

Part 2A of Form ADV: Firm Brochure

ITEM 1 COVER PAGE ADV PART 2A

CAPITAL PLANNING, LLC

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DATE OF FIRM BROCHURE

August 7, 2019

FIRM BROCHURE INFORMATION

This brochure provides information about the qualifications and business practices of Capital Planning, LLC. If you have any questions about the contents of this brochure, please contact us at 425-643-1800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Capital Planning, LLC is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our CRD number is 169470.

Capital Planning, LLC is registered with the Securities and Exchange Commission as an investment advisor. At times, we may refer to our firm as a Registered Investment Advisor; however, the use of the term "registered" does not imply a certain level of skill or training.

ITEM 2 MATERIAL CHANGES

Our current Form ADV, Part 2A will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide clients with either: (i) a copy of our Form ADV, Part 2A that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2A. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our firm, including but not limited to advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

MATERIAL CHANGES

Since the last Annual Amendment filed on March 20, 2019, certain material amendments have been made at **Item 4** to include information on a new offering known as Wealth Management Services. Wealth Management Services combines our Investment Management Services and our Financial Planning Services offerings. Additionally, we have enhanced the descriptions of, and scope of services offered within, our Investment Management Services and our Financial Planning/Consulting Services. We have also enhanced our investment strategy descriptions and furnished additional information regarding Reporting Plus and Reporting Only Services.

Item 5 has been amended to include a revised fee schedule in relation to our new services. We have also included information pertaining to a separate Account Administration Fee collected for billing, reporting and administrative services currently undertaken by Envestnet.

ANY QUESTIONS: CPC's Chief Compliance Officer, Michael D. Miller, CFP®, ChFC®, remains available to address any questions regarding this Brochure.

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ITEM 4 ADVISORY BUSINESS

FIRM DESCRIPTION AND PRINCIPAL OWNERS

Capital Planning, LLC (hereinafter “CPC” or the “firm” or “we”) is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser. The services provided by CPC were previously offered by the firm’s predecessor Capital Planning Corp. CPC succeeded to the investment advisory business of Capital Planning Corp in January 2014.

The following individuals represent the ownership group of CPC. Michael D. Miller, through M3 Holdings Corp owns approximately 80% of CPC; Mr. Miller’s ownership represents a controlling interest. James E. Kelley owns approximately 20% of CPC.

TYPES OF ADVISORY SERVICES

Capital Planning, LLC offers a variety of investment advisory services to individuals, families and their related entities, trusts and estates, and businesses. Capital Planning, LLC’s services include Wealth Management, Investment Management and Financial Planning and Consulting. Prior to providing advisory services, clients are required to enter into a written agreement with Capital Planning, LLC.

WEALTH MANAGEMENT SERVICES

Capital Planning, LLC’s Wealth Management Service is a combination of our Investment Management and Financial Planning services.

Our approach is to provide clients with unbiased and objective advice based on the following integrated principals: clarity, capability, collaboration, and confidence. We lead clients through a four phase strategic process that systematically addresses eight key components of their financial life.

Four phase approach:

Wealth Assessment

An in-depth assessment to identify their goals and objectives, uncover critical planning gaps and opportunities in the eight key components, establish priorities, and schedule an implementation timeline.

Eight Key Components:

- Goals and Objectives
- Cash Flow Planning
- Compensation and Benefits
- Investment Management
- Tax Planning
- Risk Management
- Estate Planning
- Wealth Administration

Customized Solutions

We present recommendations to clients that are developed based on their goals, long-term vision, and the planning gaps and opportunities identified to help them work toward achieving their goals and objectives.

Implementation

A client's customized solutions are implemented by following an intentional, integrated and thoughtful wealth plan.

Wealth Plan Monitoring

Wealth plans are reviewed with clients in periodic meetings and adjusted as necessary.

We recommend outside professionals when clients require services we don't offer. Outside professionals are engaged by clients directly and those services are separate from our services.

For further details on our Wealth Management Services, please see the next two sections below on *Investment Management Services* and *Financial Planning Services*.

INVESTMENT MANAGEMENT SERVICES

Our approach for Investment Management Services seeks to put our clients in a position to capture returns from market growth over time. We utilize our investment strategies to design strategic portfolios in which the overall asset allocation may change in different market environments in an effort to maintain attractive risk and return characteristics. We use a seven step process to uncover your goals, objectives, and concerns. This systematic approach provides the foundation to develop your strategically focused investment portfolio.

Seven step approach:***Plan***

We work with clients to understand their overall investment vision, goals, and objectives.

Determine

We help clients to determine return objectives, risk temperament, time horizon, income needs, tax and social sensitivity, and other objectives to develop an investment profile.

Develop

A client's investment plan is developed based on their investment profile with key elements recorded in their Total Portfolio Objective statement.

Implement

A client's plan will be implemented with a diversified investment portfolio selected from traditional and alternative investment strategies.

Monitor

We monitor clients' objectives and recommend or make adjustments as need to maintain their Total Investment Objective.

Report

We make available web-based solutions that provide performance, income and tax reporting data.

Update

We meet with our clients on a regular basis to review their portfolio and adjust investment objectives as necessary.

Investment Strategies:

CPC Models

Clients may choose to invest in a CPC Model that has investment objectives consistent with their goals and objectives. We work with our clients to select a CPC *Model* or a combination of CPC *Models*. CPC Models provide clients access to a variety of investment strategies managed by our Investment Policy Committee. We design our *Models* according to pre-established goals for each *Model* and manage the models according to those goals rather than the individual goals of clients. CPC provides ongoing monitoring and review of performance, asset allocations and client investment objectives. Client accounts may include mutual funds, exchange-traded funds (ETFs), stocks, bonds, notes, real estate investment trusts (REITS), options and futures, among other investments.

CPC Variable Annuity Models

We offer a no-load fee based RIA Variable Annuity which allows CPC, in conjunction with the Nationwide Annuity platform ("Nationwide"), to manage client assets in the investment sub-accounts. CPC manages the Nationwide subaccounts in accordance with strategies similar to those listed above in CPC *Models*.

