



Capasso Planning Partners LLC

Form ADV Part 2A
Disclosure Brochure
March 28, 2024

This brochure provides information about the qualifications and business practices of Capasso Planning Partners LLC. If you have any questions about the contents of this brochure, please contact us at (843) 608-8487 or by email at charlie@capassoplanningpartners.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 Capasso Planning Partners LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

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Item 2: Material Changes

Material changes relate to Capasso Planning Partners LLC's policies, practices or conflicts of interests. Capasso Planning Partners LLC has the following material changes to report.

This brochure includes changes since our last brochure dated March 24, 2023, however none are considered material.

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Item 4: Advisory Business

Description of Advisory Firm

Capasso Planning Partners LLC (hereinafter “CPP LLC”) is a Limited Liability Company organized in the State of South Carolina. The firm was formed in January 2018 and has been in business since April 2018. The principal owner is Charles Dustin Capasso with Daniel Callahan owning a minority interest.

Types of Advisory Services

Portfolio Management Services

CPP LLC offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. CPP LLC creates an Investment Policy Statement for each client and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation.

CPP LLC evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. CPP LLC will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. However, CPP LLC take each client through an investment education process along with the planning process so each client understands the strategy from the onset of the relationship.

Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

CPP LLC seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of CPP LLC's economic, investment or other financial interests. To meet its fiduciary obligations, CPP LLC attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, CPP LLC's policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is CPP LLC's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Financial Planning Services

Financial plans and financial planning may include but are not limited to investment planning, insurance planning, tax planning, estate planning, retirement planning, education planning, employee benefits planning, charitable gift planning, credit planning, debt strategies, income, spending, budgeting, savings, and credit card reward analysis.

These services may include the following three steps:

1. **Initial Consultation:** Assess current financial situation and discuss the financial planning process and services.
2. **Detailed Meeting:** Review financial situation in depth to understand client's financial goals and concerns.
3. **Client Recommendation Meeting:** Deliver and client walkthrough of financial plan, including current net worth (Balance Sheet), goals, and action items.

Ongoing Financial Planning Services

If providing ongoing financial planning services, CPP LLC will provide the following:

- Quarterly check-ins with clients to assess financial plan, implementation of the plan, limitations, adjustments needed, and assess new variables in a client's financial picture.
- End of Year meeting to discuss financial plan.
- A live copy of the plan through CPP LLCs financial planning tools. Client may or may not receive a written financial plan, depending on their particular needs and requests.

Selection of Other Advisers

CPP LLC may direct clients to third-party investment advisers. Before selecting other advisers for clients, CPP LLC will verify that all recommended advisers are properly licensed, notice filed, or exempt in the states where CPP LLC is recommending the adviser to clients. Clients will pay fees to these third-party advisers, as discussed in Item 5 of this brochure.

Services Limited to Specific Types of Investments

CPP LLC generally limits its investment advice to mutual funds, fixed income securities, real estate funds (including REITs), insurance products including annuities, equities, ETFs (including ETFs in the gold and precious metal sectors), commodities, non-U.S. securities, venture capital funds and private placements, although CPP LLC primarily recommends mutual funds, and private equity funds.

CPP LLC may use other securities as well to help diversify a portfolio when applicable.

Pontera

CPP LLC utilizes Pontera, a third-party platform, to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows CPP LLC to avoid being considered to have custody of Client funds since the Firm does not have direct access to client log-in credentials to affect trades. CPP LLC is not affiliated with the Pontera platform in any way and receives no compensation from them for using their platform. In order for CPP, LLC to manage held away assets (assets not held at Fidelity or Schwab) a link will be provided to the client allowing them to connect an account(s) to the platform. Once client account(s) is connected to the platform, CPP LLC will review the current account allocations. When deemed necessary, CPP LLC will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance.

Client-Tailored Services and Client-Imposed Restrictions

CPP LLC will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by CPP LLC on behalf of the client. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent CPP LLC from properly servicing the client account, or if the restrictions would require CPP LLC to deviate from its standard suite of services, CPP LLC reserves the right to end the relationship.

Wrap Fee Programs

A wrap fee program is an investment program wherein the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. CPP LLC does not participate in any wrap fee programs.

Assets under Management

As of **December 31, 2023**, CPP LLC has approximately the following assets under **management**:

- Discretionary: \$ 323,758,107
- Non-Discretionary: \$ 9,002,110
- Total Regulatory Assets Under Management: \$ 332,760,217

Item 5: Fees and Compensation

Portfolio Management Fees

Total Assets under Management	Annual Fee
\$1 - \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.80%
\$3,000,001 - \$4,500,000	0.70%
\$4,500,001 - \$6,000,000	0.60%
\$6,000,001 and up	0.50%

CPP LCC may charge a minimum management fee, which, if applicable, will be disclosed fully in the client's Investment Advisory Contract. The advisory fee is calculated using the value of the assets in the Account on the last business day of the prior billing period.

