



PENNIALL & ASSOCIATES, INC.

Item 1 – Cover Page – Schwab Advisory Services

123 S. Marengo Ave. #200
Pasadena, CA 91101

P.O. Box 7001
Pasadena, CA 91109

626-795-3062 tel
626-795-3063 fax

WWW.PENNIALL.COM

March 1, 2016

This Brochure provides information about the qualifications and business practices of PENNIALL & ASSOCIATES, INC., herein after referred to as “P&A”. If you have any questions about the contents of this Brochure, please contact us at 626-795-3062 and/or slevin@penniall.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

P&A is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about P&A also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Revised March 30, 2015

The purpose of this page is to inform you of material changes since the last annual update to this brochure. If you are receiving this brochure for the first time this section may not be relevant to you.

Penniall & Associates, Inc. ("P&A") reviews and updates our brochure at least annually to confirm that it remains current. Below is a summary of the material changes P&A made since the last annual update to the brochure.

There has been no material changes since the last annual updated made on March 31, 2015.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Steven Levin, Chief Compliance Officer at 626-795-3062 or slevin@penniall.com. Our Brochure is also available free of charge on our web site WWW.PENNIAL.COM.

Additional information about P&A is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with P&A who are registered as investment adviser representatives of P&A.

Item 3 - Table of Contents

Item 1 – Cover Page	i
Item 2 - Material Changes	ii
Item 3 - Table of Contents	iii
Item 4 - Advisory Business.....	- 1 -
Item 5 - Fees and Compensation	- 4 -
Item 6 - Performance-Based Fees and Side-By-Side Management.....	- 6 -
Item 7 - Types of Clients	- 6 -
Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss	- 6 -
Item 9 - Disciplinary Information.....	- 11 -
Item 10 - Other Financial Industry Activities and Affiliations.....	- 11 -
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	- 12 -
Item 12 - Brokerage Practices.....	- 13 -
Item 13 - Review of Accounts	- 14 -
Item 14 - Client Referrals and Other Compensation	- 15 -
Item 15 - Custody	- 15 -
Item 16 - Investment Discretion	- 15 -
Item 17 - Voting Client Securities	- 16 -
Item 18 - Financial Information	- 16 -
Brochure Supplement	- 17 -

Item 4 - Advisory Business

Penniall & Associates, Inc. (hereinafter "P&A" or the "firm") was established in May, 2002. David R. Penniall, Chief Executive Officer is the primary owner of P&A.

P&A is an investment adviser registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940, as amended. This Brochure is offered to potential and existing clients to provide an understanding of the services the firm provides, potential conflicts of interest and the experience and education of certain P&A personnel. Individuals associated with P&A will be involved with providing services to the firm's clients. These individuals are appropriately licensed, qualified, and authorized to provide advisory services on behalf of P&A and are known as Investment Adviser Representatives ("IARs").

Please contact Steven Levin, Chief Compliance Officer, if you have any questions about this Brochure. Additional information about P&A is available on the Internet at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for P&A is 148282.

P&A advisory business includes financial consulting services, asset management programs and advisory services to retirement plans and plan participants.

I. Wealth Management Services

a. Consulting Services/Financial Planning

Financial Planning services include: defining goals, needs and objectives; gathering and providing appropriate data; determining the results if no changes are made to the client/prospect's current course of action; determining recommendations and possible changes to the current course of action; determining implementation responsibilities; and determining monitoring responsibilities.

CFP® certificants acknowledge their responsibility to adhere to the standards established in the CFP Board's Standards of Professional Conduct, including the duty of care of a fiduciary, as defined by the CFP Board. The client is encouraged to review the information contained in this disclosure brochure and ask the certificant any questions they may have. Should any material changes occur to this information, updated information will be provided in a reasonable time frame. If you become aware that our conduct may violate the Standards, you may file a complaint with the CFP Board at www.CFP.net/complaint.

b. Portfolio Management

P&A provides discretionary and non-discretionary portfolio management services to clients through several managed account programs (each referred to as "the Program"). The Programs are provided through brokerage and custodial relationships maintained with Charles Schwab & Co. ("Schwab") and may also be offered through other custodians.

The Program recommended to the client will be based upon the client's stated risk tolerance, time horizon, investment objectives and other relevant information provided by the client (collectively, "Financial Data"), subject to any reasonable written restrictions or guidelines that the client may provide and P&A may agree to. When opening a Program Account, a P&A IAR will obtain Financial Data from the client, assist in the selection of suitable investment objectives, and base the investment strategy on the most current Financial Data, specific goals and situation of the client ("Investment Strategy"). P&A will generally construct a portfolio for the client in their account maintained with Schwab ("Account") based on one of P&A's Model Portfolios. A P&A IAR will contact the client periodically to review the client's financial situation and investment goals to determine whether changes to the Investment Strategy are warranted. Clients are advised to contact P&A whenever their Financial Data changes or they want to impose and/or modify any reasonable restrictions on their Account.

Once the client has approved a specific Model Portfolio for their Account, P&A will generally be granted discretionary authority to manage the client's Account and perform various functions without further approval from the client. Such functions include: (i) the determination of securities to be purchased/sold and the amount of securities to be purchased/sold in the client's Account; (ii) the ability to rebalance the securities in the Account according to the parameters of the Model Portfolio; (iii) selling and purchasing securities in the Account to harvest tax losses, if deemed appropriate under the circumstances; and (iv) selling securities and/or maintaining a cash balance in the Account to cover (1) margin calls, (2) debit balances, (3) checks drawn on the Account by the client, and (4) other fees reasonably expected to be incurred in connection with the Account or managing the Account, including P&A's investment advisory fees. For non-discretionary accounts, P&A will contact the client prior to executing any transactions.

Clients may direct P&A to maintain certain security positions in an Account, but such securities will not be managed by P&A or considered when managing the Account for a client ("Non-managed Securities"). P&A will not have discretionary authority over the Non-managed Securities.

1. **The Penniall Portfolios** – The Penniall Portfolios are P&A's proprietary asset allocation model portfolios, comprised of load waived and no-load mutual funds. The Penniall Portfolios are managed according to various risk tolerance levels (e.g., preservation of capital, conservative, balanced, growth and aggressive growth).
2. **7Twelve Asset Allocation Model** – P&A offers the 7Twelve Asset Allocation Model portfolio which utilizes 12 separate mutual funds or exchange traded funds to fully represent 7 core asset classes. This portfolio has approximately a 65/35 allocation, with 65% invested in equity and diversifying assets and 35% invested in bonds and cash. The 7Twelve Asset Allocation Model is managed by an independent advisory firm and licensed to P&A.
3. **Managed Asset Portfolio (MAP)** – The MAP Program will invest in load waived and no-load mutual funds. This portfolio utilizes 5 separate mutual funds and targets a balanced risk tolerance level.
4. **Managed Income Portfolio Program (MIPP)** – The MIPP will invest in closed end mutual funds, types of investment companies traded on the exchanges. There are three variants of the MIPP, each with a targeted yield (7%, 8% or 9%). In addition, P&A may create custom portfolios. Typically the MIPP will invest in a diversified portfolio of equity funds and high-yield bond funds, some of which may employ leverage.

c. Multi-Family Office Services

P&A offers multi-family office services which include financial planning, asset management, insurance, tax and estate planning and concierge services. P&A may receive compensation for performing or referring clients for these services. Fees for these services may be charged separately.