CPC Custom Models

Clients may choose to invest in a custom model that has investment objectives consistent with their goals and objectives. Capital Planning may create customized investment solutions for a particular client. Each model is initially designed to meet a particular investment goal which has been determined to be suitable to a client's circumstances. Once the appropriate model has been determined, we review the model and rebalance the account based upon the client's individual need, stated goal, and objectives.

Managed Programs

Clients may choose to invest in a Managed Program that has investment objectives consistent with their goals and objectives. Managed programs provide clients access to a variety of investment strategies managed by third party money managers or sub-advisers ("Independent Managers"). Independent Managers have the day-to-day responsibility for the active discretionary management of the client's assets. We continue to monitor and review the client's account performance, asset allocation and investment objectives. Factors which we consider in recommending Independent Managers include the client's designated investment objective(s), and the manager's management style, performance, reputation, financial strength, reporting capabilities, pricing structure, and published research. The investment management fee charged by the Independent Managers is in addition to our advisory fee as set forth in the fee schedule at Item 5 FEES & COMPENSATION. Client accounts may include mutual funds, exchange-traded funds (ETFs), stocks, bonds, notes, real estate investment trusts (REITS), options and futures, among other investments.

Reporting Plus Services

Reporting Plus Services enables us to provide reporting and administrative services for client accounts. We work with the client to establish the new account and facilitate the transfer of securities. We serve as the liaison with custodians and provide performance reporting, trading and administrative services. These accounts are managed by CPC and are provided as a courtesy for clients. *Reporting Plus Services* accounts are usually only offered to clients who have other investment strategies with CPC under Wealth Management and Investment Management services. A separate fee is charged for each account annually. See Item 5 FEES AND COMPENSATION.

Independent Managers. The investment management fee charged by the Independent Manager(s) is separate from, and in addition to, CPC's advisory fee as set forth in the fee schedule, see Item 5 FEES AND COMPENSATION. Fees will be disclosed to the client before entering into the Independent Manager engagement and/or subject to the terms and conditions of a separate agreement between the client and the Independent Manager(s).

Discretion regarding CPC Models and/or Managed Programs. On an ongoing basis, CPC monitors the performance of the Independent Managers, ETFs and mutual funds. If we determine that one or more of these third parties is not providing sufficient management services to the client or is not managing the Client's assets in a manner consistent with that client's investment objectives and approved strategy, then we may select a different mutual fund, ETF or Independent Manager to manage the client's assets. Under this scenario, CPC retains the discretion to hire and fire each Independent Manager and buy or sell mutual funds and ETFs. In addition, CPC monitors clients' accounts with respect to additional holdings we've inherited such as stock, bonds, notes and other securities. CPC retains the discretion to buy, sell or hold these assets.

Wrap/Separate Managed Account programs. When engaged to provide investment advisory services as part of an unaffiliated wrap-fee program, we will be unable to negotiate commissions and/or transaction costs. Under a wrap program, the wrap program sponsor arranges for the client to receive investment advisory services, the execution of securities brokerage transactions, custody, and reporting services for a single specified fee. Participation in a wrap program may cost the client more or less than purchasing such services separately. If the program is offered on a non-wrap basis, the program sponsor will determine the broker-dealer through which transactions must be effected, and the amount of transaction fees and/or commissions to be charged to the client accounts.

Asset Based Pricing Limitations. We may recommend that our clients enter into an asset based pricing agreement with the account custodian. Under an asset based pricing arrangement, the amount that a client will pay the custodian for account commission/transaction fees is based upon a percentage (%) of the market value of the account, generally expressed in basis points. One basis point is equal to one one-hundredth of one percent (1/100th of 1%, or 0.01% (0.0001). Generally, the greater the market value, the lower the percent. This differs from transaction based pricing, which assesses a separate commission/transaction fee against your account for each account transaction. Account investment decisions are driven by security selection and anticipated market conditions and not the amount of transaction fees payable by you to the account custodian. We do not receive any portion of the asset based fees payable by you to the account custodian. We continue to believe that our clients can benefit from an asset based pricing arrangement. You can request at any time to switch from asset based pricing to transaction based pricing. However, there can be no assurance that the volume of transactions will be consistent from year-to-year given changes in market events and security selection. Thus, given the variances in trading volume, any decision by you to switch to transaction based pricing could prove to be economically disadvantageous.

Client Customized Accounts and Restrictions. As a fiduciary, Capital Planning, LLC always acts solely in a client's best interests. Client portfolios and accounts may be customized based on their investment objectives. Clients may make requests or make suggestions regarding the investments made in their overall portfolio or in specific accounts. If a client requests a restriction on trading that in our opinion is not in their best interest and we are unable to honor if forced, it may result in the termination of our agreement.

Retirement Rollovers. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If CPC recommends that a client roll over their retirement plan assets into an account to be managed by CPC, such a recommendation creates a conflict of interest if CPC will earn new (or increase its current) compensation as a result of the rollover. When acting in such capacity, CPC serves as a fiduciary under the Employee Retirement Income Security Act (ERISA), or the Internal Revenue Code, or both. No client is under any obligation to rollover retirement plan assets to an account managed by CPC. CPC's Chief Compliance Officer, Michael D. Miller, CFP®, ChFC®, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

Idle Assets. At any time, and for a substantial length of time we may hold a significant portion of a client's assets in cash or money market mutual funds. Investments in these assets may cause a client to miss out on upswings in the markets. Unless we expressly agree otherwise in writing, account assets consisting of cash and money market mutual funds are included in the value of an account's assets for purposes of calculation of our fees.

