



Pacific Value, LLC

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Investment Advisor Information

Form ADV Part 2: Uniform Application for Investment Adviser Registration

This brochure provides information about the qualifications and business practices of Pacific Value, LLC. If you have any questions about the contents of this brochure, please contact us at 208-331-2315. 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 Pacific Value, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Pacific Value, LLC is 147086

Pacific Value, LLC 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

On August 12, 2010, the United State Securities and Exchange Commission (the “SEC”) published “Amendments to Form ADV”. The new amendments require more information in our Brochure than in the past. The amendments also require us to write our Brochure in “plain English”.

This new Brochure, in addition to having a different look, contains substantially more information than prior Brochures. It is intended to comply with the new requirements. You should consider this Brochure to be materially different from our prior documents. Please review all of it carefully. It is intended to aid you in deciding if you wish to entrust your investing to us.

Additionally, this “Summary of Material Changes” section of the Brochure will address only material changes since our Brochure was last delivered to you or posted on the SEC’s website. (See the cover for the SEC website address.) We will provide updates regarding material changes, if any, at least annually. If we have no material changes this Brochure will remain current.

Material Changes:

Since the last update in March 2022, we have changed the content of the Form ADV Part 2A filling.

Additional copies of this Brochure are available without charge from the SEC website. You may also direct a request

Pacific Value is considered to have custody over certain assets where Standard Letters of Authorization are used to conduct transfers to one or more third parties specifically designated by the client

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Advisory Business

Pacific Value, LLC is an SEC-registered independent Investment Advisor. We provide asset management and advice to individuals, families, retirement plans, and small institutions. Pacific Value was created in 2008 and is owned by two holding companies, Fredback Capital, Inc. and Ferguson Capital, Inc. Fredback Capital, Inc. is owned and controlled by Mark Fredback. Ferguson Capital, Inc. is owned and controlled by Scott Ferguson.

As part of its wealth management business, Pacific Value, LLC provides investment advice to its clients under a discretionary arrangement wherein a client grants Pacific Value, LLC the discretion and authority to supervise, invest and trade client assets placed under its management in a manner consistent with established client objectives and guidelines.

Pacific Value, LLC pursues a value oriented approach to investment management. This approach may lead us to establish concentrated positions in industries or sectors Pacific Value, LLC views as undervalued. See Methods of Analysis, Investment Strategies and Risk of Loss on page 3 for more information.

Pacific Value, LLC will endeavor to tailor our advisory services to meet the specific needs of each and every client. In order to determine a suitable course of action for an individual client, we regularly inquire about your investment goals, time horizon, and risk horizon.

Clients may impose restrictions on investing in certain securities or types of securities.

Pacific Value, LLC does not participate in wrap fee programs.

As of January 31st 2024, Pacific Value, LLC managed \$156,000,000 in assets on a discretionary basis.

Fees and Compensation

Pacific Value, LLC collects an asset management fee for each account. The fee is a percentage of the assets under management at the beginning of a quarter, including positions in cash and treasury securities. In certain instances, our advisory fees may exceed the interest that is earned on these cash and treasury positions.

All fee arrangements are negotiable at our sole discretion. Specific fee arrangements will be set forth in your Advisory Agreement with us.

Pacific Value's charges a flat fee. Our standard fee schedule is as follows:

1.40% on assets under \$299,999
1.15% on assets between \$300,000 and \$499,999
1.00% on assets between \$500,000 and \$2,000,000
Fees on assets in excess of \$2,000,001 are negotiable

Pacific Value, LLC deducts annual fees from your assets. We collect approximately one-fourth of the fee quarterly based on the account value at the beginning of the quarter.

In addition to our service fees, you will pay transaction fees (commissions) to your custodian or broker-dealer for executing securities transactions and charges for special services elected by you or Pacific Value, LLC. These fees may include, but are not limited to:

- Periodic distribution fees
- Electronic fund and wire transfer fees
- Certificate delivery fees
- Reorganization fees

- Account transfer fees
- International security transfer fees
- Overnight mail and check fees
- Rule 144 transfer fees
- Transfer agent fees

Investment Company Fees

Investment company funds (e.g., mutual funds or ETFs) that are held by you will bear their own internal transaction and execution costs, as well as directly compensate their investment managers along with internal administrative services. Some funds pay 12b-1 fees, distribution fees, and/or shareholder service fees to broker-dealers that offer investment company funds to their clients. These fees affect the net asset value of the fund shares and are indirectly borne by fund shareholders such as you.

Some fund companies have imposed a redemption fee. A redemption fee is another type of fee that some funds charge their shareholders when shares are sold or redeemed within a short period of time from the purchase of the fund shares. Although a redemption fee is deducted from redemption proceeds just like a deferred sales load, it is not considered to be a sales load. Unlike a sales load, which is generally used to compensate brokers, a redemption fee is typically used to defray fund costs associated with a shareholder's redemption and is paid directly to the fund, not to a broker. The SEC generally limits redemption fees to 2%. In most cases, the funds will use the "first-in, first-out" (FIFO) method to determine the holding period. Under this method, the date of the redemption will be compared with the earliest purchase date of shares held in the account. While it is not the general practice of Pacific Value to sell client's securities in a period that would generate a redemption fee we might do so if we believe the sale is in your best interests, or if fund shares must be redeemed to pay fees from the account. (Please see Brokerage Practices on Page 5).