II. Advisory Services To Retirement Plans And Plan Participants

P&A offers various levels of advisory and consulting services to employee benefit plans ("Plans") and to the participants of such plans ("Participants") through its Penniall Retirement Group division. The services are designed to assist plan sponsors ("Plan Sponsors") in meeting their management and fiduciary obligations to the Participants under the Employee Retirement Income Securities Act ("ERISA") and the Pension Protection Act of 2006 ("PPA"). Generally, investment advice provided to Plan Sponsors and Participants is also regulated under ERISA and the PPA. P&A will provide services to Plan Sponsors and their Participants as described below. Plan Sponsors must make the ultimate decision to retain P&A for pension consulting and other advisory services including, but not limited to, services at the participant level. The Plan Sponsor is free to seek independent advice about the appropriateness of any recommended services for the plan.

a. Standard Services

1. ERISA Non-Fiduciary Services

a) Education Services to Plan Committee – P&A will provide training for the members of the Plan Committee (or those designated by the Responsible Plan Fiduciary) with regard to their service on the Committee, including guidance with respect to fiduciary duties, at times mutually agreeable to the parties. P&A will not render individualized investment advice and will not be held to an ERISA fiduciary standard for services rendered hereunder.

b) Participant Education Services – P&A will conduct initial and/or periodic enrollment and informational meetings with employees and Participants and provide investment education. In accordance with the Department of Labor's Interpretative Bulletin 96-1, P&A may provide information about the Plan, general financial and investment information and materials relating to asset allocation models available through the Plan. P&A may also provide interactive investment materials to assist Participants in assessing their future retirement income needs and the impact of different asset allocations on retirement income.

c) Third Party Product or Service – P&A will use the benchmarking product or service offered by Fiduciary Benchmarks, Inc. in providing services to the Plan, in addition to any Services selected herein. P&A will not render individualized investment advice and will not be held to an ERISA fiduciary standard for services rendered hereunder.

d) Plan Search Support – P&A will manage the preparation, distribution and evaluation of Request For Proposals, finalist interviews and conversion support. P&A will not render individualized investment advice and will not be held to an ERISA fiduciary standard for services rendered hereunder.

2. ERISA Non-Discretionary Fiduciary Services

a) Investment Policy Statement – P&A will assist the Plan in developing a formal, written Investment Policy Statement (“IPS”) or it may review and recommend amendments to the Client relating to the existing IPS. The IPS will contain the standards and processes for selecting and monitoring Plan investments and will set forth the number of general investment options and asset class categories to be offered to Plan participants with a goal of providing a menu of investments that will allow for the creation of well-diversified portfolios through a mix of equity and fixed income exposures. The IPS is subject to the final approval of Client, and P&A does not guarantee that Client will achieve the investment objectives in the IPS.

b) Investment Recommendations & Performance Monitoring - Unless the Client elects Additional Services below, P&A will perform the following Non-Discretionary Fiduciary Service as an ERISA fiduciary. P&A will review the investment options available through the Plan and will provide recommendations to the Client to assist the Client in selecting the “core” investments to be offered to Plan participants, including the Plan’s QDIA’s if applicable, that meet the criteria set forth in the Plan’s investment policy statement (“IPS”) that has been approved by the Client. P&A will provide reports on a regular basis that are designed to assist the Client in monitoring the core investment options and may provide recommendations to assist the Client in removing and replacing investments that no longer meet the IPS criteria.

c) Selection of Qualified Default Investment Alternative (QDIA) – P&A will recommend to Client an investment fund product or model portfolio meeting the definition of a QDIA in ERISA Regulation 2550.404c-5(e)(3). The QDIA shall be reflected in the IPS. Client retains the sole responsibility to provide all required notices to Participants as required under ERISA section 404(c)(5). P&A makes no representations that the Plan will otherwise be compliant with section 404(c).

For ERISA Non-Discretionary Fiduciary Services rendered hereunder, P&A acknowledges that it will be acting as a fiduciary to the plan pursuant to ERISA and the Investment Advisers Act of 1940.

b. Additional Services

1. Fiduciary Protection Program™

a) Discretionary Investment Management Services – P&A shall have discretionary investment authority to direct the core investments to be offered to Plan participants in a manner that is consistent with the criteria set forth in the Plan’s investment policy statement (“IPS”) that has been approved by the Client. Such authority will include that necessary to select, monitor, remove, and replace all investment alternatives which constitute the core investment menu. In the event that P&A provides instructions directly to the Plan’s record keeper or third-party administrator with regard to the removal, or replacement of investments, P&A will provide the Client with a report containing the basis for those decisions. In rendering Investment Management Services or any other ERISA Discretionary Fiduciary Service selected below, P&A will act as an ERISA fiduciary and will serve as an investment manager as defined in Section 3(38) of ERISA, and as a fiduciary under the Investment Advisers Act. P&A shall retain final decision making authority with regard to all ERISA Discretionary Fiduciary Services, and the Plan fiduciaries remain responsible for demonstrating that P&A was prudently selected and monitored.

b) Review of Fiduciary Liability Insurance Coverage – P&A will work with qualified insurance professionals to review Client’s fiduciary liability coverage. P&A may assist the Client in obtaining additional or replacement insurance if necessary.

c) Monitoring of Qualified Fiduciary - The Client is responsible as a Plan fiduciary for selection of P&A as a Plan fiduciary and for monitoring the performance of P&A. To facilitate this responsibility, P&A will provide Client with a structure for the annual review and monitoring of P&A as a Plan fiduciary.

- 2. Penniall Private Guidance** – P&A will meet with Plan participants that seek to engage P&A for participant advice services to gather information concerning their retirement investments, time horizon, risk tolerance and investment goals. P&A will review the information and generate individualized investment advice that may include a recommendation to invest in a particular model portfolio, or percentages to be allocated among a number of the Plan’s core investment options. P&A will not provide recommendations on investments held outside of the plan, and the Plan participant retains the sole responsibility to implement the recommendations and to update P&A as to personal financial information. P&A does not guarantee that the Plan participants’ investment objectives will be achieved. Penniall Private Guidance shall be delivered as an ERISA Non-Discretionary Fiduciary Service.

General Information about Plan and Participant Services - Fees for these services shall be: 1) on a flat fee basis, 2) on a percentage of a plan's assets, or 3) on a combination of these methods, as agreed to between P&A and the Plan Sponsor. P&A and Investment Advisory Representatives do not receive additional compensation beyond these fees. If Investment Advisory Representatives, in their separate capacity as registered representatives of United Planners Financial Services (UPFS), are compensated in the form of commissions or 12b-1

fees from the sale of investments to the Plan, P&A shall offset the advisory fee to reflect the additional compensation earned, to the extent permitted by law.

Advisory services provided to retirement plans may be solely provided by Investment Advisory Representatives or in combination with third parties and their retirement plan services. Investment Advisory Representatives may also provide other services to the plan not in the capacity as an Investment Advisory Representative, such as serving as the plan's third party administrator. P&A shall never have custody of any client funds or securities, as the services of an independent qualified custodian will be used for these asset management services.

Total Advisory Assets Under Management - As of 12/31/2015, P&A managed \$320,294,390 on a discretionary basis and \$624,740,412 on a non-discretionary basis.