FINANCIAL PLANNING SERVICES

Capital Planning offers a broad range of financial planning services for clients. The planning considers your assets, liabilities, goals and objectives and includes gathering information necessary to provide you with appropriate and agreed upon services, which may include recommendations on one or more of the following:

- Establishing Goals and Priorities
- Financial Objectives Monitoring
- Capital Needs Analysis (Goal Funding)
- Budget and Cash Flow Planning
- Debt and Liability Analysis
- Educational Funding
- Retirement Planning & Feasibility Report
- Annual Enrollment Planning
 - 401(k) Contribution Planning
 - Deferred Compensation Deferral Amounts (e.g. SSP and ESSP)
 - RSU and PBRU income mapping coordinated with deferral strategies
 - Other company benefits such as group insurance – medical, life, disability
- Executive Compensation Planning
- Comparative Executive Compensation Reviews
- Employee Stock Option Planning
- Investment Planning
- Tax Planning
- Insurance Planning
- Estate & Trust Planning
- Charitable Giving Strategies
- Business Planning

- Personal Financial Website
 - Consolidated Account Reporting
 - Document Vault
 - Financial Reports
 - Goal and Expense Monitoring

Our Financial Planning Service includes all, or part of, the following process:

Gathering Information

We work with clients to mutually define their objectives prior to making recommendations. We endeavor to collect sufficient information to understand the resources and objectives of clients. We use interviews, questionnaires, and data collection forms to establish client's goals and objectives.

Analyzing and Evaluating Goals and Objectives

We employ various tools to help analyze a client's information and gain an understanding of their goals and objectives. We may use the client's information to create models and illustrations for analysis. Our analysis helps us form opinions regarding whether or not the client's objectives may be met by their resources and current course of action.

Developing and Presenting Recommendations

We develop, and present recommendations designed to help clients work toward achieving their goals and objectives. Our recommendations may include our Wealth Management, Investment Management and or Financial Planning/Consulting services. See more below on Consulting Services. We may present our analysis through verbal, electronic or written formats.

Implementing Recommendations

We work with clients to mutually agree on appropriate recommendations for implementation. Clients are under no obligation to implement any recommendation we offer. We confirm our understanding and respective responsibilities in signed agreements.

Monitoring Changes

In order to ensure that our initial determination of appropriate recommendations continues to be suitable for clients we maintain relevant client information pertaining to their objectives and risk tolerance. Clients should notify us immediately of any change in their goals and objectives.

We also may recommend outside professionals when clients require services we don't offer. Outside professionals are engaged by clients directly and those services are separate from our services.

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. As indicated above, to the extent requested by the client, we will provide financial planning, and related consulting services regarding non-investment related matters, such as tax and estate planning. We do not serve as an attorney or accountant, and no portion of our services should be construed as legal or accounting services. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including Michael D. Miller, CFP®, ChFC®, in his capacity as a licensed insurance agent. The client is under no obligation to engage the services of any recommended professional. The client retains absolute discretion over all implementation decisions and is free to accept or reject any recommendation from us. If the client engages any recommended unaffiliated professional, and a dispute arises, the client agrees to seek recourse exclusively from the engaged professional. If, and when, we are involved in a specific matter (i.e. estate planning, insurance, accounting-related engagement, etc.), it is the engaged

licensed professionals (i.e. attorney, accountant, insurance agent, etc.), and not our firm, that is responsible for the quality and competency of the services provided.

Excluded Assets & Reporting Only Services. CPC, in conjunction with the services provided by Envestnet, and eMoney Advisor, may also provide periodic reporting services in an effort to include all of the client's investment assets, including those investment assets that are not part of the assets managed by CPC ("Excluded Assets"). The client and/or their other advisors that maintain trading authority, and not CPC, shall be exclusively responsible for the investment performance of the Excluded Assets. Unless otherwise specifically agreed to, in writing, CPC's service relative to the Excluded Assets is limited to reporting only which is referred to as our Reporting Only Services. As such, CPC does not maintain any trading authority for the Excluded Assets. Rather, the client and/or the client's designated other investment professional(s) maintain supervision, monitoring and trading authority for the Excluded Assets. If CPC is asked to make a recommendation as to any Excluded Assets, the client is under absolutely no obligation to accept the recommendation, and CPC shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets.

Client Obligations. We are not required to, and we generally will not verify any information received from clients or their other professionals and are authorized to rely on the information in our possession. clients are responsible for promptly notifying us if there is ever any change in their financial situation or investment objectives so that we can review, and if necessary, revise our previous recommendations or services.

Idle Assets. At any time, and for a substantial length of time we may hold a significant portion of a client's assets in cash or money market mutual funds. Investments in these assets may cause a client to miss out on upswings in the markets. Unless we expressly agree otherwise in writing, account assets consisting of cash and money market mutual funds are included in the value of an account's assets for purposes of calculation of our fees.

CONSULTING SERVICES

We may provide clients with one or more types of *Consulting Services* including Personal/Business Consulting, Family Legacy Planning or Reporting Only.

Personal/Business Consulting is offered as client needs dictate and may include advice on isolated areas of concern for securities and non-security related matters.

Investment Allocation Consulting is offered as client needs dictate and includes investment consulting and asset allocation recommendations on accounts not managed by Capital Planning, LLC.

Family Legacy Planning is a service that helps clients create an estate and legacy plan including multiple generations

Reporting Only Services

Reporting Only Services enables us to provide reporting services for client accounts held away with custodians, institutions, and/or broker/dealers that CPC does not have an established relationship referred to as "Excluded Assets". For these accounts, we create a reporting link to the away account

that will consolidate the account with the client's other accounts for account consolidation and/or performance reporting. *Reporting Only Services* is limited to consolidated and performance reporting. We do not trade or administer these accounts. These accounts are not managed by CPC and are provided as a courtesy for clients. *Reporting Only Services* accounts have a separate annual fee per account.

Seminars

We provide educational seminars on various topics including retirement, investment, estate planning, and charitable giving. Any investment information provided in *Seminars* is educational in nature and does not purport to meet the objectives or needs of any particular attendee. Our *Seminars* are typically sponsored by select groups and at times, may be open to the public.

Amount of Managed Assets

As of December 31, 2018, we actively manage approximately \$264,541,310 of Clients' assets on a discretionary basis and approximately \$62,564,274 of Clients' assets on a non-discretionary basis for a total of \$327,105,594.

