

Investment Adviser Registration

Form ADV part 2
Date March 30, 2011

Name of Investment Adviser:

JUST PLANS, Etc, A California Corporation
1399 Ygnacio Valley Road #24 Walnut Creek, CA 94598
(925) 988-0330

This brochure provides information about the qualifications and business practices of Just Plans Etc. If you have any questions about the contents of this brochure, please contact us at 925-988-0330 and/or JustPlans@jps.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Just Plans Etc also is available on the SEC's website at www.adviserinfo.sec.gov.

This being the first iteration of the new ADV Part 2 format in plain English, there are no material changes –save for the format- since the last annual update.

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1. What We Do

Just Plans provides investment advisory and financial planning services to clients. The objective of the first meeting with a prospective client is to determine if what we do and how we do it matches what the client is looking for.

When establishing a relationship is determined to be mutually beneficial, we work with you to identify and quantify specific objectives that may include...

- Retirement ▪ Funding College Costs ▪ Charitable Giving ▪ Investment Biases ▪ A Financial Plan ▪ Stock Options ▪ Estate Strategies ▪ Insurance & Risk-Management ▪ Employee Benefits ▪ Mortgage Analysis ▪ Large Purchase Analysis

Investment related activities are implemented by our firm. Other areas -wills, trusts, mortgages, insurance- would be handled by [your] advisors in those fields.

Using a professional questionnaire we identify and help you recognize your level of tolerance for investment volatility, and reassure ourselves that you understand the multiple risks involved with investing, including but not limited to the following:

Types of Risk

- Market Risk: Market risk refers to the possibility that the value of equity securities held may decline due to daily fluctuations in the securities markets.
- Investment Style Risk: The performance may be better or worse than the performance of other types of investments.
- Investment Advisor Risk: The Advisor's ability to choose suitable investments has a significant impact on the achievement of investment objectives. The investment strategy may fail to produce the intended result.
- Market Sector Risk: The percentage of assets invested in various industries and sectors will vary from time to time depending on the Advisor's perception of investment opportunities. Investments in particular industries or sectors may be more volatile than the overall stock market.
- Equity Securities Risk: If the majority of a portfolio consists of common stocks, it is expected that the net asset value will be subject to greater price fluctuation than a portfolio containing mostly fixed income securities. The value of a company's equity securities is subject to changes in the company's financial condition, and overall market and economic conditions.
- Small Companies Risk: Investing in the securities of small companies generally involves greater risk than investing in larger, more established companies. Although investing in securities of small companies offers potential above-average returns if the companies are successful, the risk exists that the companies will not succeed and the prices of the companies' shares could significantly decline in value.
- Portfolio Turnover Risk: Although the Advisor may intend to hold portfolio securities for the long term, it may be decided to sell portfolio securities without regard to the length of time they have been held.
- Exchange-Traded Funds Risk: Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track..
- Fixed Income Security Risk: Fixed-income securities are affected by changes in interest rates and credit quality. A rise in interest rates typically causes bond prices to fall. The longer the average maturity of the bonds held by the fund, the more sensitive the fund is likely to be to interest rate changes. There is the possibility that the issuer of the security will not repay all or a portion of the principal borrowed and will not make all interest payments.
- Foreign Securities Risk: As compared to U.S. companies, there may be less publicly available information relating to foreign companies. Foreign securities may be subject to foreign taxes. The value of foreign securities is subject to currency fluctuations and adverse political and economic developments. Investments in emerging market countries are subject to greater levels of investment risk.
- Hedging & derivatives: Hedging may increase the volatility of an investment and, if the transaction is not successful, could result in a loss. Counterparty risk is the principal risk of currency forwards, options, and futures and market access products. In addition, the use of derivative instruments (such as options, futures and swaps) could produce disproportionate gains or losses. Investing in derivative instruments involves risks different from the risks associated with investing directly in traditional investments and, in a down market, could be harder to value or sell at a fair price.
- Futures Contracts: Counterparty risk, liquidity risk (i.e. the inability to enter into closing transactions), foreign currency risk and risk of disproportionate loss are the principal risks of engaging in transactions involving futures contracts.
- Options: Counterparty risk, liquidity risk (i.e. the inability to enter into closing transactions), foreign currency risk and risk of disproportionate loss are the principal risks of engaging in transactions involving over-the-counter options. Counterparty risk does not apply to exchange traded options.
- High Portfolio Turnover Risk: Actively trading securities can increase transaction costs (thus lowering performance) and taxable distributions.
- Initial Public Offerings Risk: IPO shares may have a magnified impact on performance and are frequently volatile in price. They can be held for a short period of time causing an increase in portfolio turnover.
- Issuer Risk: An issuer of a security may perform poorly and, therefore, the value of its stocks and bonds may decline. An issuer could default or have its credit rating downgraded.
- Non-diversified risk: Overall risk can be reduced by investing in securities from a diversified pool of issuers, while overall risk is increased by investing in securities of a small number of issuers. Investments in a non-diversified fund may magnify the fund's performance.

