

**RpBrooks Financial, Inc.
dba Prudent Money Financial Services**

16633 Dallas Parkway, Suite 275
Addison, Texas 75001
(972) 386-0384 Phone
(972) 386-9787 Fax

www.PrudentMoney.com
www.PrudentMoneyFS.com
www.RPBrooksFinancial.com

CRD#128472

**FORM ADV PART 2A
Firm Brochure**

Revised: June 12, 2012

This brochure provides information about the qualifications and business practices of Prudent Money Financial Services. If you have any questions about the contents of this brochure, please contact us at 972-386-0384 and/or bob@prudentmoney.com. The term “registered investment advisor” does not imply a certain level of skill or training. 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 Prudent Money Financial Services also is available on the SEC’s website at www.adviserinfo.sec.gov

Item 2 - Material Changes

The following changes have been made since our last update dated 6/2/2011:

Revisions as of June 12, 2012

Amended Item 5 to remove reference to transaction fees. PMFS does not control, set or charge the transaction fees. Fees are assessed by the custodian selected by the client and can be changed by the custodian.

Amended Item 10.C and removed and replaced the disclosure language below.

PMFS has a business relationship with the following companies:

- Purshe Kaplan Sterling Investments, Dallas, TX, Member FINRA, SIPC
- Borden Hamman Agency, Dallas, TX
- Ash Brokerage Agency, Dallas, TX
- Fidelity Investments Institutional Brokerage Group (IBG), Boston, MA

Advisors of PMFS may be registered representatives of Purshe Kaplan Sterling Investments (PKS) and insurance licensed under Borden Hamman Agency and/or Ash Brokerage Agency. PKS is not involved in the RIA aspects of the business, such as financial planning, investment selection, due diligence, etc. PMFS and/or its associated persons may receive reasonable and customary commissions from the sale of insurance and investment products. As part of their normal business activities, associates of PMFS may spend approximately 10% of their time on these other business activities. Neither PMFS, nor its advisors, are associated with the aforementioned companies; instead, advisor has a business relationship with the companies. The insurance and securities business is on a commission basis and is not the principal business. However, the disclosure is provided since there is a conflict of interest for related persons of Advisor to offer insurance and securities products and vehicles since a commission could be received

Added the following disclosures to the items referenced.

ITEM 11C: Participation of Interest in Client Transactions

PMFS and its associated persons may buy or sell securities identical to those securities recommended to clients. Therefore, PMFS and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. PMFS and its associated persons will not put their interests before a client's interest. PMFS and its associated persons may not trade ahead of a client or trade in such a way to obtain a better price for themselves than for clients.

ITEM 11D: Personal Trading

PMFS is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Amended Item 12 disclosures to disclose brokerage arrangements.

Address Change as of 4-1-2012:

Old Address

New Address

909 Lake Carolyn Pkwy.
Suite 230
Irving, TX 75039

16633 Dallas Parkway
Suite 275
Addison, TX 75001

Assets Under Management have been updated as of March 31, 2012

Item Numbers have been included in Table of Contents and Headings throughout this brochure.

Item Number 6 was added to the brochure stating that Performance Based fees are not practiced by PMFS in any way.

Item Number 18 was added to the brochure stating that PMFS does not meet the criteria for Financial Information to be included in the brochure.

FORM ADV PART 2

Item 3 - **TABLE OF CONTENTS**

	<u>Page</u>
Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents	4
Item 4: Advisory Business	5
A. The Firm.....	5
B. Advisory Services	5
C. Tailored Advisory Services.....	8
D. Wrap Fee Programs.....	8
E. Assets Under Management.....	9
Item 5: Fees and Compensation.....	9
A. The Prudent Management Account Fee Schedule	9
B. How Fees are Assessed	9
C. Other Fee Based Investment Schedules	10
D. Refunds of Fees.....	11
E. Compensation from Sale of Securities or Asset Based Sales Charges.....	11
Item 6: Performance-Based Fees and Side-by-Side Management.....	12
Item 7: Types of Clients.....	12
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	12
A. Methods of Analysis	12
B. Investment Strategies	12
C. Types of Investments and Risk of Loss	13
Item 9: Disciplinary Information	13
Item 10: Other Financial Industry Activities or Affiliations	13
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	14
A. Code of Ethics.....	14
C. Participation or Interest in Client Transactions.....	15
D. Personal Trading	16
Item 12: Brokerage Practices	16
A1. Research and Other Soft Dollar Benefits.....	16
A2. Brokerage for Client Referrals.....	16
A3. Directed Brokerage	16
Item 13: Review of Accounts	16
Item 14: Client Referrals and Other Compensation.....	17
Item 15: Custody.....	17
Item 16: Investment Discretion.....	18
Item 17: Voting Client Securities	18
Item 18: Financial Information	18
Item 19: Requirement for State-Registered Advisers	18

FORM ADV PART 2

ITEM 4: ADVISORY BUSINESS

ITEM 4A: The Firm

RpBrooks Financial, Inc. dba Prudent Money Financial Services is currently located at 16633 Dallas Parkway, Suite 275, Addison, Texas 75001.

The principal owner of Prudent Money Financial Services is Robert P. Brooks.

I started my practice in 1992. In January of 2004 I reregistered the firm as a Registered Investment Advisor (RIA). Due to the total of assets under management we are a state regulated Investment Adviser firm and update our filing with the Securities and Exchange Commission (SEC) annually.

ITEM 4B: Advisory Services

Prudent Money Financial Services is a full service financial services company with an emphasis on fee based money management. Unlike the vast majority of firms, I take a contrarian approach to money management and actively manage for both bull and bear markets.