If your advisory contract is terminated before the end of the pre-paid billing period, we will refund the unearned portion of the fee. The refund will be prorated based on billing days remaining when the account transfers out of Pacific Value, LLC's institutional platform with our chosen Broker-Dealer.

Neither Pacific Value, LLC nor our supervised persons accept compensation for the sale of securities or other investment products (including asset-based sales charges or service fees from the sale of mutual funds) inside your managed account.

Performance-Based Fees and Side-by-Side Management

Pacific Value, LLC does not, nor do our supervised persons, accept performance-based fees (fees based on a share of capital gains or capital appreciation within your account).

Types of Clients

We provide fiduciary investment advice and management to individuals, pension and profit sharing plans, trusts, and small corporations.

Pacific Value, LLC generally requires a minimum account size of \$1,000,000. Pacific Value, LLC may waive this minimum at its sole discretion.

Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis:

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis.

Fundamental analysis involves the attempt to identify the intrinsic value (i.e. the actual, true/real value) of an investment instrument by examining any related economic, financial, and other quantitative/qualitative factors relevant to that instrument. Fundamental analysis can take into account anything that may impact the underlying value of the instrument. Examples of such things may include large-scale economic issues such as the overall condition or current cycle of the economy, industry-specific or sector-specific conditions, etc. Other company/issuer-specific factors may also be taken into consideration such as the company's/issuer's current financial condition, management experience and capabilities, legal/regulatory matters, the overall type and volume of current and expected business, etc.

One of the goals of fundamental analysis is to attempt to derive a value that can be compared to the current market price for a particular financial instrument in hopes of determining whether the instrument is overpriced (time to sell) or underpriced (time to buy).

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses.

Investment Strategies:

The significant investment of strategies Pacific Value, LLC include:

Long-term purchases (securities held at least one year).

Typically we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases (securities sold within a year).

When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time frame. We do this in an attempt to take advantages of conditions that we believe will soon result in a price swing in the securities we purchase for the benefit of client accounts.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading (securities sold within 30 days).

While generally not used, Pacific Value, LLC may utilize short-term trading as part of our investment strategy. When we purchase securities for client accounts with the idea of selling them very quickly, we do so in an attempt to take advantage of our predictions of brief price swings.

Utilizing a short-term trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize. Moreover, under such circumstances, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or the potential of having to take a loss.

In addition, because this strategy involves more frequent trading than does a longer-term strategy, there will be a resultant increase in brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Investing in securities or other investment products involves the risk of loss and you should be prepared to bear such losses.

Concentration of Purchases in one type of Industry or Sector or Security

Pacific Value, LLC may concentrate investments in a particular sector or industry if our fundamental analysis concludes the opportunity is attractive. Concentration in an industry or sector could lead to a potential loss that the client should be prepared to bear.

Risk of Loss

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Securities investments are not guaranteed and you may lose money on your investments. Annual discussions about your investment policy will help us understand your tolerance for risk.

When Pacific Value, LLC finds few values as a result of its fundamental analysis, we are comfortable holding cash. When we determine overall valuations of stocks and bonds to be at very elevated levels, the firm may hold high levels of cash and Treasury Securities in client accounts. There is a risk that cash and Treasury Securities may lose real value due to inflation over time.

Disciplinary Information

Pacific Value, LLC has no past or current legal and/or disciplinary issues.

The Securities and Exchange Commission requires all registered investment advisors to disclose material facts about any legal or disciplinary event that is material to a client's (or prospective client's) evaluation of the integrity of the advisor or its management personnel.

Other Financial Industry Activities and Affiliations

Pacific Value does not have any material business affiliations within the financial services industry.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Pacific Value, LLC has adopted a Code of Ethics (the "Code") which sets forth high ethical standards of business conduct. All employees must comply and follow the Code of the firm. Each employee signs an annual affidavit that 1) they are in receipt of the firm's Code and 2) they are in compliance with all stipulations found in the document.

The Code governs matters for Pacific Value, LLC including but not limited to the following: Anti-Money Laundering, Books and Records, Conflicts of Interest, Personal Trading, Privacy, Standards of Business Conduct.

Pacific Value, LLC employees may trade in positions we buy or sell for clients. This may create a conflict of interest if we receive a better price or already own a security that clients are buying. We mitigate this risk by reviewing all employee trades, using a block account for trades and ensuring that clients always receive best pricing.

The Code is updated on an annual basis to reflect changes in regulatory, procedural or best practice policies. Additionally, the firm maintains an annual Compliance Program Review Checklist and Report to audit the firm's practices.

An updated copy of our Code of Ethics is available upon request.