The final fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without penalty for a full refund of CPP LLC's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis or may be invoiced and billed directly to the client on a quarterly basis. Clients may select the method in which they are billed. Fees are paid in advance.

Financial Planning Fees

Financial planning fees are paid either via check, wire, online processing system, or withdrawn directly from the client's custodial account with the client's written authorization. There is a minimum fee of \$2,400 for all financial planning services.

Fixed Fees

The negotiated fixed rate for creating client financial plans is between \$1,500 and \$100,000. Fixed financial planning fees are paid quarterly or semi-annually in advance, but never more than six months in advance.

Hourly Fees

The hourly fee for ongoing financial planning services ranges from \$250- \$350. The fees are negotiable, and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Hourly financial planning fees are paid quarterly in arrears.

Clients may terminate the agreement without penalty, for full refund of CPP LLC's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement generally upon written notice.

Selection of Other Advisers Fees

The notice of termination requirement and payment of fees for third-party investment advisers will depend on the specific third-party adviser selected.

CPP LLC may specifically direct clients to the following third-party investment advisers

For Municipal Bond Portfolios:

- Nuveen
- Breckinridge

Nuveen Fee Schedule

Total Assets	CCP LLC's Fee	Nuveen's Fee	Total Fee
\$1 - \$1,000,000	1.00%	0.15%	1.15%
\$1,000,001 - \$3,000,000	0.80%	0.15%	0.95%
\$3,000,001 - \$4,500,000	0.70%	0.15%	0.85%
\$4,500,001 - \$6,000,000	0.60%	0.15%	0.75%
\$6,000,001 and up	0.50%	0.15%	0.65%

Breckinridge Capital Advisors Fee Schedule:

Total Assets	CCP LLC's Fee	Breckinridge's Fee	Total Fee
\$1 - \$1,000,000	1.00%	0.18%	1.18%
\$1,000,001 - \$3,000,000	0.80%	0.18%	0.98%

\$3,000,001 - \$4,500,000	0.70%	0.18%	0.88%
\$4,500,001 - \$6,000,000	0.60%	0.18%	0.78%
\$6,000,001 and up	0.50%	0.18%	0.68%

Client Responsibility for Other Fees

Clients are responsible for the payment of all third-party fees (i.e., custodian fees, commissions, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by CPP LLC. Please see Item 12 of this brochure regarding broker-dealers and custodians.

Billing on Held Away Assets

CCP LLC manages assets not held at the primary custodian, including but not limited to 401K plans, 529 plans and private investments. CCP LLC will charge portfolio management fees as describe above for providing services on these assets. The fee is deducted from an account under CCP LLC primary custodian or paid directly by the client on a quarterly basis. The fees are based on the assets provided by the third-party custodian at the close of the quarter.

Prepayment of Fees

CPP LLC collects fees in advance. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned within fourteen days to the client via check or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

Outside Compensation for the Sale of Securities to Clients

Neither CPP LLC nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

CPP LLC does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

CPP LLC generally provides advisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Charitable Organizations
- Corporations or other businesses

There is no account minimum for any of CPP LLC's services.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

Methods of Analysis

CPP LLC's methods of analysis include:

Fundamental Analysis involves the analysis of financial statements, the general financial health of companies, and the analysis of management or competitive advantages.

Modern Portfolio Theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

Quantitative Analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, and historical projections of sales.

Investment Strategies

CPP LLC does not offer specific investment strategies or model portfolio. Clients are invested in a variety of securities based on their unique circumstances, including equities, corporate bonds, municipal bonds, mutual funds, and ETFs. The firm may recommend additional securities to diversify a portfolio when applicable.

We may use one or more of the following investment strategies when advising a client on investments:

- **Long Term Purchases** – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.
- **Short Term Purchases** – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short-term price fluctuations. Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as

short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

- **Option Writing** – an option is the right either to buy or sell a specified amount or value of a particular underlying investment instrument at a fixed price (i.e. the “exercise price”) by exercising the option before its specified expiration date. Options giving you the right to buy are called “call” options. Options giving you the right to sell are called “put” options. When trading options on behalf of a client, we generally use covered options. Covered options involve options trading when you own the underlying instrument on which the option is based. Investments in options contracts have the risk of losing value in a relatively short period of time. Option contracts are leveraged instruments that allow the holder of a single contract to control many shares of an underlying stock. This leverage can compound gains or losses.