In addition to money management I also offer personal financial planning services. This is usually contracted on an hourly basis and can cover all facets of financial planning.

FEE BASED MONEY MANAGEMENT

The PRUDENT MANAGEMENT ACCOUNT is a fee-based, discretionary asset management program that allows Prudent Money Financial Services ("PMFS") the flexibility to manage the client's account within predetermined constraints. Each risk based investment strategy can be modified to offer maximum flexibility to meet the individual client's unique investment objectives, financial goals and particular needs of their current situation. Each portfolio is designed utilizing strategic and tactical asset allocation, trend analysis, and diversification techniques with an emphasis on managing for risk.

The PRUDENT MANAGEMENT ACCOUNT Process

PMFS consults with clients, gathers financial profile information, such as the purpose of the account, primary objective, risk tolerance, liquidity needs, age, occupation, income, net worth, and other special considerations which might impact how the account is managed. Please note that PMFS does its best to manage for taxes. However, there are often times when managing for risk and strategy become a higher priority than tax considerations. The financial information gathered is used to assist in accurately defining specific investment objectives and risk tolerance.

A risk assessment can be administered in 1 of 2 ways. The client discovery and evaluation process can give PMFS a solid look at the unique risk characteristics of each client. From there, a risk profile can be determined. Each client is also encouraged to take a risk assessment that has been developed by PMFS. The risk assessment, taken on-line, is in a 10 question format. The score of the assessment is used to further confirm the results of the client discovery and evaluation process and solidify the risk category.

After a client takes the risk assessment, it is scored as follows:

<u>Risk Score</u>	<u>Risk Category</u>
6-9	Conservative Growth
10-14	Moderate Growth
14-18	Growth

In order to understand each of the 3 investment portfolios, it is important to understand that the Prudent Money Management System is based on a collection of strategies.

Note: funds mentioned in these strategies are always subject to be omitted if they cease to meet specific criteria as developed by Bob.

Core Strategy

These are the investments that we invest in for the long-term. These are mutual funds managed with risk and growth in mind. I want to know that these core funds can handle the bad times as well or better than the good times. These funds are not high flyers. I want boring, predictable, and consistent results from the core strategy. As of the writing of this ADV, **these funds play the core role of the strategy.**

The Permanent Portfolio Fund
American Funds Capital Income Builder
The Gateway Fund
PIMCO Total Return Fund
Fidelity Puritan Fund
The Merger Fund

The Bond Strategy – Core Role

The bond strategy consists of two funds – Managers Short Duration Government Bond Fund and the PIMCO Total Return Fund. Both funds (which make up 50% a piece of the strategy) have different investment objectives. The two funds represent a very diverse bond portfolio. Much like the core strategy, the bond strategy has a long-term track record as well.

The Bull/Bear Strategy – Supportive Role

This is the strategy that is actively traded and can fluctuate based on what I am seeing. The bear and the bull market strategy is there to provide protection as well as make money. For this strategy, I use both the Pro Funds and Rydex Fund families. They both have what I refer to as tradable mutual funds.

General Trading Strategy – Supportive Role

This strategy will be employed as well (for those risk levels that are a fit) as a way to generate growth. The whole idea is to find certain sectors that can be bought and sold based upon the current trends. I do use tradable mutual funds so not to incur any additional fees due to the buying and selling. The holding times for these investments will be short in nature.

3 Different Investment Portfolios

Based on the evaluation and discovery process as well as the personal risk survey, clients would fall into 1 of 3 different investment portfolios.

Conservative Growth – This investment strategy contains the core strategy, the bond strategy, and to a limited degree the risk strategy. The main objective is preservation of capital over the long-term.

Moderate Growth – This investment strategy contains the core strategy and the risk strategy. There is more of an emphasis on the use of the risk/reward trading strategy than the conservative growth. The main objective is to take the risk necessary to make money in both bull and bear markets alike.

Growth – This investment strategy is the same as the moderate growth with one exception. The growth strategy can take additional risk in certain sector investments and can be actively traded when it makes sense.

Overall, all the investment strategies share a main objective and depending on the assessment of the environment could theoretically at any given time utilize the same approach. If that is the case, the universal approach would not exceed the risk parameters of the conservative growth account. The main objective for PMFS is based on the theory that to grow money over time a strategy has to be the best at managing for risk and large declines. The most successful investors miss the large declines.

Other Investment Portfolios – There is a fourth type of investment portfolio that could be the most appropriate for clients. This is utilized when the client's situation calls for something that is even more customized beyond managing for risk. Those scenarios could represent multiple situations.

Other Investments that could be utilized – Depending upon the client, privately held REITS, fixed annuities, and variable annuities could be recommended as a suitable investment. They would be in addition to the PMFS investment process.

All investment strategies have been tested and modeled given many different scenarios and risk conditions.

PMFS will monitor client accounts track also and objectives, and be available to discuss account performance, and answer questions.

In all matters, PMFS's planning services are analytical and advisory only, and do not include any legal, accounting or other professional services. PMFS will work with your legal, accounting, and other professional advisors to ensure the coordination of all pieces involved to the financial planning and/or estate planning process.

THE PERSONAL FINANCIAL PLANNING PROCESS

These services are offered to those clients of PMFS who wish to engage in a financial planning relationship where PMFS is hired to provide general investment advice or guidance relating to one or more of the following areas:

- A review of the client's current investment portfolio;

- A review of the client's comprehensive financial plan;
- Debt Management Planning - added
- Cash-flow Planning
- Business Planning
- A discussion of a generic investment portfolio or investments in general, not involving any specific investment recommendations;
- A review of a new or current issue regarding a portion of the client's current plan addressing one or more of the following areas: investment planning and/or asset management, windfall or "special needs" planning, estate planning, retirement planning

PMFS will carefully review all relevant materials pertaining to your specific consultation. Then you will be provided with a written summary that will reflect your current financial circumstances, your personal objectives and recommendations for you to consider.