Item 5 - Fees and Compensation

Consulting Services/Financial Planning - Financial consulting services are offered on either a flat or hourly fee basis through P&A or as part of the multi-family office services. The firm's flat fee ranges between \$500 and \$10,000 and its hourly fee is \$350. The type and amount of the fees charged to the client will be negotiated on a case-by-case basis, and are predicated on the complexity and scope of services to be provided. An estimate of the total cost will be determined at the start of the advisory relationship and shall be clearly set forth in the agreement for services. Extraordinary research or analysis may involve additional costs, which will be negotiated on an individual basis prior to beginning such work.

In either case, P&A requires that 50% of the fee be paid in advance, with the remaining portion due upon completion of the services rendered. Under no circumstances will P&A require prepayment of a fee more than six months in advance and in excess of \$1,200, as services will be rendered within six months of receipt of payment.

The client may terminate the consulting agreement within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the agreement by providing written notice to the other party. In the event there are any prepaid unearned fees, P&A will promptly refund a pro rata share to the client.

Penniall Portfolios, 7Twelve and MAP Asset Allocation Fees - The annual advisory fee for the Penniall Portfolios, 7Twelve and MAP asset allocation models is subject to negotiation, but is generally set based on the assets under management according to the tiered fee schedule as described below:

Account Value Maximum Advisory Fee

First \$99,999	2.50%
\$100,000 --- \$249,999	2.00%
\$250,000 --- \$499,999	1.75%
\$500,000 --- \$1,999,999	1.50%
\$2,000,000 --- \$4,999,999	1.25%
Over \$5,000,000	1.00%

The advisory fee is payable quarterly in advance and blended based on the assets under management. The advisory fee is calculated by applying the applicable advisory fee rate to the assets in each tier of the fee schedule. P&A's investment advisory representatives have discretion to negotiate the client's fee within the above range, and the fee arrangement with each client will be fully disclosed in the Investment Management Agreement each client is required to enter into with P&A.

The initial fee is payable when the Penniall Portfolios, 7Twelve, or MAP Account is established, prorated for the first partial quarter, if any, and also for withdrawals and additions in excess of \$25,000 during a quarter. Thereafter, fees will be payable on the first day of each calendar quarter based on the asset value of the Account as of the last business day of the prior quarter. Notwithstanding the foregoing, no advisory fees will be charged on any mutual funds, unit investment trusts or annuities transferred to the Account which were purchased within the past year if a commission was paid to an IAR of P&A in their role as a registered representative of a broker-dealer with respect to such mutual fund, unit investment trust or annuity.

With client authorization, P&A will instruct the custodian to automatically withdraw our advisory fee from the client's account. Qualified Plan clients may alternatively choose to pay by check. All clients will receive brokerage statements from the custodian no less frequently than quarterly. The custodian statement will show the deduction of the advisory fee for those clients who authorize the advisory fees to be withdrawn directly from their custodian account. It is the client's responsibility to verify the accuracy of the fee calculation. The custodian will not determine whether the fee is properly calculated. P&A will send an invoice to all clients who choose not to have advisory fees withdrawn directly from their custodian account. The invoice is payable upon receipt and will include the fee calculation and amount due.

The client may terminate the investment management agreement (the "Agreement") within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the Agreement by providing written notice to the

other party. In the event there are any prepaid unearned fees, P&A will promptly refund a pro rata share to the client. Termination of the Agreement will not affect (i) the validity of any action previously taken by P&A under the Agreement; (ii) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (iii) the client's obligation to pay P&A fees that have already been earned under the Agreement. Upon the termination of the Agreement, P&A will not have any continuing obligation to take any action.

Additional information about the Penniall Portfolios, 7Twelve, & MAP including the advisory fees, transaction fees, custodial fees, and other fees that may apply is contained in the P&A Investment Management Agreement which the client is required to sign with P&A.

Managed Income Portfolio Program Fees – The annual advisory fee for the MIPP is subject to negotiation, but is generally set based on the assets under management according to the tiered fee schedule as described below:

Account Value Maximum Advisory Fee

First \$500,000	1.00%
\$500,001 --- \$1,000,000	0.90%
\$1,000,001 --- \$2,000,000	0.80%
Over \$2,000,000	0.70%

The advisory fee is payable quarterly in advance and blended based on the assets under management. The advisory fee is calculated by applying the applicable advisory fee rate to the assets in each tier of the fee schedule. P&A's investment advisory representatives have discretion to negotiate the client's fee within the above range, and the fee arrangement with each client will be fully disclosed in the Investment Management Agreement each client is required to enter into with P&A.

The initial fee is payable when the MIPP account is established, prorated for the first partial quarter, if any, and also for withdrawals and additions in excess of \$25,000 during a quarter. Thereafter, fees will be payable on the first day of each calendar quarter based on the asset value as of the last business day of the prior quarter. Notwithstanding the foregoing, no advisory fees will be charged on any mutual funds, unit investment trusts or annuities transferred to the Account which were purchased within the past year if a commission was paid to an IAR of P&A in their role as a registered representative of a broker-dealer with respect to such mutual fund, unit investment trust or annuity.

The client may terminate the Agreement within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the Agreement by providing written notice to the other party. In the event there are any prepaid unearned fees, P&A will promptly refund a pro rata share to the client. Termination of the Agreement will not affect (i) the validity of any action previously taken by P&A under the Agreement; (ii) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (iii) the client's obligation to pay P&A fees that have already been earned under the Agreement. Upon the termination of the Agreement, P&A will not have any continuing obligation to take any action.

Additional information about the MIPP including the advisory fees, transaction fees, custodial fees, and other fees that may apply is contained in the P&A Investment Management Agreement which the client is required to sign with P&A.

Retirement Plan Services Fees - P&A charges an annualized fee of up to 1.00% of the plan's assets for the pension consulting services described above. In lieu of an asset based fee, P&A may charge a fixed fee ranging from \$6,000 to \$2,000,000. Generally, a fixed-fee will not exceed 1.00% of the plan's assets unless there are special circumstances warranting a higher fee. The type and amount of the fees charged to the client are negotiable and are generally based on the size and complexity of the plan, the number of plan participants, the location of the participants, the estimated number of meetings required, and other factors that may be deemed relevant by P&A when negotiating with the client. An estimate of the total cost will be determined at the start of the advisory relationship. Fees for pension consulting services are generally payable quarterly in advance. Under no circumstance will the firm require prepayment of a fee more than six months in advance and in excess of \$1,200.

The Advisory Fee for plan level services will be billed each calendar quarter (1/4 of annual rate) based upon the market value of the assets in the Plan on the average month-end balance of the plan on the last day of the quarter as valued by the custodian. The Advisory Fee for the initial quarter shall be calculated on a pro rata basis commencing on the day the assets are initially designated for management.

The client may terminate the retirement plan services agreement ("Plan Agreement") within five days of the date of acceptance without penalty to the client. After the five-day period, either party may terminate the Plan Agreement by providing 30 days prior written notice to the other party, and P&A shall be entitled to a pro-rata amount of compensation. Termination of the Plan Agreement will not affect (i) the validity of any action previously taken by P&A under the Plan Agreement; (ii) liabilities or obligations of the parties from transactions initiated before termination of the Plan Agreement; or (iii) the client's obligation to pay P&A fees that have already been earned under the Plan Agreement. Upon the termination of the Plan Agreement, P&A will not have any continuing obligation to take any action.