The third step is to evaluate if your present rate of investing and holdings are likely to help you achieve your financial and life goals. If not, changes in your saving rate and/or present portfolio holdings are determined. In many cases some change is called for. Specific recommendations are reduced to writing and a time table is established for implementing the changes.

2. Who We Do It For - Typical Client

Clients of Just Plans include individuals, small closely held businesses, retirement plans, estates, trusts and charitable organizations. The minimum account for new clients is \$350,000. Multiple family accounts are aggregated to satisfy the minimum. Under certain circumstances this minimum may be waived solely at Just Plans' discretion.

3. How We Do It - Methods of Analysis, Investment Strategies, Risks of Loss

We utilize research material prepared by others, financial newspapers and magazines, corporate rating services, annual reports, prospectuses, and company press releases to evaluate investment opportunities. Both fundamental and technical analysis, including charting, are used. Although most investment opportunities would be considered long-term in nature, we have sold positions which have been held for less than 1 year. Occasionally we will use margin (money borrowed from the broker-dealer) to affect a trade or cover a cash withdrawal.

Based on the one investment model (Preservation, Drawing Income, Balanced, and Growth) with which you are most comfortable your portfolio(s) will be created utilizing mutual funds, exchange traded funds, CDs, separate account managers, individual stocks, fixed income securities, and/or real estate and oil & gas partnerships. Just Plans has no proprietary products.

4. How We Are Paid - Fees & Compensation

Just Plans is a 'fee only' advisor. Our fees are based on a percentage of assets (1.2% to 0.60%) under management, an hourly rate (\$150 to \$200), or a flat fee, depending on the nature of the work being done. Just Plans may be paid a portion of the advisory fees from other independent advisors to whom it refers business. You will be provided information regarding amounts and full disclosure is made prior to implementation pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended.

We do not offer 'Performance Based Fee' arrangements, nor do we manage either a mutual fund or hedge fund.

You are not obligated to purchase any products, or services. The fee schedule fully compensates Just Plans for efforts expended on your behalf. If mutual funds, exchange traded funds or Separate Accounts are used, management and trading fees are incurred in addition to our fee. If stocks are used, the broker-dealer (Schwab or Ameritrade) charges a transaction fee to execute the purchase and sale of securities.

5. Investment Discretion

Once you approve a general investment strategy, modifications are made at the discretion of the advisors at Just Plans, as described in the Advisory Agreement. This includes the selection of investments (evaluating them, reallocating assets among them, and replacing them, as we deem necessary), allocating among asset classes and selecting individual securities. It also applies to separately managed accounts.

However, before a change can be made to a different investment model your approval must be obtained.

6. Brokerage Practices

As a fiduciary Just Plans endeavors to always act in your best interest. We do not believe that our requirement that accounts be opened at Charles Schwab & Co or TD Ameritrade compromises that standard. Our selection of Schwab and Ameritrade is not based on products and services available to Just Plans, but rather on the nature, cost and quality of services available for the clients of Just Plans. Best execution is one of the considerations. The relationships are evaluated annually.