The consultation services provided to you by PMFS are limited to the advice given and the information discussed during the single consultation, and any related follow-up, and may or may not require an in-depth financial plan.

PLAN IMPLEMENTATION

The services included in the planning process are limited to recommending strategies for the client to consider. Clients are in no way obligated to implement the strategies presented or use the products that may be recommended. In addition, clients who wish to implement all or portions of the plan are not obligated to do so through PMFS or its affiliations. Should the client choose to implement the recommendations contained in the client's plan or consultation, the implementation of those recommended strategies is entirely at the client's discretion. Implementation of some recommended products, especially insurance products, might pay reasonable and customary commissions to affiliated persons of PMFS.

OTHER PRODUCTS AND SERVICES

Robert Brooks, principal of PMFS is also a published author and noted public speaker. The books he writes may be offered for sale under PMFS and/or on his website, www.prudentmoney.com. Bob may spend up to 25% of his time on writing and public speaking activities. In addition, Bob writes a newsletter that is provided to clients of the firm at no additional charge.

Seminars are usually provided at no fee to the participant although the employer, in certain circumstances, may pay a fee for Bobs' time. Topics for the seminars vary but will normally cover areas such as stewardship, risks about investing in the stock market, managing debt and other general financial planning topics.

ITEM 4C: Tailored Advisory Services

At any time in our process, a client may impose restrictions on investing in certain securities or types of securities and their plan will be restructured to accommodate such restrictions.

ITEM 4D: Wrap Fee Programs

Currently we are not participating in any wrap fee programs. Clients are individually contracted for our advisory services and such accounts are managed according to the services agreement.

ITEM 4E: Assets Under Management

As of March 31, 2012:

Total Assets managed on discretionary basis:

Fidelity Brokerage	\$42,936,000
Variable Annuities	2,304,000

Total Assets managed on non-discretionary basis:

Fidelity Brokerage	\$5,677,000
Variable Annuities	734,000
Private REITs	8,009,000
Fixed Annuities	5,417,000
529 Plans	393,000
Custodial Accounts	40,000
Other Accounts	500,000

Total Assets Under Management	\$66,010,000
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ITEM 5: FEES AND COMPENSATION

ITEM 5A: The PRUDENT MANAGEMENT ACCOUNT Fee Schedule

Total Assets	One-time Portfolio Set-up And Consultation Fee**	On-going Management Fee
\$50,000 to \$500,000	\$200	1.50%
\$500,000 to \$1,000,000	\$200	1.00%
\$1,000,000 to \$1,999,999	\$200	0.85%
\$2,000,000 to \$2,999,999	\$200	0.70%
\$3,000,000 and Up	\$200	Negotiable

*** The up-front cost covers the portfolio set-up. It also covers any planning counsel that you need to get started. That covers any planning needs from debt to overall financial planning.*

PMFS charges an annual advisory fee based on a percentage of each account's assets under management. Fees and account size may be negotiable based upon a number of factors including, but not limited to, the client's objectives, family or other related accounts, assets currently under management and the investment strategy employed.

ITEM 5B: How Fees are Assessed

The fees are billed quarterly, in advance, based upon the market value of the assets under management, including accrued interest, at the end of each calendar quarter. The fee is based on a 90 day quarter and a 360 day year rather than actual days. The fee is determined by the total of all accounts under management not including assets invested in REITS or annuities. Fees will be debited from the account in accordance with the client authorization in the Investment Advisory Services Agreement. The management fee is calculated for each quarter based on the value of the account on the last business day of the prior quarter end and divided by four. Fee accounts that are opened on a day other than the first day of the calendar quarter or closed on a day other than the last day of the quarter will pay a prorated fee. The initial fee will generally be deducted from the clients' account at the beginning of the first full calendar quarter along with the set up fee and the fee for the first full quarter. The initial fee will be calculated based on the account opening value upon the account being funded and prorated. The fee

charged is calculated as described within the Form ADV Part II and is not charged on the basis of a share of capital gains or upon capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).

ITEM 5C: Other Fee Based Investment Schedules

There are times when either the PMFS management process is not suitable for the client or the client does not meet the minimum asset requirements. In that case, a third party manager is offered as an alternative. The managers that PMFS uses as a third party practice tactical type investing and share the same philosophies as PMFS. They are not buy and hold investments. If this type of investment strategy is deemed a fit, an account would be opened and a fee of 3% of the total deposited account value is deducted from the account. Future deposits to this account will also have a fee of 3% deducted at the time of the deposit. This fee is not adjusted for withdrawals. PMFS recognizes that this fee may be considered excessive and higher than those fees charged by other investment advisers for a similar strategy.

Other Fees

In addition to the advisory fees above, clients will pay transaction fees for securities transactions executed in their account in accordance with the custodian's transaction fee schedule. Additionally, the client may pay fees for custodial services, account maintenance fees, transaction fees, wire fees, foreign security transfer fees, and other fees associated with maintaining the account. Such fees are not charged by PMFS and are charged by the product, broker/dealer or account custodian. PMFS does not share in any portion of such fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such advisory fees are not shared with PMFS and are compensation to the fund-manager.