Other Fees - P&A's fees do not include custodian fees. Clients pay all brokerage commissions, transfer fees, margin charges, and/or other miscellaneous transaction related costs, from the assets in the account. These charges are in addition to the fees the client pays to P&A.

Advice offered by P&A may involve investment in mutual funds. Clients are advised that all fees paid to P&A for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. This represents an additional layer of fees that impacts the investment returns. Further, there may be transaction charges involved with purchasing or selling of securities. P&A does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, P&A, and others to fully understand the total amount of fees to be paid by the client.

P&A or our associates may receive compensation for the sale of securities or other investment products to clients. See **Item 10 – Other Financial Industry Activities and Affiliations** for additional information on our practices.

General Information on Advisory Services and Fees - Although P&A believes its advisory fees are competitive, lower fees for comparable services may be obtained from other sources. All fees are subject to negotiation.

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

P&A does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 - Types of Clients

P&A offers personalized investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. The firm's services and fee arrangements are described in the proceeding pages.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

a. Penniall Portfolios

1. Methods of Analysis

P&A's recommendations and Model Portfolios will be based on internal analysis, research reports and analysis, and other third party technology-based tools to analyze the performance of mutual funds. Representatives of P&A may also utilize computer software programs provided by such third-party advisers in providing this advice to clients.

P&A uses commercial software packages such as PortfolioCenter, Morningstar and Thinkpipes in offering advisory services to its clients. Investing in securities involves risk of loss that clients should be prepared to bear.

The investment process employed by the Portfolio Manager and Investment Committee is a top-down, tactical asset allocation approach. The initial step in the process includes forming an overall perspective of the economy and the financial markets. The Portfolio Manager considers current economic and market conditions and develops an economic forecast that may impact markets in the future. The goal is to identify thematic trends, determine how those trends will impact our portfolios, and adjust our allocations accordingly to benefit from these trends. The development of an economic perspective is a dynamic process that is consistently revised based upon changes in the economy and financial markets.

The economic perspective and thematic trends help shape the asset allocation of each portfolio. Five major asset classes are included in all but the Fixed Income portfolio:

Cash & Cash Equivalents – money market and currency instruments, as well as short-term bonds or fixed-rate investments.

Fixed Income – domestic and international fixed income investments of intermediate and longer-term maturities with varying quality and duration characteristics.

Domestic Equity – a combination of domestic growth and value equity investments, ranging from small to large companies.

International Equity – a combination of international growth and value investments, ranging from small to large companies.

Alternative Assets – non-traditional investments such as precious metals, real estate, commodities and natural resources that historically have exhibited a low correlation to stock and bond markets. The portfolios may also utilize inverse funds as hedges or offsetting positions.

Within these five broad asset classes, we utilize approximately 30 specific asset classes to strategically and tactically diversify each portfolio. The Portfolio Manager determines the weightings of each asset class. These allocations may be underweight or overweight their respective benchmarks based upon the current recommendations of the Portfolio Manager and Investment Committee.

The determination of individual investments for each asset class is generally based upon two criteria: a risk-based metric (typically standard deviation) and a performance-based metric (rate of return). These two critical components allow the Portfolio Manager and Investment Committee to focus on the conversion of beta (risk) into alpha (reward). If our outlook for a specific asset class is favorable, the investment selected will likely exhibit a higher level of risk. If our outlook is bearish, the holding selected will likely exhibit a lower level of risk.

Based upon the level of risk that is desired, an analysis is performed to determine which investment has historically achieved superior performance on a risk-adjusted basis.

2. Investment Strategies/Monitoring/Reporting

The ongoing monitoring of the model portfolios involves a rigorous and disciplined process. Performance is tracked at every Investment Committee meeting. In addition, a formal attribution analysis is prepared on a quarterly basis. This analysis decomposes the performance of the portfolios into the following three levels:

Portfolio Level - On a portfolio level, the performance of each model portfolio is compared to the performance of the respective benchmark portfolio. The respective benchmark portfolios consist of varying allocations of the Barclays Aggregate Bond Index, Russell 3000 Index and the MSCI EAFE Index. The allocations among these three indices for each benchmark portfolio are static and represent the target allocations for the respective portfolios. A detail of the benchmark portfolio allocations are included below.

	Barclays Aggregate Bond Index	Russell 3000 Index	MSCI EAFE Index
Fixed Income	100%	0%	0%
Capital Preservation	70%	25%	5%
Conservative	55%	35%	10%
Balanced	40%	50%	10%
Growth	20%	65%	15%
Aggressive Growth	0%	80%	20%

The difference between the performance of the portfolios and their respective benchmark determines the overall portfolio level alpha (out-performance or under-performance).

Asset Class Level - On an asset class level, an analysis is performed to determine what degree of out-performance or under-performance is attributed to the specific tactical asset class weightings of the model portfolios.

Investment Level - On an investment level, the performance of each holding is compared to the performance of its respective peer group. The difference between an individual mutual fund's performance and its peer group determines whether the fund out-performed or under-performed its peers.

The purpose of this formal analysis is to determine the degree of out-performance or under-performance that is attributed to each level of portfolio management. It helps determine why the portfolios differed from their respective benchmarks and allows the Portfolio Manager and Investment Committee to target where additional research needs to be performed. Based upon the results of this analysis, the Portfolio Manager and the Investment Committee decide whether to modify broad asset class allocations or tactically change specific asset classes.

As a result of the ongoing monitoring of the portfolios and consistent revision of an economic perspective, changes to the allocations or individual holdings may be deemed necessary. The execution of such changes will be performed by the Portfolio Manager and Investment Committee across all portfolios.

Versions of Portfolios - To accommodate client portfolios of all sizes, the Portfolio Manager and Investment Committee have designed condensed versions of the model portfolios. The investment methodology and monitoring process in which these portfolios are managed is similar to the steps described above. The difference is in the number of investments that are utilized in these models. "Fund of fund" or multi-sector mutual funds that cover more than one specific asset class are often used. The overall broad allocations in these condensed portfolios are similar to the allocations of the full portfolios.

Custom Portfolios - To accommodate client portfolios with special situations, the Portfolio Manager and Investment Committee have designed customized versions of the model portfolios. Special situations would include tax issues, liquidity requirements, individual stock holdings and other personal considerations. The investment methodology and asset allocation of the custom portfolios are similar to the model portfolios. The primary difference is that the investments selected to represent each asset class may differ from the model portfolios.

A second difference is in the monitoring of these custom portfolios. Since these portfolios are customized on an individual client basis, the performance will differ from the standard portfolios. On a quarterly basis, the performance of each custom portfolio will be compared to its corresponding model portfolio. For example, a custom Balanced portfolio will be compared to the performance of the standard Balanced portfolio. If the performance of the custom portfolio is within an acceptable range, no additional analysis will be deemed necessary. However, if the custom portfolio is outside an acceptable range, additional analysis will be performed to determine why the custom portfolio out-performed or under-performed the model portfolio. Changes to the allocations or individual holdings in the custom portfolio may be deemed necessary based upon this analysis.

3. Investment Risk

P&A does not represent, warrant or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Risk of Loss - Investing entails risk of loss which the investor must be willing to bear. The programs will invest primarily in mutual fund shares which are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other agency of the U.S. government.