ITEM 5 FEES & COMPENSATION

ADVISORY FEES

Capital Planning, LLC charges a fixed fee percentage on assets under management. Our fee schedule for Wealth Management Services, Investment Management Services, and Variable Annuity Services is as follows:

CPC ANNUAL FEE SCHEDULE			
Assets Under Management	Wealth Management Services	Investment Management Services	Variable Annuity Services*
Up to \$1M	1.25%	1.00%	Fixed Percentage .575 to 1.25%
\$1M to \$5M	1.00%	.850%	
Over \$5M	.590%	.575%	

Certain grandfathered clients may have accepted different pre-existing service offerings from Capital Planning, LLC and may therefore receive services under different fee schedules than as set forth above. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by CPC to any particular client could be available from other advisers at lower fees, and certain clients may have fees different than those specifically set forth above.

****Variable Annuity Services Fee***

Nationwide Annuity clients pay an annual fixed percentage fee that is calculated and agreed upon in the written Agreement. Fees are prorated and billed quarterly, in arrears, based upon the average daily balance of the assets under management in the previous quarter.

Account Administration Fee

Capital Planning, LLC charges an Account Administration Fee for administering billing, reporting and trading services for client's accounts, which is currently implemented through Envestnet. The annual fee for these services (up to .082%) of the value of the account) will be calculated and deducted directly from the client's account on a quarterly basis in advance or arrears in the written Agreement. The Account Administration Fee is combined with Capital Planning, LLC's advisory fee and listed on the custodian's periodic statements. In turn, Envestnet bills CPC an administrative fee (up to .08%) per account as services rendered.

For Advance billing, situations where the billing period for these services does not span an entire calendar quarter, the fee will be pro-rated based upon the number of days services were provided during the calendar quarter.

Reporting Plus Services

Fees are charged at \$100 per account and billed quarterly in arrears or in advance according to the written Agreement.

Negotiability of Fees

Capital Planning, LLC fees are generally not negotiable. Fees may differ based on a number of factors:

- Size of the relationship – larger account may receive more favorable pricing.
- Family or related accounts – certain family and/or related accounts may receive more favorable pricing.
- Personal acquaintances of our firm may receive more favorable pricing.
- Grandfathered fee schedules – some clients entered into an advisory relationship with CPC under different terms that may not be available to new clients.

We may, in our sole discretion, waive or modify our minimum account sizes or advisory fee or charge a fixed percentage or dollar fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competition, negotiations with client, etc.). As a result, similarly situated clients could pay different fees.

Client Billing

Clients are billed quarterly in *advance* or *arrears* as calculated and agreed upon in the written Agreement. Clients authorize Envestnet and custodians, as applicable, to directly debit their accounts. Capital Planning compensates Envestnet for their respective services. Envestnet compensates the Independent Managers made available through Envestnet.

Advance Billing. Fees are calculated based upon a percentage (%) of the market value of the Assets under management in accordance with the fee schedule. The fee shall be prorated and paid quarterly (excluding Variable Annuity Services), in advance, based upon the *market value of the Assets* on the last day of the previous quarter.

Within certain de minimis limits (currently \$10,000), fees on contributions and distributions are calculated on a pro-rated basis determined by the number of days remaining in that calendar quarter. This does *not* apply to Variable Annuity Services accounts.

Arrears Billing. Fees are calculated based upon a percentage (%) of the market value of the Assets under management in accordance with the fee schedule. The fee shall be prorated and paid quarterly, in arrears, based upon the *average daily balance* of the previous quarter.

Please note: Nationwide Annuity clients who elect to have advisory fees deducted directly from their Nationwide Annuity sub-accounts should be aware that the Internal Revenue Service (IRS) has taken a position in at least one private letter ruling that payments of advisory fees directly from an individual annuity (as opposed to an annuity which is part of a tax-qualified plan) constitute taxable distributions to the owner of the contract. Thus, Nationwide Annuity clients who pay advisory fees directly from the annuity may incur additional taxes and tax penalties in association with the advisory fee deduction.

Please also note: With respect to grandfathered accounts, the determination as to whether CPC bills its advisory fee in advance or in arrears is determined by the investment adviser representative assigned to oversee the relationship. If a client engages CPC to manage variable annuity subaccounts, fee billing is coordinated through the variable annuity product sponsor and is conducted in arrears.

Amendments to Agreements

Compensation for our services will be calculated in accordance with what is set and agreed to in the written Agreement. We may amend agreements upon written notification to the client. Unless the client notifies us to the contrary, in writing, the amendment shall become effective thirty (30) days from the date of mailing.

Termination and Refunds

Client agreements may be canceled at any time by either party with written notice. Upon termination, any prepaid unearned fees are refunded, and any earned unpaid fees are due and payable upon notice.

Custodial & Brokerage Considerations. In addition to our fees, clients are also responsible for any expenses charged by custodians, third party service providers, and broker dealers. These fees may include but are not limited to: spreads, transaction costs, commissions, clearing costs, reporting fees, transfer or processing fees, and revenue sharing fees regardless of whether we or an Independent Manager effects transaction for the client's account(s). Please see *Item 12 Brokerage Practices* for additional information.

Asset Based Fees versus Transaction Based Fees. Custodians such as Schwab are compensated for their services which include, but are not limited to, trade execution, custody and reporting. Custodians can charge a fixed percentage fee for their services based upon the dollar amount of the assets placed in their custody and/or on their platform. This is referred to as an "asset based fee." In the alternative, rather than a fixed percentage fee based upon the market value of the assets in its custody, the custodian could charge a separate fee for the execution of each transaction. This is referred to as a "transaction based fee." Under a transaction based fee, the amount of total fees charged to the client account for trade execution will vary depending upon the number of transactions that are placed for the account. For those clients who elect to engage a custodian on an asset based fee basis, CPC will periodically conduct a review to determine if asset based pricing continues to be beneficial for these clients. Prior to engaging a custodian, regardless of pricing (asset based versus transaction based), the client will be required to execute a separate agreement with the custodian agreeing to such pricing/fees.

Other Fees and Expenses. Our fees are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. In the case of mutual funds, these fees and expenses are described in each fund's prospectus. These fees generally include management fees, other fund expenses, and possibly distribution fees. Clients may also incur certain redemption fees imposed by the fund company resulting from our management decisions. Clients may be able to invest in a mutual fund, ETF or Independent Manager directly, without our services. In that case, a client would not receive our services which are designed, among other things, to assist clients in determining appropriate investments for their goals and objectives.

