



Part 2A of Form ADV: Firm Brochure

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September 28, 2017

This brochure provides information about the qualifications and business practices of Plan Strategies, Inc. ("PSI"). If you have any questions about the contents of this brochure, please contact us at 303-658-3500. 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. PSI is a Registered Investment Adviser. Registration as an Investment Adviser with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about PSI 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 IARD number. The IARD number for Plan Strategies, Inc. is 110048.

ITEM 2 – MATERIAL CHANGES

Summary of Material Changes

This section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.

The following are the material changes since our initial ADV dated December 31, 2016:

- Registering with the U.S. Securities & Exchange Commission (“SEC”) in September 2017

If you would like another copy of this Brochure, please contact our Chief Compliance Officer Kim Lakota at (303) 658-3500.

We encourage you to read this document in its entirety.

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ITEM 4 – ADVISORY BUSINESS

This Disclosure document is being offered to you by Plan Strategies, Inc. (“PSI” or “Firm”) about the investment advisory services we provide. It discloses information about our services and the way those services are made available to you, the client.

Our primary business is pension and investment consulting for defined contribution company retirement plans. The plans are primarily participant-directed, but PSI does have clients with trustee-directed plans. We act as a pension consultant and may have assets under management, depending on the arrangement with the client.

Our Firm was established in 1998. Robert Beriault Holdings Inc. (“RBHI”) is PSI’s direct owner. Robert H. Beriault is an indirect owner.

Pension Consulting Services

For employer-sponsored retirement plans with participant-directed investments, PSI provides its advisory services as an investment advisor as defined under Section 3(21) and 3(38) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). When serving as an ERISA 3(21) investment advisor, the plan sponsor and PSI share fiduciary responsibility. The plan sponsor retains ultimate decision-making authority for the investments and may accept or reject the recommendations in accordance with the terms of a separate ERISA 3(21) Investment Advisor Agreement between PSI and the plan sponsor. PSI provides the following services to the plan sponsor:

- Screen investments and make recommendations.
- Monitor the investments and suggests replacement investments when appropriate.
- Provide a quarterly monitoring report.
- Assist the plan sponsor in developing an Investment Policy Statement (“IPS”).

When serving as an ERISA 3(38) investment manager, the plan sponsor is relieved of all fiduciary responsibility for the investment decisions made by PSI. PSI is a discretionary investment manager in accordance with the terms of a separate ERISA 3(38) Investment Management Agreement between PSI and the plan sponsor. PSI’s investment management is limited in that it has the discretion solely to replace funds in plan fund lineups and initiate the transfer of existing balances to the replacements without prior approval from the client.

PSI provides the following services to the plan sponsor:

- Select the investments.
- Monitor the investments and replace investments when appropriate.
- Provide a quarterly monitoring report.
- Develop a customized IPS.

Our goal in identifying the plan's investment options is to provide a range of options that will enable plan participants to invest according to varying risk tolerances, savings time horizons or other financial goals. The plan's investment options may consist of ETFs, CITs, mutual funds, model portfolios, or other similar investment funds. The investment funds from which our Firm will select from will be those that are available on the plan record-keeper's investment platform.

We will prepare an IPS for the plan. The purpose of the IPS is to provide guidelines for making investment-related decisions in a prudent manner. It outlines the underlying philosophies and processes for the selection, evaluation, monitoring, and, if necessary, replacement of the investment options offered by the plan. We will perform on-going monitoring of the investment options within the plan. The ongoing monitoring of investments is a regular and disciplined process. Monitoring confirms that the criteria remain satisfied and that an investment option continues to be appropriate. The process of monitoring investment performance relative to specified guidelines will be consistently applied.

We provide these Plan consulting services separately or combined. Clients may choose to use any or all of these services as indicated on the Investment Advisory Agreement with our Firm.

Participant Education

For pension, profit sharing and 401(k) plan clients in self-directed plans, we may provide periodic educational support and investment workshops designed for the plan participants, if provided for in our agreement with the client. Topics to be discussed will be determined in conjunction with the plan sponsor and in accordance with guidelines established in ERISA Section 404(c). The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Services in General

Our consulting recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will primarily include advice regarding mutual funds and independent third-party managers available through platforms offered by LT Trust Company or other platform providers.

Wrap Fee Program

We do not sponsor a Wrap Fee Program.

Assets

Our pension consulting assets totaled \$209,401,648.01 as of September 15, 2017.