Asset Allocation - P&A's ability to achieve its investment goal depends greatly upon the asset allocation mix and selecting underlying funds. There is the possibility that P&A's evaluations and assumptions regarding asset classes and underlying funds will not successfully achieve high long-term total return in view of actual market trends. The core principle of asset allocation is diversification. P&A relies heavily upon diversification to minimize investment risk but investment risk cannot be eliminated, and despite our best efforts, is oftentimes challenging to manage within a target range.

Investing in Underlying Funds - P&A's investments are concentrated in the underlying mutual funds, therefore the portfolio's performance is directly correlated to the performance of the underlying funds. The ability of the portfolios to achieve their investment goals are directly related to the ability of the underlying funds to meet their investment goals. In addition, investors will indirectly bear the fees and expenses of the underlying funds.

Management - The portfolios are subject to management risk because they are actively managed investment portfolios. P&A will apply investment techniques and risk analyses in making investment decisions for the portfolios, but there can be no assurances that these decisions will produce the desired results.

b. 7Twelve Asset Allocation Model

1. Methods of Analysis & Monitoring/Reporting

7Twelve is an asset allocation model of 7 asset categories with twelve mutual funds that are equally weighted. The 7Twelve Asset Allocation Model is managed by an independent advisory firm and licensed to P&A. Funds are reviewed annually for retention and/or replacement and the portfolio is rebalanced at that time. The twelve funds are reviewed for replacement and the portfolio is rebalanced annually.

2. Investment Risk

P&A does not represent, warrant or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Risk of Loss - Investing entails risk of loss which the investor must be willing to bear. The program will invest primarily in mutual fund shares which are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other agency of the U.S. government.

Asset Allocation - P&A's ability to achieve its investment goal depends greatly upon the asset allocation mix and selecting underlying funds. There is the possibility that P&A's evaluations and assumptions regarding asset classes and underlying funds will not successfully achieve high long-term total return in view of actual market trends. The core principle of asset allocation is diversification. P&A relies

heavily upon diversification to minimize investment risk but investment risk cannot be eliminated, and despite our best efforts, is oftentimes challenging to manage within a target range.

Investing in Underlying Funds - P&A's investments are concentrated in the underlying mutual funds, therefore the portfolio's performance is directly correlated to the performance of the underlying funds. The ability of the portfolios to achieve their investment goals are directly related to the ability of the underlying funds to meet their investment goals. In addition, investors will indirectly bear the fees and expenses of the underlying funds.

Management - The portfolios are subject to management risk because they are actively managed investment portfolios. P&A will apply investment techniques and risk analyses in making investment decisions for the portfolios, but there can be no assurances that these decisions will produce the desired results.

c. MAP Portfolio

1. Methods of Analysis

P&A's recommendations for the MAP Portfolio will be based on internal analysis, research reports and analysis, and other third party technology-based tools to analyze the performance of mutual funds. The Portfolio Manager may also utilize computer software programs provided by such third-party advisers in providing this advice to clients.

P&A uses commercial software packages such as Portfolio Center, Morningstar and Thinkpipes in offering advisory services to its clients. Investing in securities involves risk of loss that clients should be prepared to bear.

The MAP Portfolio Objectives and Risk of Loss- The objective of the MAP portfolio is to generate the maximum rate of return for a given level of risk. The target return is 5% above a risk-free rate of return (1 year T-Bill rate). The target risk is measured as 5-15% portfolio volatility with an average of about 10%. Thus it would be normal for the MAP portfolios to experience 10% fluctuations within any given year. Risk and returns are somewhat unpredictable and can vary widely from year-to-year. Investing entails risk and there are no assurances the target returns or risk can be achieved.

Aligning Risk/Reward with the Needs of Investors - P&A matches a client's risk tolerance and financial goals to an appropriate investment portfolio. MAP is designed to be a moderate risk portfolio and invests approximately 60% in equities and 40% in fixed income. In investment parlance this is a "balanced" portfolio.

2. Investment Strategies/Monitoring/Reporting

Investment Methodology - The MAP investment process is a top-down, tactical asset allocation approach. The initial step in the process (top-level) includes forming an overall perspective of the economy and the financial markets. The Portfolio Manager considers current economic and market conditions and develops an economic forecast that may impact markets in the future. The goal is to determine if market conditions are favorable, neutral or negative for the next 6-18 months. An overall aggressive or defensive posture for the portfolios will be dictated by the top-level assessment of market conditions.

The mid-level of analysis will determine which market sectors will be utilized in the portfolio. MAP's core portfolio will have five equally-weighted sectors (20% each), two of which will be fixed income and the remaining three will be equity. Equities generally have higher risk/reward characteristics than fixed income so to accommodate more conservative investors the core MAP portfolio will be combined with an additional fixed income investment that is intended to reduce the overall portfolio risk. Conversely, to create a more aggressive profile the core MAP portfolio will be combined with an additional equity investment. The analysis will be based on Morningstar Fund Categories and short-term momentum will be the primary selection criteria. Generally, MAP will favor sectors with strong 1-month and 3-month performance but ideally, the Portfolio Manager is looking for "early momentum". Early momentum is strong short-term performance (less than one year). One of the equity positions will be a "core" position from one of the following ten categories:

Large Growth	Large Value		Intl Established Growth	Intl Established Value
Midcap Growth	Midcap Value		Intl Emerging Growth	Intl Emerging Value
Small Cap Growth	Small Cap Value			

The other two equity positions are unconstrained and can be from any Morningstar equity fund categories. For example, two categories which have been used in the past are Japan and Biotechnology.

The bottom level of analysis is where individual funds are selected for investment. MAP uses mutual funds for each of the asset categories. Only one fund will be utilized for each category thus MAP portfolios will typically hold five funds. Fund selection will be similar to asset category selection in that the primary criterion is strong momentum.

3. Investment Risk

P&A does not represent, warrant or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Risk of Loss - Investing entails risk of loss which the investor must be willing to bear. The program will invest primarily in mutual fund shares which are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other agency of the U.S. government.

Asset Allocation - P&A's ability to achieve its investment goal depends greatly upon the asset allocation mix and selecting underlying funds. There is the possibility that P&A's evaluations and assumptions regarding asset classes and underlying funds will not successfully achieve high long-term total return in view of actual market trends. The core principle of asset allocation is diversification. P&A relies heavily upon diversification to minimize investment risk but investment risk cannot be eliminated, and despite our best efforts, is oftentimes challenging to manage within a target range.

Investing in Underlying Funds - P&A's investments are concentrated in the underlying mutual funds, therefore the portfolio's performance is directly correlated to the performance of the underlying funds. The ability of the portfolios to achieve their investment goals are directly related to the ability of the underlying funds to meet their investment goals. In addition, investors will indirectly bear the fees and expenses of the underlying funds.

Management - The portfolios are subject to management risk because they are actively managed investment portfolios. P&A will apply investment techniques and risk analyses in making investment decisions for the portfolios, but there can be no assurances that these decisions will produce the desired results.

d. The Managed Income Portfolio Program (MIPP)

1. Methods of Analysis & Monitoring/Reporting

The MIPP invests in a portfolio of high yielding equity and fixed income closed end funds trading at a discount to their net asset value. There are three variants of the MIPP, each with a targeted yield (7%, 8% or 9%). In addition, P&A may create custom portfolios. The individual funds are selected primarily on the basis of yield and secondarily upon the discount from the fund's net asset value. A third consideration is the use of leverage which is minimized consistent with achieving the primary objective of yield.