SHORT TERM TRADE FEES

Based on the policies and procedures of certain mutual fund companies and National Financial, penalties could be assessed against the assets held in a mutual fund in the event liquidation occurs within a stated holding period. As an example, National Financial (custodian of all client accounts) as of September 2004 has placed a 60-day holding period for most mutual funds. If mutual fund assets are sold within that 60-day holding period, a penalty would be assessed by National Financial. In addition to National Financial's fee, each mutual fund could also enforce a penalty during a stated time period. PMFS will not voluntarily liquidate a position that is in that holding period. There are times when a "Core" mutual fund might be removed from the model. If a client has invested new money into that fund and is in the short-term trading hold period, PMFS will not make the change in the client's account until that period has expired. If that does occur by mistake, the client will be reimbursed any fees that occurred as a result of the liquidation. If PMFS is instructed to sell assets as part of a withdrawal, any fees that occur as a result of the holding period will be assessed and charged to the client. PMFS will not be held responsible. All requested withdrawals will be taken as a percentage from each mutual fund in the portfolio in order to preserve the original allocation of the portfolio. If any additional fees by PMFS are charged for any other reason, client will be notified prior to any fees being assessed and obtain agreement from client regarding the assessment of those fees. PMFS has no interest in the transaction fees.

The Personal Financial Planning Fee

Services may be offered at an hourly rate of up to \$200 per hour depending on the complexity of analysis and services to be provided as well as the experience of the person(s) providing the necessary services and research. Additionally, clients may be charged a reduced hourly fee of \$60 per hour for services performed by back office staff and administrative staff.

Details regarding the payment of the planning fee by the Client shall be set forth in the Personal Financial Planning Services Contract. A portion of the planning fee (up to 50%) may be due and payable at the time the Contract is signed with the balance of the fee due when the recommendations are completed and delivered. For plans that are expected to take longer than 6 months to complete, PMFS will invoice the client 25% of the balance due every 3 months with the remaining 25% payable as an initial deposit. With this in mind, PMFS will not require the prepayment of more than \$500 in fees by any client more than six months in advance of the planning services being provided. (Please note: If planning services are being provided throughout the six month time frame, fees of > \$500 may be due from the Client.)

The Personal Financial Planning Services Contract by and between PMFS and the Client may be cancelled at any time by providing written notice to the other party of their desire to cancel the agreement. In the event that the Client wishes to cancel the planning services prior to any services being performed, any advance payments shall be fully refunded to the client. If the Client cancels the agreement after PMFS has begun the services requested in the agreement, the Client shall be charged for the services completed and the remainder of any advance payments, if any, shall be refunded to the Client within thirty days.

ITEM 5D: Refunds of Fees

Should a client wish to terminate his agreement with PMFS any fees charged in advance of the final quarter will be adjusted pro rata and refunded to the account from which it was charged.

There may be other fees to cover portfolio setup, execution, brokerage and custodial costs. Applicable fee schedules are as follows:

ITEM 5E: Compensation from Sale of Securities or Asset Based Sales Charges

All fees paid to PMFS for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus and will generally include a management fee, other fund expenses, and a possible distribution fee. The fund may also impose sales charges. If so, the client may pay an initial or deferred sales charge. A client may invest in a mutual fund directly without the services of PMFS. In that case, the client would not receive the services provided by PMFS, which are designed, among other things, to assist the client in determining which investment management programs and money managers are most appropriate to the client's financial situation and objectives. The client should review both the fees charged by the funds and the fees charged by PMFS and the investment(s) chosen to fully understand the total amount of fees to be paid by the client. Only then will the client be able to fully evaluate the advisory services being provided.

Similar or different services may be available to the client from other advisers at prices that may be the same or higher or lower than those offered by PMFS. All fees and account minimums may be negotiated at the discretion of PMFS.

ITEM 6: PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT

Neither Prudent Money Financial Services nor its supervised persons accept performance based fees. We consider that to be a conflict of interest and do not allow the practice.

ITEM 7: TYPES OF CLIENTS

Prudent Money Financial Services generally provides investment advice to Individuals, Pension and Profit Sharing Plans, Trusts, Estate, or charitable organizations, Corporations or business entities other than those listed above.

Prudent Money does not provide investment advice to Banks, thrift institutions or Investment companies.

The minimum account size is normally \$50,000; however, Bob Brooks can adjust that minimum at his discretion. Fees and account size may be negotiable based upon a number of factors including, but not limited to, the client's objectives, family or other related accounts, assets currently under management and the investment strategy employed.

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

ITEM 8A: Methods of Analysis

Prudent Money Financial Services' security analysis methods include charting, fundamental, technical and cyclical. PMFS will utilize other sources of information, such as Morningstar and the Internet, and various analysis services.

The main sources of information used are financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

ITEM 8B: Investment Strategies

The investment strategies used to implement any investment advice given to clients include long term purchases (securities held at least one year), short term purchases (securities sold within a year), trading (securities sold within 30 days, and short sales.

Most often PMFS can adjust the percentage holding of a particular fund in one transaction. However, there are times when an additional transaction will be required to get the account in line with the model

PMFS can only accept account instructions from the registered owner(s) of the account. For jointly held accounts, PMFS can accept instructions from either party without further authorization from the other party. Should PMFS be in receipt of a legal document restricting access to an account, PMFS will submit to the legal document's instruction and advise that the account registration be adjusted. At no point can a spouse give instruction on the IRA registered in the name of the other spouse, unless a Trading Authorization form has been filed on that account. In the event of a divorce, clear instruction must be given to PMFS with regard to communication on jointly held accounts. PMFS must act in accordance with any legal divorce documents and instructions therein.

ITEM 8C: Types of Investments and Risk of Loss

Prudent Money Financial Services and its related persons may recommend or provide advice on the following types of investments: This may not be an all-inclusive list.