Clients are advised that some investments (including mutual funds, variable annuities, variable life sub-accounts and other investments) used in their Portfolio may distribute payments to the client's custodian or broker dealer pursuant to Rule 12b-1 of the Investment Company Act of 1940. Such payments are made from the assets of the mutual funds, variable annuities, variable life sub-accounts and other investments and, therefore, reduce overall performance. We may use such investments in c's accounts where we reasonably believe the overall performance of the investment, after accounting for such charges, merits inclusion.

Variable Annuity Fees. Clients who elect to have advisory fees deducted directly from their Nationwide Annuity sub-accounts should be aware that the Internal Revenue Service (IRS) has taken a position in at least one private letter ruling that payments of advisory fees directly from an individual annuity (as opposed to an annuity which is part of a tax-qualified plan) constitute taxable distributions to the owner of the contract. Thus, Nationwide Annuity clients who pay advisory fees directly from the annuity may incur additional taxes and tax penalties in association with the advisory fee deduction.

The beneficial owner of the Nationwide Annuity is responsible for additional fees associated with the underlying subaccount investments as a charge against Net Asset Value ("NAV"), as more particularly described in the Nationwide Annuity prospectus. All Nationwide charges will be deducted from the investment account, as applicable, and retained by Nationwide.

Managed Program (and wrap fee program) Fee. Clients participating in Managed Program accounts may be charged various program fees in addition to the advisory fee charged by CPC. Such fees may include the investment advisory fees of the Independent Managers, which are charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. client's investment transactions are executed without commission charge in a wrap fee arrangement. The bundled fee paid by wrap program clients also includes program and sponsor fees charged by Envestnet to support platform expenses. Clients will also pay associated custody and broker-dealer fees, including additional costs associated with step out or trade away transactions executed in accounts. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of trading activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

Clients should carefully review the disclosure documents of Envestnet and any Independent Manager for more information regarding total account fees, account minimums, termination and refund policies and the negotiability of such requirements. Client should review the total fees charged on their assets when evaluating our services.

Conflicts of Interest

In certain cases, our employees may earn commissions from the sale of insurance products. In such cases, our employees will verbally inform clients of the conflict and advise clients that they are under no obligation to purchase such products from the employee. See *Item 10 OTHER INDUSTRY AFFILIATIONS* for more information on this potential conflict of interest.

FINANCIAL PLANNING/CONSULTING SERVICES FEES

Fees for Financial Planning/Consulting Services are based on the complexity of the work as well as the employees involved. Clients fees are calculated and agreed upon in a written Agreement.

Fixed Fees

Fixed fee rates range from \$1000 to \$25,000 or more, depending on the complexity and the scope of work.

Initial Financial/Consulting Services are billed at a flat fee with 50% due upon engagement and 50% due upon completion of the scope of work.

Annual Financial/Consulting Services are billed at a flat fee, payable quarterly, in arrears.

Investment Allocation Consulting Services are billed at a flat fee, payable quarterly, in arrears.

Hourly Fees

Hourly fee rates range from \$100 to \$700 per hour, depending on the complexity and the scope of work. If appropriate, an estimate for total hours may be provided at the start of the work.

Capital Planning engages a third party fee-for-service billing and payment system. Clients have the option to set up accounts and payment methods. There is no additional fee charged to clients for use of this service.

From time to time, as appropriate, we may directly engage one or more third party professionals or other service providers to provide services to us relating to a particular client. Under these circumstances, we pay the third party professional's fees from the fees we receive from the client. Our fee may or may not be increased as a result of using a third party professional or other service provider.

Reporting Only Services

Fees are charged at \$100 per account and billed quarterly in arrears or in advance according to the written Agreement.

Seminars

Seminars present an opportunity to introduce our firm to people who may benefit from our services. We typically do not charge fees for presenting *Seminars*. We frequently donate time and materials and may assume other expenses related to a *Seminar* sponsored by a third party. *Seminar* sponsors may reimburse us for reasonable expenses.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge performance-based fees.

ITEM 7 TYPES OF CLIENTS

Capital Planning, LLC generally provides wealth management, investment management and financial planning/consulting services to the following types of clients:

- Individuals
- High-Net-Worth Individuals
- Trusts
- Estates
- Charitable Organizations
- Corporations
- Limited Liability Companies

Minimum Account Size: Capital Planning, LLC requires a minimum portfolio size of \$1 million, although we may aggregate related accounts for the purposes of achieving our minimum. Our minimum may be negotiable. Clients should carefully review the disclosure documents of third party sub-advisors and managers regarding account minimums and whether those account minimums are negotiable.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK LOSS

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Investment Policy Committee

Members of our Investment Policy Committee are responsible for analyzing investment opportunities, constructing *CPC Models*, selecting Independent Managers and helping our clients diversify portfolios. During regularly scheduled meetings Committee members review economic cycles, market conditions, client portfolios, *CPC Models*, and the performance of mutual funds, ETFs, Independent Managers and other securities. We use research from multiple providers to form opinions on the economy, markets, portfolios, *CPC Models*, mutual funds, ETFs, Independent Managers and other securities.

Evaluating Investment Opportunities

Our investment recommendations include the use of mutual funds, ETFs, Independent Managers and other securities. We evaluate the background, strategy, and performance of the investment opportunities considered for our clients. Our goal is to find investment opportunities with clear investment strategies that we believe may be successful in the future. Mutual funds, ETFs and Independent Managers are selected on the basis of their investment objectives, their style and philosophy, their track record, and their fee structure among other factors.

Our analysis is based on information obtained from research providers, investment firms, academic sources, subscription services, and interviews. We use software and other tools to analyze this information and track the performance of mutual funds, ETFs, Independent Managers and other

securities on an ongoing basis. While we believe this information is reliable, there is a risk that it may contain errors and we may rely on such erroneous information when making decisions and recommendations.

Constructing *CPC Models*

CPC Models – Diversified. *CPC Diversified Models* are designed to achieve a diversified portfolio of mutual funds and/or ETFs and/or other securities. We use diversification as a technique designed to reduce the risks associated with having too much money in a single asset category. Clients should recognize that a diversified *Model* won't enable them to fully profit from sharp increases that may occur in a single asset category. In addition, a diversified *Model* may include asset categories that may be out of favor for a period of time. *Models* may change over time and may no longer be appropriate for client's goals and objectives.