2. Investment Risk

P&A does not represent, warrant or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Risk of Loss - Investing entails risk of loss which the investor must be willing to bear. The program will invest primarily in mutual fund shares which are not deposits or obligations of, or guaranteed or endorsed by, any bank, and are not insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board, or any other agency of the U.S. government.

Specific Risk Factors – High yield bonds are typically of lower credit quality and thus carry elevated default risk. While default risk is ever-present, it tends to be elevated at times when the economy is slow or in a recession. Some funds may be illiquid and subject to pricing distortions on the exchanges. Some of the funds employ leverage which magnifies both the risk and reward characteristics of the fund. The general principles to manage risk in the MIPP are diversification combined with a "buy and hold" philosophy. Although the funds may decline, sometimes precipitously, they tend to bounce back, although there can be no assurance they will do so.

Asset Allocation - P&A's ability to achieve its investment goal depends greatly upon the asset allocation mix and selecting underlying funds. There is the possibility that P&A's evaluations and assumptions regarding asset classes and underlying funds will not successfully achieve high long-term total return in view of actual market trends. The core principle of asset allocation is diversification. P&A relies heavily upon diversification to minimize investment risk but investment risk cannot be eliminated, and despite our best efforts, is oftentimes challenging to manage within a target range.

Investing in Underlying Funds - P&A's investments are concentrated in the underlying funds, therefore the portfolio's performance is directly correlated to the performance of the underlying funds. The ability of the portfolios to achieve their investment goals are directly related to the ability of the underlying funds to meet their investment goals. In addition, investors will indirectly bear the fees and expenses of the underlying funds.

Management - The portfolios are subject to management risk because they are actively managed investment portfolios. P&A will apply investment techniques and risk analyses in making investment decisions for the portfolios, but there can be no assurances that these decisions will produce the desired results.

Item 9 - Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of P&A or the integrity of P&A's management. P&A and its management personnel have no legal or material disciplinary events applicable to this Item.

Item 10 - Other Financial Industry Activities and Affiliations

Other Business Activities and Affiliated Firms – In addition to its investment advisory activities, P&A offers tax preparation and accounting services, health and welfare insurance, and mortgage lending services through associates who are appropriately licensed.

P&A offers tax preparation and accounting services, which are not part of its investment advisory services. Fees for these services are billed separately to the client. Services are performed by P&A employees who are licensed public accountants. P&A itself is not a licensed accounting firm and does not hold itself out as an accounting firm.

P&A has an affiliated insurance agency, Penniall Management, LLC, a licensed insurance agency which transacts group and individual insurance plans as well as employee benefits and annuities. Penniall Management, LLC, is owned 50% by P&A, with the remaining ownership held by David Penniall and Dennis Grant, the owners of P&A. Insurance activities are also conducted as Penniall Insurance Services, LLC. Certain associates of P&A are also licensed as insurance agents/brokers through Penniall Insurance Services or various insurance companies. As licensed insurance agents/brokers, these associates may offer insurance products to advisory clients and receive normal and customary commissions if a client makes a purchase. This presents a conflict of interest between P&A associates and the client because these associates may have an incentive to recommend insurance products as a result of the commission. When recommending commissionable products to advisory clients, we have a fiduciary duty to recommend products that are in the best interest of the client regardless of whether we are receiving a commission on the product. Clients are under no obligation to act on any insurance recommendations or place any transactions through these insurance agents/brokers if they decide to follow their recommendations.

Penniall Real Estate Services Inc. is a related entity owned by David Penniall and Dennis Grant that provides real estate lending and brokerage services. Mr. Penniall and certain other P&A associates are also licensed real estate agents. Mr. Penniall spends approximately 5% of his time in this capacity. The fees for real estate services are separate and apart from the fees P&A charges for advisory services. The receipt of real estate commissions or fees presents a conflict of interest between Penniall Real Estate Services and the client. Clients are advised that they are under no obligation to act on the recommendations of Penniall Real Estate Services or its associates. Comparable services may be available through other real estate entities at a lower cost.

Athlete Wealth Management Group ("AWM") is a DBA of P&A and caters to the financial needs of professional athletes. Mr. Penniall spends approximately 10% of his professional time related to AWM activities.

Paragon Sports International, LLC is a related entity that acts as a baseball agency and provides representation services. Fees for these services are separate and apart from the fees P&A charges for advisory services.

Denis Brumm and Joseph Longo, representatives of P&A, are associated with unrelated accounting and law practices. P&A also maintains professional relationships with other unaffiliated firms and may have paid or unpaid referral arrangements with these firms. See **Item 14** for additional information.

Registered Representatives of Unaffiliated Broker-Dealer - In addition to their investment advisory activities, P&A's IARs offer retail brokerage services through their affiliation as registered representatives with United Planners Financial Services ("UPFS"). UPFS is a registered broker-dealer and a member of the Financial Industry Regulation Authority ("FINRA") and is not affiliated with P&A. Brokerage products offered through UPFS may include stocks, bonds, mutual funds, ETF's, 529 plans, retirement plans, and other investments. These representatives receive compensation, commissions and/or trailing 12b-1 fees from UPFS for services provided to UPFS's brokerage clients. Should P&A advisory clients implement recommendations through registered representatives of UPFS, the representatives may receive commissions or other transaction-based compensation in addition to the advisory fees P&A receives. This presents a conflict of interest because the representative may have an incentive to recommend UPFS for executing securities transactions or securities for which they receive additional compensation. Commissions paid through UPFS may be higher or lower than at other broker-dealers. Additionally, account maintenance costs and transaction costs may be higher or lower at UPFS than at other broker-dealers. When recommending commissionable products to advisory clients, we have a fiduciary duty to recommend products that are in the best interest of the client regardless of whether we are receiving a commission on the product. If Investment Advisory Representatives, in their separate capacity as registered representatives of UPFS, are compensated in the form of commissions or 12b-1 fees from the sale of investments to the Plan,

P&A shall offset the advisory fee to reflect the additional compensation earned, to the extent permitted by law. Clients are under no obligation to act on any recommendations of these individuals or place any transactions through them or through UPFS if they decide to follow their recommendations.

P&A conducts its investment advisory activities separate and apart from the advisory activities of UPFS; however, P&A's IAR's are Registered Representatives of UPFS, which necessitates that UPFS keep and maintain certain records and perform other compliance functions in relation to the advisory activities of P&A. These obligations require UPFS to coordinate with and have the cooperation of certain custodians and/or broker-dealers. Accordingly, UPFS has established a list of custodian or brokerage firms in which P&A client assets may be placed, and P&A client custodial choices will be limited to that list. Please note not all P&A advisors are affiliated with UPFS.

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

P&A or individuals associated with the firm may buy or sell for their personal account(s) investment products identical to those recommended to clients. In addition, a related person may have a position in a certain security or securities which may also be recommended to the clients.

In some instances, these situations may create either actual or perceived conflicts of interest. As such, P&A has established the following restrictions:

A director, officer or IAR shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her affiliation with P&A or UPFS, unless the information is also available to the investing public on reasonable inquiry. No person shall prefer his or her own interest to that of the advisory clients.

All clients are fully informed that certain individuals may receive separate compensation when effecting transactions during the implementation process.

P&A and its employees generally may not participate in private placements or initial public offerings (IPOs) without pre-clearance from the firm's Compliance Officer.