- Equity Securities (exchange listed securities, securities traded over-the-counter, foreign issues)
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Investment Company Securities (Variable life insurance, variable annuities, mutual fund shares)
- United States government securities
- Options contracts on securities
- Interests in partnerships investing in real estate, oil and gas interests, low income housing and/or oil and gas
- Equipment leasing
- REITs (real estate investment trusts)
- CMOs (collateralized mortgage options)
- 529 plans

Risk of Loss

Mutual funds are **not** guaranteed or insured by the FDIC or any other government agency.

You can lose money investing in mutual funds.

Mutual fund share prices will fluctuate, so investors could lose money if they sell shares when prices have fallen.

Diversification does not ensure a profit or protect against a loss in a declining market.

Past performance is not a reliable indicator of future performance. But past performance can help you assess a fund's volatility over time.

ITEM 9: DISCIPLINARY INFORMATION

None

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. Robert Paxton Brooks is a dually registered as advisory representative of PMFS and as registered representatives of Purshe Kaplan Sterling Investments. You are under no obligation to purchase or sell securities through Robert Brooks. However, if you choose to implement the plan, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at Purshe Kaplan Sterling Investments than at other broker/dealers.

Under the rules and regulations of the FINRA, Purshe Kaplan Sterling Investments has an obligation to perform certain supervisory functions regarding certain activities engaged in by advisory representatives who are also registered representatives of Purshe Kaplan Sterling Investments. For such supervisory functions, PMFS may pay Purshe Kaplan Sterling Investments a portion of the advisory fees they receive. Purshe Kaplan Sterling Investments and PMFS are not affiliated.

B, C. PMFS is not and does not have a related person who is a: futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities. Further, PMFS is not and does not have a related person who is: broker/dealer or other similar type of broker or dealer; investment company or other pooled investment vehicle, other investment adviser or financial planner; futures commission merchant or commodity pool operator; banking or thrift institution; accountant or accounting firm; lawyer or law firm; insurance company or agency; pension consultant; real estate broker or dealer; or sponsor or syndicator of a limited partnership.

PMFS attempts to mitigate the conflicts of interest with the potential receipt of commissions if recommendations are implemented by providing you with these disclosures. Further, you are encouraged to consult other professionals and may implement recommendations through other financial professionals. Furthermore, as registered representatives with Purshe Kaplan Sterling Investments, Advisory Representatives are subject to a supervisory structure at Purshe Kaplan Sterling Investments for their securities business.

ITEM 11: CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRAINING

ITEM 11A: Code of Ethics

Copy of the code of ethics will be provided to any client or prospective client upon request.

PMFS, in accordance with SEC rule 204 A-1, has adopted and enforces a written Code of Ethics whereby each employee and related person agrees to conduct business in accordance with the law and the ideals of PMFS. The PMFS Code of Ethics is available upon request.

PMFS, through its own account(s) or through accounts of its associated persons, may buy (own) or sell the same securities it recommends to clients. At no time is PMFS or its associated persons in a position to affect the price of the security other than through normal market fluctuation.

PMFS has adopted the North American Securities Administrators Association policy entitled “Unethical Business Practices of Investment Advisors.” This policy provides that a PMFS investment advisor shall not engage in unethical business practices, including the following:

- (a) Recommending to a client the purchase, sale or exchange of any security without reasonable grounds for believing that the recommendation is suitable based upon the client's investment objectives, financial situation and needs.
- (b) Exercising any discretionary power in placing an order for the purchase or sale of securities for a client without obtaining written discretionary authority from the client within ten business days after the date of the first transaction placed pursuant to the oral discretionary authority.

- (c) Inducing trading in a client's account that is excessive in view of the financial resources, investment objectives and character of the account.
- (d) Placing an order to purchase or sell a security for the account of a client without authority to do so.
- (e) Placing an order to purchase or sell a security for the account of a client upon instruction of a third party without first having obtained a written third party trading authorization from the client.
- (f) Borrowing money or securities from a client unless the client is a broker/dealer, an affiliate of the investment Advisor, or a financial institution engaged in the business of loaning funds.
- (g) Loaning money to a client unless the client is an affiliate of the investment advisor.
- (h) Misrepresenting prior performance by exaggerating successes and concealing losses or fees charged.
- (i) Misrepresenting to any advisory client, or prospective client, the qualifications of the investment advisor, or to misrepresent the nature of the advisory services being offered or fees to be charged for such service, or to omit any material fact necessary to make the statements made not misleading.
- (j) Providing a report or recommendation to any advisory client prepared by someone other than the advisor without disclosing that fact.
- (k) Charging a client a fee which is unreasonable in relation to fees charged by other advisors for similar services.
- (l) Failing to disclose to clients in writing before any advice is rendered any material conflict of interest relating to the advisor which could reasonably be expected to impair the rendering of unbiased and objective advice including:
 - (1) Compensation arrangements connected with advisory services to clients which are in addition to compensation from such clients for such services; and
 - (2) Charging a client an advisory fee for rendering advice when a commission for executing the suggested securities transactions will also be charged.
- (m) Guaranteeing a client that a specific result will be achieved (gain or loss) with advice which will be rendered.
- (n) Publishing, circulating or distributing any advertisement which does not comply with the Investment Advisors Act of 1940 and state requirements.
- (o) Disclosing the identity, affairs, or investments of any client unless required by law to do so, or unless consented to by the client.
- (p) When the investment advisor has custody or possession of the securities or funds of a client, failing to:
 - (1) Segregate and properly mark securities of the client.
 - (2) Deposit the funds of the clients into separate bank accounts.
 - (3) Notify each client as to the place and manner in which his funds and securities are being maintained.
 - (4) Provide an itemized list of all securities and funds in the advisor's possession to the client at least every three months; and
 - (5) Verify annually on a surprise basis through actual examination by an independent CPA that the advisor's accounting of all funds and securities of the client is correct.
- (q) Entering into any investment advisory contract unless the contract is in writing and discloses the services to be provided, the term of the contract, the advisory fee, the formula for computing the fee, the amount of prepaid fee to be returned in the event of contract termination or non-performance, whether the contract grants discretionary power to the advisor, and that no assignment of such contract shall be made by the investment advisor without the consent of the client.