CPC Models – Concentrated. *CPC Concentrated Models* are designed to achieve a concentrated portfolio of mutual funds and/or ETFs and/or other securities to overweight a single asset category that will increase risk by having too much money in a single asset category. Clients should recognize that a concentrated *Model* could enable them to profit from sharp increases or experience a loss to sharp decreases that may occur in a single asset category. In addition, a concentrated *Model* may be out of favor for a period of time. Concentrated *Models* may change over time and may no longer be appropriate for client's goals and objectives.

Diversifying Client Portfolios

We may recommend clients diversify their Portfolio among different types of investment strategies depending on their goals and objectives. We may use a variety of investment strategies to work toward this diversification objective. A risk of diversifying client Portfolios among different investment strategies is that the client may have assets with a strategy that may be out of favor for a period of time. Portfolios may change over time and may no longer be appropriate for client's goals and objectives.

RISK OF LOSS

Capital Planning, LLC *investment management strategies* involve several types of risks including the risk of loss that clients should be prepared to bear. Investing with us involves risks including but not limited to: losing money; reinvesting at lower rates in the future; losing purchasing power due to inflation or currency risk; investing with an underperforming mutual fund, ETF, Independent Manager or other securities; not being able to sell at a given moment; and not participating in other, better performing opportunities. There is also a risk that our recommendations may have different risk or return characteristics than the client desired. As with any investment, there is the risk that our timing with respect to transactions may be less than ideal or result in unfavorable tax events such as short term or long term losses and gains.

A mutual fund, ETF or Independent Manager who has been successful in the past may not be able to replicate success in the future. Past performance does not guarantee future results. Since we don't control the underlying investments in a mutual fund, ETF or Independent Manager, it is possible that a mutual fund, ETF or Independent Manager may purchase essentially the same securities that a client may already own. This overlap may reduce the benefits of diversification. There is also a risk that a mutual fund, ETF or Independent Manager may deviate from their stated investment strategy which may make the investment less suitable for a client. Please refer to *Item 13 REVIEW OF ACCOUNTS* for additional information.

ITEM 9 DISCIPLINARY INFORMATION

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or the integrity of our management. We don't have any reportable disciplinary events to disclose.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We are not affiliated, through common control, ownership, or otherwise with any other financial industry entity.

Our employees may be separately licensed as insurance agents for various insurance companies. As such, these employees may facilitate the purchase of insurance products for clients. In this case, these employees may receive separate, yet customary, compensation in their separate capacities as insurance agents. Clients should be aware that the receipt of additional compensation creates a conflict of interest. Clients are not obligated to use our employees when purchasing insurance. The implementation of recommendations is solely at the discretion of the client. These employees may spend as much as 5% of their time with these related activities.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

CODE OF ETHICS

We have a Code of Ethics which sets forth high ethical standards of conduct required of our employees, including compliance with applicable securities laws. Our firm and employees owe a duty of loyalty, fairness and good faith towards our clients and we have an obligation to adhere to the general principles and specific provisions of our Code. You may request a copy of our Code of Ethics by phone at 425-643-1800.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees do not interfere with making decisions in the best interest of our clients. Our Code provides for oversight, enforcement and recordkeeping of employee transactions.

Our Code includes policies and procedures for the review of quarterly securities transactions as well as initial and annual securities holdings reports that must be submitted by our employees. Our Code further includes our policy prohibiting the use of material non-public information.

Our firm and employees may buy or sell securities for their own accounts that are also recommended to or owned by clients; however, a conflict may occur if an employee wishes to place a trade in the same

(or related) security that a client may own or purchase. Our code prevents our firm and employees from trading securities in a manner that disadvantages clients and we review all employee transactions quarterly.

Any employee not in observance of our Code of Ethics is subject to disciplinary action and termination.

ITEM 12 BROKERAGE PRACTICES

We require our clients to select the broker dealer for their accounts. In directing the use of a particular broker dealer, clients may not achieve the best price or lowest possible commission rates on trades since we don't aggregate orders or negotiate rates on a trade by trade basis. This practice may cost clients more money. We also require clients to use a broker dealer that is compatible with Envestnet. We reserve the right to decline acceptance of any account if we believe that the client's selection of a broker dealer may hinder our fiduciary duty or ability to service the Client.

We provide clients with recommendations to help them choose a broker dealer. We generally recommend Pershing Advisor Solutions LLC ("PAS") or the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab). PAS and Schwab are broker dealer members of Financial Industry Regulatory Authority, Inc. (FINRA) and Securities Investor Protection Corporation (SIPC). These broker dealers are unaffiliated with our firm. Clients are not under any obligation to use these companies and should evaluate them carefully and independently. We recommend broker dealers based on many factors including the quality and cost of their services and their ability to connect electronically with Envestnet. We determine the reasonableness of a broker dealer's compensation by comparing their costs to others of similar size and service. Other factors considered may include the following: capability to execute, clear, and settle trades (buy and sell securities for your account); capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.); breadth of available investment products (stocks, bonds, mutual funds, ETFs, etc.); availability of investment research and tools that assist us in making investment decisions; reputation, financial strength, and stability; and, prior service to us and our other clients. Clients should be aware that broker dealers provide us with different levels and cost of service that may create a conflict of interest. Broker dealer services may be contingent upon us committing a specific amount of business to the broker dealer; e.g., Schwab required that we have at least \$10 million worth of client assets maintained in accounts at Schwab for us to use their institutional platform.

Broker dealers may offer us additional services intended to help us manage and develop our business. These may include services such as: consulting (compliance, legal, and business), practice management advice, and access to third party service providers. Broker dealers may discount or pay the costs of such third parties. Broker dealers may also provide other benefits such as educational events and occasional business entertainment for our employees. Broker-dealers also make available to us software and other technology that: provides access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; assists with back-office functions, recordkeeping, and client reporting. Such products or services made available to us may benefit us but may not directly benefit you or your account. These additional services and benefits may create a conflict of interest that clients should be aware of when considering our recommendations.