ITEM 5 - FEES AND COMPENSATION

Our fees are based upon a percentage of client or plan assets, and vary depending on the scope and nature of services provided. The exact percentage will be mutually agreed upon with the client and will depend on such variable as the size of the portfolio, frequency of reviews and preparation of reports, as well as the nature and complexity of the service. Fees may vary for similar clients and will range from 0.15% to 1.00% annually. In certain circumstances, a fee minimum of \$500 will apply.

Plan advisory services begin with the effective date of the Investment Advisory Agreement, which is the date you sign the Investment Advisory Agreement. For that calendar quarter or month, fees will be adjusted pro rata based upon the number of calendar days in the calendar quarter or month that the Agreement was effective. Fees may be billed monthly or quarterly, in advance or in arrears, and be billed directly or deducted from plan assets, depending on the Agreement. For Plans where our fee is billed to the custodian, the fee is deducted directly from the participant accounts. Written authorization permitting us to be paid directly from the custodial account is outlined in the Investment Advisory Agreement.

Discounts, not generally available to our advisory clients, may be offered to family members and close friends of PSI. We do not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance.

Additional Fees and Expenses:

In addition to the advisory fees paid to our Firm, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. PSI's brokerage practices are described at length in **Item 12**, below. Neither our Firm nor its supervised persons accept compensation for the sale of securities or other investment products. Further, our firm does not share in any of these additional fees and expenses outlined above.

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

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees) nor engage side by side management.

ITEM 7 - TYPES OF CLIENTS

We provide investment advice to employee sponsored retirement plans. We do not have a minimum initial account value for opening accounts.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Our methods of analysis include fundamental analysis, and the generally accepted theories of asset allocation and modern portfolio theory to assist clients with the construction of retirement plan fund menus and asset allocation models. Most of our services will be oriented around constructing menus of mutual funds or Exchange Traded Funds ("ETF").

Mutual fund and/or ETF analysis: We look at the experience and track record of the manager of the mutual fund or ETF to determine if the manager has demonstrated an ability to invest over a period of time and throughout different economic conditions. We also look at the underlying assets in a mutual fund or ETF to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio. We monitor the funds or ETFs to determine if they are continuing to follow their stated investment strategy.

Fundamental analysis concentrates on historical qualitative and quantitative factors that determine the attractiveness of a particular investment. This strategy does not attempt to predict future returns, but rather to identify investment alternatives that have quality track records and management with the goal of providing retirement plan clients with a high-quality, diversified fund menu for use by plan participants.

Risk of Loss

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities involves risk of loss. Further, depending on the different types of investments there will be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our Firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines.

Investors should be aware that accounts are subject to the following risks:

Market Risk — Even a long-term investment approach cannot guarantee a profit. Economic, political and issuer-specific events will cause the value of securities to rise or fall. Because the value of investment portfolios will fluctuate, there is the risk that you will lose money and your investment may be worth more or less upon liquidation.

Foreign Securities and Currency Risk — Investments in international and emerging-market securities include exposure to risks such as currency fluctuations, foreign taxes and regulations, and the potential for illiquid markets and political instability.

Capitalization Risk — Small-cap and mid-cap companies may be hindered as a result of limited resources or less diverse products or services, and their stocks have historically been more volatile than the stocks of larger, more established companies.

Interest Rate Risk — In a rising rate environment, the value of fixed-income securities generally declines and the value of equity securities may be adversely affected.

Performance of Underlying Managers — We select the mutual funds and ETFs in the asset allocation portfolios. However, we depend on the manager of such funds to select individual investments in accordance with their stated investment strategy.

ITEM 9 - DISCIPLINARY INFORMATION

We do not have any legal, financial or other “disciplinary” item to report.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain IARS of our Firm are principals and staff employed with LT Trust, a related firm by common ownership and control.

LT Trust provides services to clients of PSI under separate agreements for additional fees. The typical process is a Plan Sponsor may select LT Trust as a third-party administrator and/or recordkeeper. LT Trust may refer the Plan Sponsor to PSI if they’re looking for an advisor. LT Trust also offers several products where PSI provides advisory services to plans as part of a bundled offering. Clients of LT Trust are under no obligation to choose PSI as an advisor. They are free to choose from different advisors, and many do.

Potential conflicts of interest also arise to the extent that these non-advisory activities may require a time commitment from some of our staff, thus limiting the amount of time they can dedicate to management of advisory client accounts. We endeavor at all times to put the interest of its clients first as part of its fiduciary duty as a registered investment adviser and takes the following steps to address this conflict:

1. We disclose to clients the existence of all material conflicts of interest, including the potential for related firms to earn compensation from advisory clients in addition to our advisory fees;
2. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
3. Our management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
4. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
5. We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
6. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate any conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information.