ITEM 11C: Participation of Interest in Client Transactions

PMFS and its associated persons may buy or sell securities identical to those securities recommended to clients. Therefore, PMFS and/or its associated persons may have an interest or position in certain

securities that are also recommended and bought or sold to you. PMFS and its associated persons will not put their interests before a client's interest. PMFS and its associated persons may not trade ahead of a client or trade in such a way to obtain a better price for themselves than for clients.

ITEM 11D: Personal Trading

PMFS is required to maintain a list of all securities holdings for its associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

ITEM 12: BROKERAGE PRACTICES

As previously stated, Robert Brooks is a registered representative of Purshe Kaplan Sterling Investments. As a result he is subject to FINRA Conduct Rule 3040 which may restrict him from conducting securities transactions away from Purshe Kaplan Sterling Investments unless Purshe Kaplan Sterling Investments provides him with written authorization. Robert Brooks has obtained approval to offer you the ability to maintain accounts through Purshe Kaplan Sterling Investments or through National Financial Services.

PMFS has entered into a relationship with National Financial Services, LLC and Fidelity Brokerage Services, LLC (together referred to as "Fidelity") to participate in the Fidelity Institutional Wealth Services ("FIWS") platform. Fidelity provides custody, execution, and clearance and settlement services for stocks, bonds, Fidelity mutual funds, non-Fidelity mutual funds, and other securities held at Fidelity for clients who select Fidelity as custodian of their accounts.

Clients are under no obligation to utilize the services of Fidelity or Purshe Kaplan Sterling Investments. You are advised you may maintain accounts at another broker/dealer. However, PMFS may need to limit its services to recommendations and may not engage in executing the transactions. Further, you are advised if you select another broker/dealer PMFS may not be able to achieve the most favorable execution of your transactions. Trading costs and account maintenance may be higher than what is available through Fidelity.

PMFS is independently owned and operated and not affiliated with Fidelity or Purshe Kaplan Sterling Investments.

In initially selecting Fidelity and Purshe Kaplan Sterling Investments, PMFS conducts due diligence. PMFS's evaluation and criteria includes:

- Ability to service you
- Staying power as a company
- Industry reputation
- Ability to report to you and to PMFS
- Availability of an efficient trading platform
- Products and services available
- Technology resources
- Educational resources
- Execution capability

- Financial responsibility and viability
- Confidentiality and security of your information
- Responsiveness
- Other factors that may bear on the overall evaluation of best price and execution

There is an incentive for PMFS to recommend a broker/dealer over another based on the products and services that will be received rather than your best interest. Therefore, clients may pay commissions higher than those charged by other broker/dealers in return for the products and services received by PMFS. The products and services PMFS receive from the broker/dealer or account custodian will be used to benefit all clients including those clients who elect to maintain their accounts elsewhere.

Fidelity

Fidelity provides PMFS with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Fidelity retail customers. Fidelity also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Fidelity's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge.

Fidelity's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Fidelity include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Fidelity also makes available to us other products and services that benefit us but may not directly benefit a client. These products and services assist us in managing and administering our clients' accounts. They include investment research. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Fidelity. In addition to investment research, Fidelity also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Fidelity also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Purshe Kaplan Sterling Investments

Purshe Kaplan Sterling Investments has a wide range of approved securities products for which Purshe Kaplan Sterling Investments performs due diligence prior to selection. Commissions charged for these products may be higher or lower than commissions you may be able to obtain if transactions were implemented through another broker/dealer. Purshe Kaplan Sterling Investments also provides Advisory Representatives, and therefore the PMFS, with back-office operational, technology, and other

administrative support. Other services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. Such services are intended to help Advisory Representatives and PMFS manage and further develop its business enterprise.

Purshe Kaplan Sterling Investments also makes available to PMFS other products and services that benefit PMFS but may not directly benefit you. Some of these other products and services assist PMFS with managing and administering your accounts. These include software and other technology that provide access to your account data (such as trade confirmation and account statements); facilitate trade execution; provide research, pricing information and other market data; and assist with back-office functions; recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of PMFS's accounts, including accounts not held through Purshe Kaplan Sterling Investments.

Due to the individual management of client accounts, we do not aggregate the purchase or sale of securities for various client accounts.

ITEM 13: REVIEW OF ACCOUNTS

PMFS offers an annual review meeting with each client that holds a Prudent Management Account. An offer is made to each client that at any time they feel their economic condition, goals, or objectives have significantly changed to warrant a review they may contact PMFS to schedule a review meeting. PMFS is available for questions over the phone at any time. In some cases, with the client's consent, a phone conference will suffice for an annual review.

Fidelity IBG sends monthly reports of account balances and transactions to each Prudent Management Account owner. Upon request, PMFS will provide any additional reporting necessary to satisfy the clients need.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Certain of PMFS's associated persons are also registered representatives of Purshe Kaplan Sterling Investments, a registered Broker/Dealer (PKS) and, as such, may effect securities transactions through PKS on behalf of their clients. In such instances, the related persons may receive commissions, mark ups, markdowns, 12b-1 fees or other sums for any securities transactions placed through PKS. Clients are advised that they are not required to effect their securities transactions through PKS, commission for securities paid pursuant to a prospectus will be the same. However, commissions, or fees for other securities transactions may be higher or lower if placed through PKS than if placed through another broker-dealer. PKS provides related persons/registered representatives with due diligence, compliance information and regulatory review. Furthermore, all securities transactions made on behalf of a client and placed through PKS are reviewed and approved by PKS supervisory principals are required by the FINRA.