P&A respects the right of clients to specify investment objectives, guidelines, and/or conditions/restrictions on the overall management of their accounts.

Records will be maintained of all securities or insurance products bought or sold by the firm, associated persons of the firm and related entities. A principal of P&A, or a qualified representative of the firm, reviews these records on a quarterly basis.

P&A requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Any individual not in observance of the above may be subject to termination.

The full text of the Firm's Code of Ethics is available to you upon request.

In accordance with Section 204-A of the Investment Advisers Act of 1940, P&A also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the firm or any person associated with P&A.

It is P&A's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. P&A will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Privacy Policies - The firm views protecting its customer's private information as a top priority and, pursuant to the requirements of the federal Gramm Leach Bliley Act, the firm has instituted policies and procedures to ensure that customer information is kept private and secure.

The firm does not disclose any non-public information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client's account, the firm may share some information with its service providers, such as

transfer agents, custodians, broker-dealers, accountants, and lawyers. The firm may also share client information where the client is receiving services from entities with which P&A has a referral relationship (see **Item 14**).

The firm restricts internal access to nonpublic personal information about the client to those associated persons of the firm who need access to that information in order to provide services to the client. It is the firm's policy to never sell information about current or former customers or their accounts to anyone. It is also the firm's policy not to share information unless required to process a transaction, at the request of the customer or as required by law.

P&A's clients or prospective clients may request a copy of the firm's Privacy Policies by contacting Steven Levin.

Item 12 - Brokerage Practices

The Custodian and Brokers We Use: P&A does not maintain custody of your assets that we manage although we may be deemed to have custody of your assets if you give us authority to withdraw our advisory fees from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we/you instruct them to. While we recommend that you use Schwab as a custodian/broker, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account, as described below.

IARs of P&A who are registered representatives of UPFS are subject to FINRA Conduct Rule 3040, which may restrict such registered individuals from conducting securities transactions away from UPFS, unless UPFS provides the representative with written authorization. Therefore, the client is advised that IARs may be limited to conducting securities transactions through UPFS or through Schwab.

Although P&A does not have the authority to determine the broker dealer or dealer used in executing client transactions without obtaining specific client consent, certain programs that P&A sponsors do require the use of certain brokers to execute transactions. There is no requirement that a client use such broker as P&A recommends; however, P&A reserves the right to not accept a client account if the client wishes to select a broker or dealer other than Schwab.

How We Select Brokers/Custodians: We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- Capability to execute, clear and settle trades (buy and sell securities for your account);
- Capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Availability of investment research and tools that assist in making investment decisions;
- Quality of services;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them;
- Reputation, financial strength and stability of the provider;
- Their prior service to us and our other clients;
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab)

Your Custody and Brokerage Costs: For our clients’ accounts it maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab’s commission rates applicable to our client accounts were negotiated based on our commitment to maintain \$25 million of our clients’ assets statement equity in the accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be if we had not made the commitment. In addition to the commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Products and Services Available to Us from Schwab: Schwab Advisor Services (formerly called Schwab Institutional) is Schwab’s business servicing independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab 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. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to

us as long as we keep a total of at least \$10 million of our clients' assets in accounts at Schwab. If we have less than \$10 million in clients' assets at Schwab, it may charge us quarterly service fees of \$1,200.00. Following is a more detailed description of Schwab's support services.

Services that Benefit You: Schwab'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 Schwab include some to which we might not otherwise have access to that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Services that May Not Directly Benefit You: Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab 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; and
- Assist with back-office functions, record keeping and client reporting.

Services that Generally Benefit Only Us: Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Our Interest in Schwab's Services: The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (see How We Select Brokers/Custodians, above) and not Schwab's services that benefit only us. We have over \$800 Million in client assets under management and do not believe that maintaining at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Item 13 - Review of Accounts

Account Reviews – Managed accounts will be reviewed internally on a regular basis and rebalanced as required. For non-qualified accounts, the firm may tax harvest at any time on an as needed basis. Reviews are conducted by IARs of the firm.

Unusual economic, industry or individual investment developments may trigger a review. Changes in a client's situation, such as investment goals, financial position, marriage, divorce, death, change in employment, birth of a child, retirement, etc. may also trigger the need for additional reviews.

Account Reporting - All investment management services clients receive statements from their custodians on either a monthly or quarterly basis. These reports will show the current market values and transactions during the past month or quarter as well as interest, dividends and capital gains for the reporting period.

P&A generally provides clients with quarterly performance reports of their Penniall Portfolios, 7Twelve, MAP and MIPP Accounts. Reports may not be provided to clients whose accounts are not charged fees (courtesy accounts) or who have customized portfolios, or as agreed upon with the client.

P&A generally provides retirement plan clients with investment monitoring reports on a quarterly basis. Annual fee benchmarking reports are provided upon request or as needed.

P&A may also provide financial planning clients with annual updates of their financial situation, as agreed upon with the client.

Item 14 - Client Referrals and Other Compensation

Schwab Support Products and Services - As disclosed under *Item 12* above, P&A receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Compensation for Client Referrals - P&A or its representatives receive commissions for offering securities and insurance products and placing mortgage loans (purchase, refinance) through a licensed mortgage broker and referral fees for real estate services (purchase, sale, lease) through an affiliated licensed real estate broker. These activities and affiliations are discussed in *Item 10*.

Occasionally, P&A will send a thank you gift -- i.e. a gift basket -- to an individual or company for an advisory client referral. The value of this gift will not exceed \$100 per individual or company per year.

P&A may refer clients to unaffiliated professionals for a variety of services, and in turn, these professionals may refer clients to P&A. P&A may receive or pay monetary compensation based on referrals to and from unaffiliated providers. This presents a conflict, in that P&A has an incentive to recommend services of firms who refer clients to P&A or pay P&A for referrals. P&A only refers clients to professionals it believes are competent and qualified in their field; however, it is ultimately the client's responsibility to evaluate the provider. Clients are under no obligation to purchase any products or services through these professionals, and P&A has no control over the services provided by another firm. Clients who chose to engage these professionals will sign a separate agreement with the other firm. Fees charged by the other firm are separate from and in addition to fees charged by P&A. P&A does not share information with an unaffiliated provider unless first authorized by the client.

P&A maintains a reciprocal referral relationship with Brumm & Associates, Inc. ("Brumm"), an accounting and financial services firm owned by Denis Brumm, who is also an associate of P&A. Through this relationship, clients of Brumm are referred to P&A for advisory related services and clients of P&A are referred to Brumm for tax and accounting services. P&A will receive from Brumm a one-time fee equal to 10% of the client's financial service fees as compensation for referring clients in need of financial services to Brumm. Any fees clients pay to Brumm for services rendered are separate and distinct from the compensation received by P&A for investment advisory services. Comparable services may be available through other accounting firms for a lower cost. As compensation for referring clients to P&A for advisory related services, the firm will share 40% of its advisory fees with Brumm on an ongoing basis. P&A and Brumm also maintain a commission sharing arrangement in instances where Brumm refers clients in need of insurance products to the firm.

P&A has a Solicitors Agreement with SullivanCurtisMonroe and UPFS and pays solicitors fees per the terms of said agreements. In each case where a solicitors fee will be paid, the client will be provided a copy of the solicitor's disclosure statement.