Both Charles Schwab & Co and TD Ameritrade make available products and services that are of value to Just Plans in administering and managing client accounts, including access to their institutional trading & custody services, which are typically not available to retail investors. This includes software and other technology, research, market data, facilitating payment of advisor fees from client accounts, back-office functions, recordkeeping and client reporting. These services are made available to independent advisors at no charge so long as a minimum level of assets is on deposit at the broker-dealer.

Charles Schwab & Co and TD Ameritrade also make available other services intended to help us manage and further develop our business enterprise. These services include consulting, publications & conferences on practice management, information technology, business succession, regulatory compliance and marketing. Both firms may arrange &/or pay for these services when provided by an independent third party. They also provide a forum for advisors to meet and discuss issues.

Neither firm charges for custody, but is compensated by transaction fees for executing trades. The firms were selected based on historical net prices (after transaction fees), the execution, clearance, error resolution and settlement capabilities generally and in connection with securities of the type bought or sold, the firms' reliability and financial stability, the size of the transaction, and the market for the security. Just Plans attempts, but is not obligated to find the lowest commission or best net price for an account on any particular transaction.

Aggregation of Orders: Transactions may be executed as part of a block trade for a number of accounts, and may include employees of Just Plans. Often multiple block trades are executed in an attempt not to influence the price of a stock. Although the price obtained in each block trade is apt to be different from one another, they are averaged with each account being charged the same price. Just Plans believes this is in the best interest of, and is most equitable to, all clients.

Trade Errors: Occasionally we may make an error in submitting a trade order on your behalf. When this occurs, we may place a correcting trade with the broker-dealer that has custody of your account. If an investment gain results from the correcting trade, the gain will remain in your account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forgo the gain (e.g., due to tax reasons). If the gain does not remain in your account and Charles Schwab & Co Inc is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs greater than \$100, Just Plans will pay for the loss. Schwab will maintain the loss or gain (if such gain is not retained in your account) if it is under \$100 to minimize and offset its

administrative time and expense. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

7. Review of accounts

The goal of the initial interview is to help you identify and quantify your financial objectives, and to determine the investment returns required to reach those goals. Portfolio design and composition follows. You need to keep us informed about changes in your life that may suggest modifications to your plan and/or investments. Goals may be general (wealth accumulation or preservation), or specific (retirement, college funding, acquiring or disposing of a business or real property, insurance coverage) and include related tax consequences. We prefer to review your investment objectives annually and your risk tolerance every few years.

Financial plan reports are prepared randomly and may be multi-faceted, or simple (1-2 pages per topic). The purpose is to crystallize and quantify your goals.

The initial investment report compares your existing allocation of assets with the suggested allocation for a similar level of risk on the "efficient frontier". The goal is to identify an asset mix that maximizes the return for your acceptable level of risk (volatility). Subsequent reports are provided quarterly consisting of a Current Position Report illustrating unrealized gains or losses from date of purchase, and a Time Weighted Rate of Return Report covering the past 12 months.

Internal reviews of investments are made continuously. Accounts are bench-marked against the S&P500 and Barclay's Aggregate Bond indexes.

Visits with clients often include conversations on topics not directly related to investments. This could include IRA beneficiary designations, refinancing a mortgage, buying verses leasing a new car, down-sizing their home, or discussing wills versus a living trust. Just Plans recommends pension administration companies to clients. No fee is charged for this service and no compensation is received from these companies; however, Just Plans has received services at a discount from firms on the list.

8. Custody

Just Plans requires that clients establish an account with Schwab Institutional, a division of Charles Schwab & Co., or TD Ameritrade Securities, both whom provide custodial services for clients' assets. Both firms charge a transaction fee to execute stock trades, and may charge a transaction fee for certain mutual fund trades in client accounts, in accordance with a schedule provided to clients prior to establishing their account.

Just Plans does not have custody of client accounts, except to receive their fee for services rendered.