Brokerage Practices

Pacific Value utilizes Trade-PMR, Inc. ("Trade-PMR") for brokerage and trade execution services. Trade-PMR clears trades and custodies assets with First Clearing, FINRA member broker-dealers. First Clearing is a trade name used by Wells Fargo Clearing Services, LLC., a non-bank affiliate of Wells Fargo & Company. Trade-PMR acts as an introducing broker dealer on a fully disclosed basis. Trade-PMR and First Clearing are members of SIPC and are unaffiliated registered broker dealers and FINRA members. The brokerage commissions and/or transaction fees charged by Trade-PMR or any other designated broker-dealer are exclusive of and in addition to Pacific Value's fee. Pacific Value regularly reviews these programs to seek to ensure that its recommendation is consistent with its fiduciary duty. Factors which Pacific Value considers in recommending Trade-PMR and First Clearing or any other broker-dealer or custodian to clients include their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by these brokers may be higher or lower than those charged by other broker-dealers.

In addition, Trade-PMR provides Pacific Value with access to its institutional trading and custody services, which are typically not available to retail investors. These brokerage services include the execution of securities transactions, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Additionally, Pacific Value may receive the following benefits from Trade-PMR: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocates the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Research and Other Soft Dollar Benefits

Pacific Value, LLC does not have any formal or informal arrangements or commitments to utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

Brokerage for Client Referrals

Pacific Value, LLC does not participate in any formal or informal arrangements wherein we receive client referrals from any particular broker-dealer in return for selecting or recommending such broker-dealer.

Directed Brokerage

The Firm does not have a broker-dealer affiliate or another economic relationship that may cause a conflict of interest.

Clients may direct Pacific Value, LLC to use a particular broker-dealer (subject to our right to decline such a request) to execute some or all transactions for your account or otherwise on your behalf. In such an event, we will not negotiate terms and arrangements for the account with the other broker-dealer, and we will not seek better execution services or prices from other broker-dealers or be able to “batch” the transactions for execution through other broker-dealers with orders for other accounts we manage. As a result, you may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Trade Allocation and Aggregation

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients.

Our firm's policy is to aggregate client transactions where possible and when advantageous to clients. In these instances clients participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. Advisers will consider which accounts will be included in the transaction based upon each client's investment objectives and suitability considerations. When pro-rata allocation is not deemed the most advantageous allocation method for clients, Pacific Value, LLC will utilize a rotational method for allocation.

Review of Accounts

While the underlying securities within individual client accounts are continually monitored, accounts are reviewed quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Pacific Value, LLC's Principals Mark Fredback and Scott Ferguson, CFA conduct the account reviews.

In addition to the monthly statements and confirmations of transactions that clients receive from their custodian, we provide quarterly reports summarizing account performance, balances and holdings.

Client Referrals and Other Compensation

As noted in Brokerage Practices, Pacific Value will receive additional benefits from Trade-PMR which includes electronic systems that assist in the management of Pacific Value client accounts, access to research, the ability to directly debit client fees, software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), pricing information and other market data, assist with back-office functions, recordkeeping and client reporting.

Pacific Value, LLC is not currently a party to, but may enter into third party marketing arrangements whereby it pays referral fees to persons or entities that refer clients to the firm. The marketing arrangements will be consistent with Rule 206(4)-3 of the Investment Advisers Act as amended. Under no circumstances will the client be disadvantaged by the payment of such fees. Clients of the firm whose accounts involve third party marketing arrangements would be advised of the arrangement and would not pay higher fees as a result of the arrangement.

Custody

As disclosed in the "Fees and Compensation" section of this Brochure, Pacific Value, LLC will directly debit advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Pacific Value, through use of standing letters of authorization (SLOA), can disburse funds to one or more third parties as specifically designated by clients. By this definition, we have custody of client assets who use SLOA to receive or send funds.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to the custodian statement to ensure that all account transactions, holdings and values are correct and current.

Investment Discretion

In connection with our investment advisory services, we will generally seek and obtain your authorization to carry out part of our services on a purely discretionary basis. We will memorialize your authorization of our discretionary authority in our investment advisory agreement.

If you have authorized us to do so, we will exercise discretion over the following areas.

- 1) The specific securities to be bought or sold on the client's behalf
- 2) The amount of securities to be bought or sold on the client's behalf
- 3) Timing as to when such securities are to be bought or sold
- 4) The particular broker or dealer to be used for arranging client securities transactions

We will have authority to exercise complete discretion with regard to the above named factors without restriction. As may be separately agreed to in writing, we will observe any other specific limitations that may be imposed by you in relation to this discretionary authority.

Voting Client Securities

It is Pacific Value, LLC's policy not to accept voting authority over any client's proxies. Clients will receive their proxies directly from their custodian. Clients can contact Pacific Value, LLC by phone or in writing with questions about a particular solicitation.

Financial Information

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. As a result, we are not required to provide our clients with a copy of our balance sheet from our most recently completed fiscal year.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Pacific Value, LLC has no such financial circumstances to report.

Pacific Value, LLC has not been the subject of a bankruptcy petition at any time during the past ten years.