nor David S. Peartree, J.D., CFP® has been the subject of a bankruptcy petition at any time during the past ten years or at any time.

Item 19-Requirements for State-Registered Advisers

David S. Peartree, JD, CFP® is the sole shareholder of Worth Considering, Inc. and the principal advisor and financial planner. Mr. Peartree holds a Juris Doctor from George Washington University School of Law, Washington, D.C., and a B.A. in Political Science from the College of the Holy Cross, Worcester, Massachusetts. He has been a practicing financial advisor since 2005. He has been a certified financial planner since 2006.

Prior to 2004, Mr. Peartree was engaged in the private practice of law for approximately 20 years, concentrating his practice in the areas of estate planning and administration, business transactions, general business counseling, and related tax issues. He is not currently actively engaged in the practice of law. Mr. Peartree is not actively engaged in any other business activity apart from those activities disclosed in this Form ADV, Part 2A.

Neither Worth Considering, Inc. nor Mr. Peartree is compensated for advisory services with performance-based fees. Neither Worth Considering, Inc. nor Mr. Peartree has been involved in any of the following events: an award or otherwise found liable in any arbitration claim alleging damages, or an award or otherwise found liable in a civil, self-regulatory organization, or administrative proceeding, involving any of the following:

1. an investment or investment-related business activity,
2. fraud, false statement(s), or omission(s),
3. theft, embezzlement, or other wrongful taking of property,
4. bribery, forgery, counterfeiting, or extortion, or
5. dishonest, unfair, or unethical practices.

Neither Worth Considering, Inc. nor Mr. Peartree has any relationship or arrangement with any issuer of securities.

Additional information pertaining to his formal education and business background is found in the brochure supplement (Part 2B of Form ADV).

Form ADV Part 2B

Brochure Supplement

Firm

**Worth Considering, Inc.
160 Linden Oaks
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585-389-6197**

Supervised Person

**David S. Peartree, J.D., CFP®
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This brochure supplement provides information about David S. Peartree, J.D., CFP® that supplements the brochure of Worth Considering, Inc. You should have received a copy of that brochure. Please contact David S. Peartree, J.D., CFP® if you did not receive the brochure of Worth Considering, Inc. or if you have any questions about the contents of this supplement.

Additional information about David S. Peartree, J.D., CFP® is available on the SEC's website at www.adviserinfo.sec.gov.

March 24, 2015

David S. Peartree, J.D., CFP®

Educational Background and Business Experience

Born 1957

College of the Holy Cross, Worcester, MA
B.A. Political Science, 1979

George Washington University School of Law, Washington, D.C.
Juris Doctor, 1983

Business experience for the last 5 years:

1. Principal, Worth Considering, Inc. (2011-present)
2. Financial Advisor (through 2011)
Ciccarelli Advisory Services, Inc., a registered investment advisor
110-E Linden Oaks
Rochester, NY 14625
3. Registered representative (through 2011)
FSC Securities, Inc.
4. Partner (inactive), Peartree & Peartree LLP, attorneys-at-law (through 2011)

Certified financial planner since 2006. The CFP® certification requirements are as follows:

1. Education: CFP® professionals must develop their theoretical and practical financial planning knowledge by completing a comprehensive course of study at a college or university offering a financial planning curriculum approved by CFP Board. Other options for satisfying the education component include submitting a transcript review of previous financial planning-related course work to CFP Board for review and credit, or showing the attainment of certain professional designations or academic degrees.
2. Examination: CFP® practitioners must pass a comprehensive two-day, 10-hour CFP® Certification Examination that tests their ability to apply financial planning knowledge in an integrated format. Based on regular research of what planners do, the exam covers the financial planning process, tax planning, employee benefits and retirement planning, estate planning, investment management and insurance.
3. Experience: CFP® professionals must have three years minimum experience in the financial planning process prior to earning the right to use the CFP® certification marks. As a result, CFP® practitioners possess financial counseling skills in addition to financial planning knowledge.
4. Ethics: As a final step to certification, CFP® practitioners agree to abide by a strict code of professional conduct, known as CFP Board's *Code of Ethics and Professional Responsibility*, that sets forth their ethical responsibilities to the public, clients and employers. CFP Board also performs a background check during this process, and each individual must disclose any investigations or legal proceedings related to their professional or business conduct.

Disciplinary Information

David S. Peartree, J.D., CFP® has not had any legal or disciplinary action brought against him at any time, including any time during which he was associated with Peartree & Peartree LLP or FSC Securities, Inc. For purposes of this disclosure, legal or disciplinary actions includes: a criminal or civil action in a domestic, foreign or military court of competent jurisdiction; an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority; a self-regulatory (SRO) proceeding; or any other proceeding in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.

Other Business Activities

David S. Peartree, J.D., CFP® is not engaged in any investment-related business or occupation, other than in connection with Worth Considering, Inc.

Additional Compensation

Other than clients, no one provides any economic benefit to David S. Peartree, J.D., CFP® for providing advisory services.

Supervision

David S. Peartree, J.D., CFP® is the principal and sole shareholder of Worth Considering, Inc.

Requirements for State-Registered Advisers

David S. Peartree, J.D., CFP® has not been involved in any arbitration, civil proceeding, administrative proceeding, or proceeding of a self-regulatory organization at any time. He has not been the subject of a bankruptcy petition at any time.