9. Voting Client securities

Just Plans does not vote proxies for clients

10. Code of Ethics, Participation or interest in Client Transactions & Personal Trading

To avoid any possible conflict of interest in carrying out our responsibilities to clients and the public, every officer, director and employee of Just Plans, Etc. ("Just Plans") is bound by this Code of Ethics. The general principles involved are stated in the following quote from the Securities and Exchange Commission:

"An investment advisor is a fiduciary. As such he owes his clients undivided loyalty, should not engage in any activity in conflict with the interest of any client, and should take the steps reasonably necessary to fulfill his fiduciary obligations. Thus, an investment advisor must not only refrain from effecting, on his own behalf, securities transactions which are inconsistent with his fiduciary obligation; he should also be reasonably certain that persons associated with him are not improperly utilizing the information which they obtain in the conduct of the investment advisory business in such manner as to adversely effect the interest of clients or limit the advisor's ability to fulfill his fiduciary obligations."

A copy of our Code of Ethics is available on request.

Occasionally, we may buy a security for a client's account in which one of us already has an ownership position, or an associated person may purchase the same security that is held in a client's account. It is Just Plans' policy not to permit any of us, or members of our immediate family, to trade in a manner that takes advantage of price movements caused by client transactions.

Periodically, trading in a particular security by associated persons, and certain relatives, may be restricted in recognition of trades about to be made on behalf of clients. If transaction orders for a client and associated persons, or relatives, are not aggregated, then transaction orders for associated persons and relatives will be the last orders filled. Just Plans' members, officers and employees are required to report all personal security transactions quarterly.

Associated persons of Just Plans may purchase or sell specific securities for their own account based on personal investment considerations without regard to whether the purchase or sale of such security is appropriate for clients.

11. Client Referrals and other compensation

Client referrals are gladly accepted but not paid for. There is no other compensation received by Just Plans. The fee structure described in item 4 is our sole means of compensation.

12. Other financial Industry Affiliations

Just Plans is completely independent. We are not affiliated with any other entity. Advisors at Just Plans have professional affiliations which include membership in the local Estate Planning Council and the national Financial Planning Association.

13. Disciplinary information

No one affiliated with Just Plans has been subject to any disciplinary actions, ever.

14. Financial information

Not applicable

Brochure Supplement – Just Plans Etc Advisors

1. Education, Background and Business Experience

As general standards, advisory representatives are required to have at least two years of college, and some prior business experience. Graduate work and a specialized business or technical skill are preferred, but not required. Associated persons must meet all examination or experience requirements of the states in which the person provides advisory services.

The principal of Just Plans, James Ellman, is a college graduate with over 30 years experience in insurance, tax planning, investments, and other related fields. Mr. Ellman also holds professional designations from the American College. In addition to investment management services, Mr. Ellman is involved in retirement planning activities.

Barry Mendelson is an Associated Advisor at Just Plans. He earned a BA in Business Economics from the University of California at Santa Barbara. Prior to joining the firm Barry was a Vice President with Charles Schwab & Co. in their \$245 billion investment management division advising leading investment advisors, banks, and other financial institutions on investments. During his more than 15 years in the industry, Barry held similar positions with the AXA Rosenberg Group, Neuberger Berman, and Franklin Templeton Investments.

2. Disciplinary information

Neither Mr. Ellman nor Mr. Mendelson has been subject to any disciplinary action.

3. Other business activities

Mr. Ellman has no business interests other than his ownership of Just Plans.

Mr. Mendelson in addition to investment management and financial planning activities, on occasion consults to an unrelated investment company.

4. Additional compensation

Mr. Ellman's income is derived from his employment at Just Plans and his personal investments.

Mr. Mendelson's income is derived from his activities at Just Plans, consulting fees and his personal investments.

5. Supervision

Mr. Ellman supervises Mr. Mendelson by reviewing and approving all presentations made to groups, reviewing financial plans prepared for clients and prospective clients and periodically reviewing trading activities both in his personal accounts and those of clients.