CPC Models, CPC Custom Models & Reporting Plus

These accounts are invested in ETFs, stocks, bonds, mutual funds and other securities. Custodians offer two pricing models which include asset based and transaction based fees for the purchase and sale of securities. We recommend which pricing model to use based on the expected trading volume and account size.

Under an asset based pricing arrangement, the client pays the custodian for account transaction fees based upon a percentage (%) of the market value of their account. This differs from transaction based pricing, where Client's accounts are assessed a separate transaction fee for each transaction. When we negotiate a pricing arrangement with the account custodian, we do not receive any portion of the asset based or transaction based custodian fees. Some Client accounts may benefit from using transaction based pricing to pay for custody and trading services on a fee per transaction basis, depending on the size and estimated trading frequency in the account. This may result in our recommendation to use a broker-dealer (custodian) that will allow the account to be set up using transaction based pricing instead of asset based pricing.

The decision between using transaction based and asset based pricing at the custodian will be reviewed with the client and the estimated costs discussed at the time the account is established. Clients should refer to separate disclosures provided by their broker-dealer (custodian), for the costs associated with transactions of securities. Clients should be aware of the method used by the custodian to calculate fees for their accounts, transaction based or asset based, and review this annually to consider whether the fee arrangement is still appropriate for their accounts.

CPC Models, CPC Custom Models & Reporting Plus

These accounts are traded on an individual account basis and we don't aggregate the security trades. Clients may not receive transaction fee discounts that might be available if we aggregated trades. As a result, certain client trades may be executed before others and at different prices. Under an arrangement we negotiated for accounts held at Pershing, clients will not incur transaction fees on mutual fund transactions until after December 31, 2019. On January 1, 2020 mutual fund transaction fees will be charged unless the mutual fund is on the Pershing No Transaction Fee (NTF) list. Clients should refer to separate disclosures provided by their broker-dealer (custodian), for the costs associated with transactions of securities.

CPC Variable Annuity Models

These accounts are invested in variable annuity sub-accounts on the Nationwide Annuity platform ("Nationwide") which serves as the custodian for the variable annuity sub-account assets. As a result, sub-account trades are all placed through the issuer or the transfer agent for the Nationwide variable annuity. CPC will use the available annuity sub-account funds that are consistent with its strategies. Clients are not charged in connection with individual transactions in this program.

Managed Programs

These accounts are typically "wrap fee programs" in which clients pay a single fee for both investment advisory and brokerage services. As a result, clients are not charged commissions and a portion of the wrap fee is generally considered to be in lieu of commissions. Clients should be aware that wrap fees may or may not exceed the aggregate costs of investment advisory and brokerage services if the services were provided separately. Clients should carefully review the disclosure documents of Envestnet and the Independent Managers for more information regarding brokerage practices, including any policies regarding trade aggregation.

Trade Away and Step Out Trades. Envestnet or Independent Managers (“Manager”) may place client trade orders with a broker/dealer other than the broker-dealer selected by the client if they determine they must do so to comply with their best execution obligations. This practice is frequently referred to as “step out trading.” Step out trades may be executed without additional cost, but in certain instances, the executing firm may impose a commission, markup, or markdown on the trade. If a Manager engages in a step out trade and the executing broker/dealer assesses a commission or equivalent fee on the trade, the client will incur trading costs that are in addition to the Annual and Program fees paid by the client to participate in the Program. In such cases, the net purchase or sale price reflected to the client will include the additional cost of the brokerage commissions or dealer markups/markdowns charged by the executing broker. Managers may reasonably believe that they are able to achieve better trading results by trading away. Alternatively, Managers may consider soft dollar relationships or other economic benefits received relative to their selection of executing broker-dealers.

Step out trading practices differ from Manager to Manager. Some Managers do not engage in step-out trading, while others step out transactions at no additional cost or for various additional costs. Managers who engage in step out trades may be more costly to a client than Managers who do not engage in step out trades. Clients should review the Manager’s Form ADV Part 2A Brochure, inquire about the Manager’s trading practices and associated trading costs, and consider this information carefully before selecting a Manager.

CONSULTING SERVICES

Consulting Services clients can choose any broker dealer they wish.

ITEM 13 REVIEW OF ACCOUNTS

ACCOUNT REVIEWS

While we utilize a periodic review process, we may perform more frequent reviews due to changes in client's individual circumstances, the market, or the political and economic environment. Clients should notify us immediately of any changes in their financial situation and investment objectives or if they wish to impose or modify their investment restrictions.

Our advisors endeavor to meet with clients at least annually to review their financial status, investment objectives, account performance, and investment suitability. During these meetings we also review specific questions or concerns our clients may have. As part of this process, we review the client's information in an effort to ensure that our recommendations continue to be suitable and that the client's account is managed appropriately. If we determine that a change may be necessary, we will make appropriate recommendations to our client. More frequent reviews may be done at the client’s request.

At least quarterly, advisors review *investment management* accounts for imbalances related to market activity, investment performance, and other factors. If we determine that an account change may be necessary, we may rebalance the account or contact client in accordance with our discretionary authority.

At least quarterly, our Investment Policy Committee reviews results of the investments, mutual funds, ETF's, Independent Managers and other securities in our investment management accounts. As part of this process, we review the performance of mutual funds, ETFs, Independent Managers and other securities in an effort to determine whether our investment strategies are achieving their objectives. If we determine that a change is necessary, we may increase or decrease account allocations, change mutual fund(s), ETF(s) or Independent Managers or other securities or contact the client in accordance with our discretionary authority.

Reporting Only and Consulting Services

We review these client accounts as contracted with clients and/or as requested by client.

ACCOUNT REPORTING

In addition to the reports described below we may employ various tools to generate reports that help us analyze clients' information and gain an understanding of their overall situation. These reports may be provided to clients as part of our periodic review process and typically contain information regarding the client's investments, net worth, and cash flow. The reports help us evaluate our opinion regarding whether the client's objectives can be met by the client's resources and current course of action.