Material Risks Involved

Risks of Investing

Investing in securities involves risk of permanent loss of capital that clients should be prepared to bear. The value of an investment may be affected by one or more of the following risks, any of which could cause the portfolio’s return or yield to fluctuate:

Availability of Information: Certain issuers, including municipalities, private companies, and foreign issuers may not be subject to the same disclosure, accounting, auditing, and financial reporting standards and practices as publicly listed companies in U.S. stock markets. As such, there may be less information publicly available about these issuers and their current financial condition.

Credit Risk: An issuer of debt securities may fail to make interest payments and repay principal when due, in whole or in part. Changes in an issuer’s financial strength or in a security’s credit rating may affect a security’s value.

Inflation Risk: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Interest Rate Risk: Changes in interest rates may affect the value of a portfolio’s investments. For example, when interest rates rise, the value of investments in fixed income securities tends to fall below par value or the principal investment and when interest rates fall, the value of the investments in fixed income securities tends to rise. In general, fixed income securities with longer maturities are more sensitive to these price changes.

Market Risk: The value of an investment may decline based on market conditions, regardless of the issuer’s operational success or its financial condition. As such, the value of a portfolio’s assets may fluctuate as the stock or bond market fluctuates.

Prepayment or Call Risk: Many fixed income securities contain a provision that allows the issuer to “call”, or redeem, all or part of the issue prior to the maturity date of the security. There is no guarantee that investors will be able to reinvest the proceeds in a security of equivalent quality or yield characteristics.

Style Risk: The value of a portfolio may fluctuate based on the investment style employed in the management of the portfolio. The risk of value investing includes that the price of a security may not approach its anticipated value or may decline in value. The risk of growth investing includes that the anticipated underlying earnings or operational growth may not occur, or the market price of the security may decline in value.

Trading Practices: Brokerage commissions and other fees may be higher in certain markets or for foreign securities due to lack of established government supervision and regulation of foreign securities markets, currency markets, trading systems, and brokerage practices. Procedures and rules governing foreign transactions and custody also may involve delays in payment, delivery, or recovery of money or investments.

Risks of Specific Securities Used

Corporate Bonds: Corporate bonds may incur greater risk than government bonds, as corporate bonds are generally financed by a business or corporation and may be subject to loss of part or total value in the event of an issuer's bankruptcy or restructuring.

Equity Securities: While equity securities outperform other types of investments at certain times, individual stock prices may go up and down more dramatically. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Exchange Traded Funds: Investing in an exchange traded fund ("ETF") often involves the same risks as investing in the underlying securities the ETF is tracking. ETF prices may vary significantly from the Net Asset Value due to market conditions. Certain exchange traded funds, such as inverse funds, may not track underlying benchmarks as expected.

Municipal/Government bonds: Debt securities issued by a municipality or other government entity are susceptible to events relating directly to the issuer or security, including economic, legal, or political policy changes, tax base erosion, state constitutional limits on tax increases, budget deficits and other financial difficulties, and changes in the credit rating assigned to municipal issues.

Mutual Funds: Investments in mutual funds generally involve the same risks as investing in underlying equity or fixed income securities. Additionally, as a pooled investment vehicle, mutual funds subject investors to other investors' investment decisions and capital gains are spread evenly among all investors. Mutual fund prices may vary significantly from the Net Asset Value due to market conditions.

Private Equity: Investments in private equity have specific risks given the inherent illiquid nature of the investment and the need to lock-up capital for several years. Investors are not able to redeem their investments at any given time. Additionally, investors may not be able to meet future capital commitments causing investor default risk forcing investors to sell illiquid assets to meet their commitments.

Investing in Options: Transactions in options carry a high degree of risk. A relatively small market movement will have a proportionately larger impact, which may work for or against the investor. The placing of certain orders, which are intended to limit losses to certain amounts, may not be effective because market conditions may make it impossible to execute such orders. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The

seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

Item 9: Disciplinary Information

There is no disciplinary activity to report.

Item 10: Other Financial Industry Activities and Affiliations

Neither CPP LLC nor its representatives are registered as, or have pending applications to become a:

- Broker-dealer or representative of a broker-dealer;
- Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor, or an associated person of the foregoing entities.

Neither CCP LLC nor its representatives have any other material relationships to this advisory business that would present a possible conflict of interest.

CPP LLC may direct clients to third-party investment advisers. CPP LLC will always act in the best interests of the client, including when determining which third party investment adviser to recommend to clients. CPP LLC will verify that all recommended advisers are properly licensed, notice filed, or exempt in the states where CPP LLC is recommending the adviser to clients.

Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Code of Ethics

CPP LLC has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. CPP LLC's Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

CPP LLC does not recommend that clients buy or sell any security in which a related person to CPP LLC or CPP LLC has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of CPP LLC may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of CPP LLC to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives

profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. CPP LLC will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of CPP LLC may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of CPP LLC to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, CPP LLC will never engage in trading that operates to the client's disadvantage if representatives of CPP LLC buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

Broker Selection and Best Execution

Broker-dealers will be recommended based on CPP LLC's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and CPP LLC may also consider the market expertise and research access provided by the broker-dealer, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in CPP LLC's research efforts. CPP LLC will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer.

CPP LLC will require clients to custody their account with Fidelity Brokerage Services LLC, or Schwab Institutional, a division of Charles Schwab & Co., Inc.

Research and Other Soft Dollar Benefits

While CPP LLC has no formal soft dollar program in which soft dollars are used to pay for third party services, CPP LLC may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). CPP LLC may enter soft dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and CPP LLC does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. CPP LLC benefits by not having to produce or pay for the research, products or services, and CPP LLC will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that CPP LLC's acceptance of soft dollar benefits may result in higher commissions charged to the client.

Brokerage for Client Referrals

CPP LLC receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Directed Brokerage

CPP LLC does not allow its clients to direct brokerage. CPP LLC recommends one or more custodians or broker-dealers to effect securities transactions for its clients. The custodians or broker-dealers were chosen based on CPP LLC's fiduciary responsibilities to provide best execution.

Aggregated Trades

If CPP LLC buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, CPP LLC would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. CPP LLC would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

If we have to place more than one order to fill all orders in an aggregated transaction, each client in the aggregated transaction receives the average price for all orders placed for clients in the same aggregated transaction in the same security for that day. If we are unable to complete a trade, the securities are allocated to clients on a pro-rata basis.

Item 13: Review of Accounts

Advisory Clients

All client accounts for CPP LLC's advisory services are reviewed at least quarterly by a Partner of the Firm.

Each client of CPP LLC's advisory services provided on an ongoing basis will receive a monthly report detailing the client's account, including assets held, asset value, and calculation of fees. This statement will come from the custodian.

Financial Planning Clients

All financial planning accounts are reviewed upon financial plan creation and plan delivery by the respective Partner with the client relationship. Generally, financial planning clients are provided a one-time financial plan concerning their financial situation. After the presentation of the plan, there are no further reports. However, clients may request additional plans or reports on an ongoing basis, for additional fees on either a fixed or hourly rate, as disclosed in Item 5 of this brochure. Details of these ongoing services can be found in Item 4 of this brochure.

Factors That May Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Item 14: Client Referrals and Other Compensation

Additional Benefits Received

With respect to Schwab, CPP LLC receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, 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. For CPP LLC client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to CPP LLC other products and services that benefit CPP LLC but may not benefit its clients' accounts. These benefits may include national, regional or CPP LLC specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of CPP LLC by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist CPP LLC in managing and administering clients' accounts. These include software and other technology (and related technological training) 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, if applicable), provide research, pricing information and other market data, facilitate payment of CPP LLC's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of CPP LLC's accounts. Schwab Advisor Services also makes available to CPP LLC other services intended to help CPP LLC manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to CPP LLC by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to CPP LLC. CPP LLC is independently owned and operated and not affiliated with Schwab.

Cash Solicitation Arrangements

CPP LLC engages third parties to solicit clients for a fee. Pursuant to Rule 206(4)-1 under the Advisers Act, CPP LLC is required to have a written agreement with such parties with respect to the solicitation activities and referral fees. Clients referred pursuant to these arrangements must receive a separate disclosure document that details the services and compensation. CPP LLC compensates such parties for

referrals out of the management fees paid by the referred clients. This does not increase the management fee incurred by the client.

CPP LLC is part of the Morgan Stanley Professional Alliance Group, whereby CPP LLC receives fees for referring clients to Morgan Stanley. Prior to each referral CPP, LLC will provide the referred party a copy of Morgan Stanley's Professional Alliance Group Client Disclosure Document detailing the fee-sharing arrangement. This presents a conflict, due to the financial incentive CPP LLC has to refer clients to Morgan Stanley's program. Clients are never obligated to utilize the Morgan Stanley program.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, CPP LLC will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

CPP LLC provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, CPP LLC generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, CPP LLC's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to CPP LLC).

Item 17: Voting Client Securities

CPP LLC will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

CPP LLC neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

Neither CPP LLC nor its management has any financial condition that is likely to reasonably impair CPP LLC's ability to meet contractual commitments to clients.

CPP LLC has not been the subject of a bankruptcy petition in the last ten years.