Additionally, certain of PMFS's associated persons are insurance agents with Borden Hamman Agency and/or Ash Brokerage Agency and possibly, other insurance companies. Any insurance product placed through these related persons may generate standard and customary insurance commissions, a portion of which may be paid to the related persons.

In most cases, PMFS or its related persons (Advisors) will recommend products to the advisory client available through PKS, on which they may receive commissions, if such products are found to be suitable for such client objectives. This is fully disclosed to the client at the time of entering into an advisory contract.

While these individuals endeavor at all times to put the interest of the clients first as part of PMFS's fiduciary duty, clients should be aware that the receipt of additional compensation itself creates an inherent conflict of interest, and may affect the judgment of these individuals when making recommendations.

ITEM 15: CUSTODY

PMFS chose Fidelity Investment Institutional Brokerage (IBG) to be the custodian because they were highly competitive in their transaction fees and offered such a wide array of non transaction fee funds to be used in client accounts. Fidelity IBG also provide Advisor Channel software to PMFS to monitoring and trading of PMFS accounts. Fidelity Investments Institutional Brokerage (IBG) will be used to execute trades in client investment accounts at the discretion of Applicant and performs clearance of same. IBG will serve as the broker/dealer and the custodian of the securities in the Client's managed accounts. Clearing, custody or other brokerage services may also be provided by National Financial Services, LLC, Member NYSE, SIPC. (IBG) is not a related person to Applicant but the arrangement is material to Applicant's advisory business.

ITEM 16: INVESTMENT DISCRETION

PMFS accepts discretionary authority to manage securities on behalf of clients. Clients will execute the PMFS Investment Advisory Agreement which grants PMFS trading authorization with respect to the purchase and sale of securities in Client's account.

PMFS will have the authority to determine, without obtaining specific client consent, securities to be bought or sold and the amount of the securities to be bought or sold. While it is assumed that the advisory client will purchase any insurance and investment products from the financial planner, the client is under no obligation to do so, as outlined in the advisory contract. The client pays the same fee for advisory services regardless of which financial planner is used, and whether or not products are purchased from the financial planner. The client also pays the same price and commissions for products, whether or not a financial plan was provided to the client by PMFS (for Modular Financial Advisement services). Generally, associated persons of PMFS recommend PKS as a broker/dealer for investment products and Ash Brokerage Agency or Borden Hamman Agency for insurance contracts. Should clients choose to use another broker/dealer or investment adviser, the client may pay more or less than the fees associated with the same or similar purchased through PMFS and its affiliations.

PMFS understands and acknowledges that at all times it owes a fiduciary duty to clients to obtain best execution for their transactions. We believe that our relationships with these companies help us to execute securities transactions for clients in such a manner that the client's total cost in each transaction is as favorable as possible under prevailing market conditions.

In some instances, commissions paid by the client may be charged at less than “full commission” for individual securities or bonds. In addition, some mutual funds may be purchased at NAV (net asset value or “no” commission) when purchased with an advisory account.

ITEM 17: VOTING CLIENT SECURITIES

PMFS is precluded from voting proxies for securities held in their client accounts and will not be required to take any action or render advice with respect to the voting of proxies. Clients will receive their proxies and other solicitations directly from their custodian or a transfer agent or from PMFS, and they can contact us with questions about a particular solicitation.

ITEM 18: FINANCIAL INFORMATION

PMFS does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. PMFS has not been the subject of a bankruptcy petition at any time. Therefore no financial information disclosure is required.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

The formal education and business background of Robert Paxton Brooks is disclosed on the attached Supplement.

PMFS is not actively engaged in any other business. Other business in which Robert Paxton Brooks is actively engaged is disclosed on the attached Supplement.

Robert Paxton Brooks has not been involved in any of the following.

An event involving an arbitration claim alleging damages in excess of \$2,500 involving:

- An investment or an investment related activity;
- fraud, false statement(s), or omissions;
- theft, embezzlement, or other wrongful taking of property;
- bribery, forgery, counterfeiting, or extortion; or
- dishonest, unfair, or unethical practices.

An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- an investment or an investment-related business or activity;
- fraud, false statement(s), or omissions;
- theft, embezzlement, or other wrongful taking of property;
- bribery, forgery, counterfeiting, or extortion; or
- dishonest, unfair, or unethical practices.

PMFS does not have any relationship or arrangement with any issuer of securities.

PRIVACY POLICY OF Prudent Money Financial Services

How and Why We Obtain Information

Prudent Money Financial Services collects information about you to help us serve your financial needs, provide customer service, offer new products or services, and fulfill legal and regulatory requirements. Any collection of personal information is to support our normal business operations and service your account.

Prudent Money Financial Services collects nonpublic personal, financial and health information about you from information we receive from you. The sources and the information collected may include:

- Information on applications and related forms such as name, address, Social Security number, assets and income, (medical information if applying for insurance);
- Information regarding your transactions with us such as, products or services purchased, account balances and payment history;
- Information from consumer reporting agencies such as credit relationships;
- Information from your employer, association or benefit plan sponsor such as name, address, Social Security number, assets and income.