Investment Strategies

We generally use Investnet to provide daily online account access and quarterly account reports for our clients. These reports and online tools are typically designed to detail account holdings, account activity (including billing), and investment performance. Clients are also urged to compare any such reports with the statements provided by the custodian(s) that cover the same time period.

Consulting Services

The content and frequency of reporting is individually negotiated with each client.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

CLIENT REFERRALS

We do not compensate individuals or entities for prospective Client referrals.

We may refer our clients to other professionals or firms when we believe it is in the best interest of our clients. We are under no obligation to make referrals and we provide them as a professional courtesy and to help clients toward their objectives. We do not receive any direct compensation for these referrals; however, we may receive other benefits that could be considered a form of non-cash compensation. The benefits we may receive include, but are not limited to, access to professionals for advice, speaking opportunities or reciprocal referrals from these professionals or firms. Our employees may also be invited to entertainment events or exchange de minimis gifts. This creates a conflict of interest as we have a desire to receive these referrals and other benefits from the professionals and firms. Clients, however, are under no obligation to use the services of any professional or firm we may recommend. The implementation of our recommendation is solely at the client's discretion. As these

situations present conflicts of interest, we have established appropriate policies and procedures including the monitoring of gifts we give and receive to protect the interest of our clients.

We may also receive client referrals from a not-for-profit charitable institution, foundation, or other organization which may itself be a client or benefactor of our firm. As a part of our services we may, in some cases, assist clients with charitable planning where we make a recommendation for the client to include the referring organization in their planning efforts. This creates a conflict of interest as we have a desire to receive future client referrals from the referring organization. Clients, however, are under no obligation to implement any recommendation we offer. The implementation of our recommendations is solely at the client's discretion. As these situations present conflicts of interest, we have established appropriate policies and procedures including the monitoring of employee charitable gifts to protect the interest of our clients.

OTHER COMPENSATION

As disclosed in *Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS*, certain employees of our firm are separately licensed as insurance agents with unaffiliated insurance companies. We may recommend the use of these employees to clients for implementation of recommendations involving insurance products, provided that our recommendation is consistent with our fiduciary duty to our client. Any commissions or other compensation received from the implementation of such recommendations is separate and distinct from our advisory fee. Our clients are not obligated to use anyone associated with our firm to implement any recommended transactions.

Clients should be aware that lower commission costs may or may not be achieved if recommended transactions are placed through our employees in their separate capacity as insurance agents.

We receive an economic benefit from broker-dealers in the form of the support products and services they make available to us and other independent investment advisors whose clients maintain their accounts at these broker-dealers. These products and services, how they benefit us, and the related conflicts of interest are described in *Item 12 BROKERAGE PRACTICES*. The availability to us of such broker-dealers' products and services are not based on us giving particular investment advice, such as buying particular securities for our clients.

Gifts to Non-Profit Organizations. Employees of our firm may make monetary donations or gifts to non-profit organizations. Such non-profits may provide us with *Seminar* opportunities and prospective client referrals. As we have a continuing interest in presenting *Seminars* and receiving client referrals, a conflict of interest exists due to gifts made by our employees. We monitor employee gifts to non-profits to ensure that any such gift is reasonable and fair in light of our fiduciary duties to our clients. See *Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS* for additional information.

ITEM 15 CUSTODY

We do not have actual custody of any client's account. However, as disclosed in *Item 5 Fees and Compensation*, we may directly debit our fees from client accounts as authorized. Under applicable regulatory interpretations, as a result of this authority, we are deemed to have custody of client assets.

As part of our billing process, the client's custodian is advised of the amount of our fee which the custodian then debits from client's account. At least quarterly, the custodian will send a statement to the client that shows all transactions in the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of this calculation, among other things. Clients should contact us directly if he/she believes that there may have been an error in the calculation of their fee, or any other information provided in their statement.

Also, as disclosed in *Item 13 Review of Accounts*, CPC or Envestnet may prepare and send account statements directly to our clients, as contracted for, in addition to the periodic statements that clients receive directly from their custodians. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings, and values are correct and current.

We have also received, from certain clients, standing letters of authorization that permit us to instruct the account's custodian to transfer funds to other accounts. We are deemed to have custody of those client funds where we have the ability to transfer funds to a third party. Specifically, certain clients have established asset transfer authorizations which permit the qualified custodian to rely upon instructions from us to transfer client funds or securities to third parties. These arrangements are disclosed in *ADV Part I, Item 9*. In accordance with the guidance provided in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subject to an annual surprise CPA examination.

ITEM 16 INVESTMENT DISCRETION

Managed Programs

We request that clients give us written discretionary authority to move their assets between different Independent Managers and to hire and fire Independent Managers as we deem appropriate. We do not have discretionary authority over the securities Independent Managers select for client accounts.

Any limitations on our discretionary authority shall be included in the written authority signed by the client. Clients may amend these limitations in writing.

CPC Models, CPC Custom Models, and Reporting Plus

We manage these accounts on a discretionary basis, which means that we place trades in a client's account as we deem appropriate without contacting clients prior to trading. Our discretion includes the ability to determine the appropriate security and amounts to buy or sell in the client's account. Clients grant us discretionary authority in our written Wealth Management Services or Investment Management Services agreement. Clients may place reasonable limits (restrictions) on this authority and amend these limitations in writing.

ITEM 17 VOTING CLIENT SECURITIES

We don't vote proxies or make elections on events pertaining to client's investment assets; however, we may offer clients consulting assistance regarding proxy issues. Proxies and elections include any mergers, acquisitions, tender offers, bankruptcy proceedings or other issues. Clients maintain exclusive

responsibility for voting proxies and making elections for securities they beneficially own. Clients are also responsible for instructing custodians to forward to the clients copies of all proxies and shareholder communications relating to their investment assets.

ITEM 18 FINANCIAL INFORMATION

We don't hold or solicit payment of fees in excess of \$1,200 per client for more than six months in advance of services rendered; therefore, we are not required to include a financial statement.

We have not been the subject of any bankruptcy petition and have no additional financial circumstances to report.

ANY QUESTIONS: Our Chief Compliance Officer, Michael D. Miller, CFP®, ChFC® remains available to address any questions a client or prospective client may have regarding the above disclosures and arrangements.