The Code of Ethics is designed to protect our clients to detect and deter misconduct, educate personnel regarding the firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of PSI, guard against violation of the securities laws, and establish procedures for personnel to follow so that we may determine whether their personnel are complying with the firm's ethical principles.

PSI's recommendations and advice for our retirement plan clients utilize mutual funds, and in some cases, Exchange Traded Funds (ETFs). The nature and trading structure of these securities minimizes the potential conflicts of interest.

You may request a complete copy of our Code by contacting us at the address, telephone or email on the cover page of this Part 2; Attn: Chief Compliance Officer.

ITEM 12 - BROKERAGE PRACTICES

We do not have any formal or informal soft-dollar arrangements and do not receive any soft-dollar benefits.

We do not request or accept the discretionary authority to determine the broker dealer to be used for client accounts. Clients and/or their third-party plan administrators must direct us as to the broker dealer to be used for all client securities transactions. In directing the use of a particular broker or dealer, it should be understood that we will not have authority to negotiate commissions among various brokers, and best execution may not be achieved, resulting in higher transaction costs for clients.

If selected by the client to act as a third-party plan administrator, LT Trust or PSI will utilize the brokerage and custodial services of TD Ameritrade, or possibly other providers. PSI has no discretion or ability to choose a brokerage platform. Any platform benefits LT Trust or PSI receive through participation in programs offered by these unaffiliated entities may depend upon the amount of transactions directed to, or amount of assets custodied by them. Therefore, participation in these programs results in a potential conflict of interest for our firm, as the receipt of the above benefits creates an incentive for LT Trust or PSI to utilize TD Ameritrade.

Nonetheless, LT Trust and PSI have reviewed the services of these custodians and recommend their services based on a number of factors. These factors include the breadth of professional services offered, fees, and the custodial platform provided to clients.

ITEM 13 - REVIEW OF ACCOUNTS

Account Reviews and Reviewers – Investment Supervisory Services

Our IARs will monitor client accounts on a periodic basis and perform annual reviews with each client or as frequently as indicated and defined in the Agreement with the Client. All accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in geopolitical and macroeconomic specific events.

Statements and Reports

We typically prepare regular reports for clients. The nature and frequency of the reports varies, depending on the service agreement with the client.

The custodian for the client's account will also provide an account statement at least quarterly. You are urged to compare the reports provided by our Firm against the account statements you receive directly from your account custodian.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Other than already disclosed in this Brochure, our firm does not pay client referral fees or receive any additional compensation from third parties for providing investment advice to its clients

ITEM 15 – CUSTODY

Custody is defined as any legal or actual ability by our firm to access client funds or securities. We do not take physical possession of client assets. Moreover, we have not entered into any arrangements under which our firm is deemed to have constructive custody of client funds.

For all accounts, our firm has the authority to have fees deducted directly from client accounts. Our firm has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. You should carefully review those statements and are urged to compare the statements against reports received from PSI. When you have questions about your account statements, you should contact PSI or the qualified custodian preparing the statement.

ITEM 16 – INVESTMENT DISCRETION

We exercise a limited amount of discretion in client accounts, if allowed for in our agreement with that client. Our discretion would come in the form of replacing an investment option in a company retirement plan and initiating the transfer of client assets from the old to the new fund. With some service arrangements, we may also manage model portfolios on a discretionary basis, including allocating assets, rebalancing and replacing funds as needed.

For these limited discretionary accounts, prior to engaging our firm to provide investment advisory services, you will enter a written Agreement with us granting the firm the authority to supervise and direct, on an on-going basis, investments in accordance with the Plan's investment objective and guidelines, typically an Investment Policy Statement. In addition, you will need to execute additional documents required by the Custodian to authorize and enable our Firm, in its sole discretion, without prior consultation with or ratification by you, to purchase, sell or exchange securities in and for your accounts. We are authorized, in our discretion and without prior consultation with you to: (1) buy, sell, exchange and trade any investment company registered under the Investment Company

Act of 1940 and (2) determine the amount of securities to be bought or sold and (3) place orders with the custodian. Any limitations to such authority will be communicated by you to us in writing, as indicated on the Agreement.

ITEM 17 – VOTING YOUR SECURITIES

We will **not** vote proxies on your behalf. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.