Sharing Information

Prudent Money Financial Services does not disclose nonpublic personal information about you to anyone. However, in the course of servicing your account, we may share information collected about our customers, as previously described above, to other unaffiliated service providers such as insurance companies, mutual fund companies, banks, broker dealers or investment firms to provide account maintenance or customer service to your account. We may also disclose your information to other organizations such as government agencies and law enforcement officials (for example, for tax reporting or under court order) or other organizations and individuals with your consent (for example, attorney or tax professional).

Protecting Your Information

Prudent Money Financial Services maintains physical, electronic, and procedural safeguards to guard your nonpublic personal information to ensure we are complying with our own policy, industry practices, and federal or state regulations. If you decide to close your account(s) or become an inactive customer, we will adhere to the privacy policies and practices as described in this notice.

PART 2B BROCHURE SUPPLEMENT

Robert Paxton Brooks

**RpBrooks Financial, Inc.
dba Prudent Money Financial Services**

16633 Dallas Parkway, Suite 275

Addison, Texas 75001

(972) 386-0384 Phone

(972) 386-9787 Fax

PrudentMoney.com

CRD#128472

June 12, 2012

This brochure supplement provides information about Robert P. Brooks that supplements the RpBrooks Financial, Inc, dba Prudent Money Financial Services brochure. You should have received a copy of that brochure. Please contact Amy Eubanks if you did not receive RpBrooks Financial, Inc, dba Prudent Money Financial Services's brochure or if you have any questions about the contents of this supplement.

Additional information about Robert P. Brooks is available on the SEC's website at www.adviserinfo.sec.gov.

Robert P. Brooks

Educational Background and Business Experience

Year of Birth: 1966

Education:

Name of School	Year Graduated	Degree	Major
Baylor University	1990	BBA	Financial Services

Business Background:

Name of Employer	Type of Business	Title	Period of Employment
RpBrooks Financial, Inc, dba Prudent Money Financial Services	Investment Adviser	President, Advisory Representative	06/1992 to Present
Purshe Kaplan Sterling Investments	Broker/Dealer	Registered Representative	01/2004 to Present
Commonwealth Financial Network	Broker/Dealer, Investment Adviser	Registered Rep., Advisory Rep.	11/2000 to 01/2004
Lincoln Financial Advisors	Broker/Dealer	Registered Representative	06/1992 to 12/2000

Disciplinary Information

Robert P. Brooks is not subject to legal or disciplinary events that are material to a client or prospective client's evaluation of him or the services offered by him.

Other Business Activities

Robert P. Brooks is dually registered as an advisory representative of RpBrooks Financial, Inc, dba Prudent Money Financial Services ("PMFS") and as a registered representative of Purshe Kaplan Sterling Investments ("PKS"), a registered broker/dealer, member of the Financial Industry Regulatory Authority and SIPC. Clients are under no obligation to purchase or sell securities through Robert P. Brooks. PKS and PMFS are not affiliated. Robert is an independent contractor of PKS.

Robert may recommend clients implement recommendations through PKS. If clients implement investment recommendations through PKS on a non-fee basis, Robert will receive a commission. Additionally, as further disclosed in the Disclosure Brochure under the section entitled Fees and Compensation, Robert may receive trail compensation for investments directed through PKS. Therefore, there is a conflict of interest to cause a client to direct certain securities business through PKS. As such, he may have an incentive to sell you commissionable products in addition to providing you with advisory services when such commissionable products may not be suitable. Alternatively, he may have an incentive to forego providing you with advisory services when appropriate, and instead recommend the purchase of commissionable investments, if he deems that the payout for recommending the purchase of these investments would be higher than providing management advice on these products for an advisory fee. Therefore, a conflict of interest may exist between his interests and your best interests.

Additionally, Robert is a licensed insurance agent. You are not obligated to purchase insurance or securities products through Robert. However, if you implement insurance recommendations through him, he will receive commissions. The insurance business is a minority of his business and the amount of income he receives from insurance business fluctuates depending on the amount of sales. You are advised there may be other insurance products and services available through other insurance professionals at a lower cost than those products available through Robert.

It is important clients refer to the disclosures under Brokerage Practices in the Disclosure Brochure.

Robert allocates his time to other business activities approximately as follows:

Purshe Kaplan Sterling Investments	10%
Insurance Business	5%

Robert is not actively engaged in any other investment-related business or occupation. Further, he is not actively engaged in any other business or occupation for compensation. “Actively engaged” is deemed to mean the business activity represents more than 10 percent of his time and income.

Additional Compensation

Clients are advised the amount of commissions paid by PKS to Robert can fluctuate based on his overall production. Therefore, the more business placed by Robert through PKS can enable Robert to reach another threshold enabling him to earn a higher payout.

Robert P. Brooks does not receive any economic benefit (i.e. sales awards and other prizes) for providing advisory services from a non-client.

Supervision

Since Robert is the sole owner and the only Advisory Representative under RpBrooks Financial, Inc, dba Prudent Money Financial Services, he is responsible for supervision and oversight of his activities. Robert can be contacted at the number indicated on the cover page. Robert has established a code of ethics for his business.

As a registered representative of PKS, Robert is subject to oversight by PKS over all his securities activities and certain outside business activities. Such oversight includes review of Robert’s securities business to ensure he appears to be conducting suitable transactions.

Requirements for State-Registered Advisers

Robert P. Brooks has not been involved in any arbitration claim or civil, self-regulatory organization, or administrative proceeding involving an investment or investment-related business or activity, fraud, false statement(s), or omissions, theft, embezzlement, or other wrongful taking of property, bribery, forgery, counterfeiting, or extortion, or dishonest, unfair, or unethical practices. Additionally, he has not been the subject of a bankruptcy petition.