P&A maintains a referral relationship with an estate planning attorney, Joseph Longo, who is also an associate of P&A. While P&A does not directly receive compensation for referrals made, P&A does provide services in connection with the referral, including data gathering, and gets paid a fee for these services.

Item 15 - Custody

P&A does not take custody physical of client accounts and assets. Schwab maintains actual custody of client assets. Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab to deduct our advisory fees directly from your account. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. P&A urges you to carefully review those statements and compare them to the periodic reports you receive from P&A. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 - Investment Discretion

P&A usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. Clients grant P&A discretionary authority in the contracts they sign. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, P&A observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to P&A in writing.

Item 17 - Voting Client Securities

Clients will make all of the decisions regarding corporate actions and the exercise of proxy voting rights with respect to the securities held in the client's account, and P&A will accept authority to vote proxies on behalf of client accounts. P&A may, on rare occasions and only at the client's request, offer clients advice regarding corporate actions and the exercise of proxy voting rights. Clients may call us if they have questions about a particular solicitation. P&A will not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client. Clients will receive their proxies or other solicitations directly from their custodian or a transfer agent.

Item 18 - Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about P&A's financial condition. P&A has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.



PENNIALL & ASSOCIATES, INC.

Brochure Supplement

Item 1 – Cover Page – Schwab Advisory Services

David R. Penniall, CFP®, AIF®
Anne Averill CFA®
Brandon Averill, CFP®
Erik Averill, CFP®
Vanessa Burnett, CFP®
Justin Dyer CFA®, CFP®
Jaime Hefner, BCAA®
Sarah Jenson, CPA®, CFA®, AIF®
Jurgen Schwarze
Brian Tinker, CFP®, AIF®
Emily Velasco, CFP®
Tammy Lee CFP®
Sarah A. Brace, RP®
Steven Levin, CCO

123 S. Marengo Ave. #200
Pasadena, CA 91101

P.O. Box 7001
Pasadena, CA 91109

626-795-3062

WWW.PENNIALL.COM

February 2, 2016

This Brochure Supplement provides information about the above advisory representatives that supplements the PENNIALL & ASSOCIATES, INC. (herein after referred to as "P&A") Brochure. You should have received a copy of the Brochure. Please contact us at 626-795-3062 and/or slevin@penniall.com if you did not receive P&A's Brochure or if you have any questions about the contents of this Supplement.

Additional information about the individuals above is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

David R. Penniall, CFP®, AIF®

Year of Birth: 1954

Formal Education After High School:

- Glendale College, A.A., General Education, 1974.
- University of California, Los Angeles, B.A., Political Science, 1976.

Entered Financial Services Industry in 1982

Professional Designations:*

- Certified Financial Planner™ (CFP®)
- Accredited Investment Fiduciary® (AIF®)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Founder/Chief Executive Officer, 05/2002 - Present.
- Pension Architects Advisory Group, LLC, Member and Manager, 08/2007 – 08/2013.
- United Planners Financial Services, Registered Principal, 10/2009 – Present.
- NRP Financial, Inc., Registered Principal, 07/2008 - 10/2009.
- AIG Financial Advisors, Inc. (formerly SunAmerica Securities), Registered Principal, 12/1997 - 07/2008.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.
- Accredited Investment Fiduciary® (AIF®): Completion of Web-based or Capstone program plus minimum score of 75% on closed book exam. No prerequisite. Continuing Education: 6 hours per year.

Item 3 - Disciplinary Information

David Penniall has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- David Penniall is associated with United Planners Financial Services (UPFS) as a Registered Principal. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Principal, David may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, variable annuities, variable life insurance, stocks and bonds, and limited partnerships. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Penniall an incentive to recommend investment products based on the compensation received, rather than on the client's needs. If a client purchases or sells securities products from David in this capacity, then he may receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Clients are under no obligation to purchase recommended securities products through UPFS or David Penniall.
- David Penniall is a licensed insurance agent appointed with various insurance companies. As a licensed insurance agent, David may offer investment advisory clients the option to purchase insurance products. If a client purchases insurance products through David, he will receive commission and related compensation such as insurance trail fees as a result of the sale. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Penniall an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended insurance products through UPFS or David Penniall.
- David Penniall is a licensed Real Estate Agent receives referral fees and commissions from real estate consulting, sales and mortgage related services. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Penniall an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to utilize the services offered by David Penniall.
- David Penniall is the majority owner of Paragon Sports International with involvement in overseeing the internal operations of the company. Paragon Sports International is a full service sports management agency. Clients of Paragon are under no obligation to utilize any of the other services offered by David Penniall.

Item 5 - Additional Compensation

David Penniall receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

David R. Penniall, CFP®, AIF® is the Chief Executive Officer of P&A and is not supervised by any other individual. To the extent required by P&A's Code of Ethics, Steven Levin, the Chief Compliance Officer, administers P&A's compliance program and reviews David Penniall's personal trading activities. Steven Levin can be reached at 626-795-3062.

Item 2 - Educational Background and Business Experience

Anne Averill CFA®

Year of Birth: 1986

Formal Education After High School:

- University of San Diego, Bachelor of Business Administration 2008.

Entered Financial Services Industry in 2010

Business Background Previous Five Years:

- Penniall & Associates, Inc., Portfolio Analyst, 08/2010 – Present.
- Marriott International, Finance and Accounting, 10/2008 – 08/2010.

Item 3 - Disciplinary Information

Anne Averill has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

Anne Averill has no other business activities.

Item 5 - Additional Compensation

Anne Averill receives no additional compensation.

Item 6 - Supervision

Anne Averill is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in “Methods of Analysis” in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Brandon Averill, CFP®

Year of Birth: 1981

Formal Education After High School:

- University of California, Los Angeles, BA Sociology, 2004.

Entered Financial Services Industry in 2005

Professional Designations:*

- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Investment Advisor Representative, 08/2010 – Present.
- United Planners Financial Services, Registered Representative, 08/2010 – Present.
- Athlete CEO Consulting, LLC, Partner, 04/2010 – Present.
- Morgan Stanley Smith Barney, Financial Associate, 04/2010 – 08/2010.
- Union Bank, Assistant Vice President, 10/2005 – 03/2010.
- Gateway Grizzlies, Baseball Player, 05/2005 – 08/2005.
- Houston Astros, Baseball Player, 06/2004 – 03/2005.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.

Item 3 - Disciplinary Information

Brandon Averill has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Brandon Averill is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Brandon may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Brandon in this capacity, then he will receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Averill an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Brandon Averill.
- Brandon Averill is a Partner and Consultant with Athlete CEO Consulting, LLC, which provides marketing and business consulting services.

Item 5 - Additional Compensation

Brandon Averill receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Brandon Averill is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Erik Averill, CFP®

Year of Birth: 1984

Formal Education After High School:

- Arizona State University, BS Finance, 2005.

Entered Financial Services Industry in 2007

Professional Designations:*

- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Investment Advisor Representative, 08/2010 – Present.
- United Planners Financial Services, Registered Representative, 08/2010 – Present.
- Athlete CEO Consulting, LLC, Partner, 04/2010 – Present.
- Morgan Stanley Smith Barney, Financial Advisor, 06/2009 – 08/2010.
- Citigroup Global Markets, Inc., Financial Advisor, 04/2009 - 06/2009.
- Protégé, LLC, Partner, 08/2008 – 03/2009.
- Seattle Mariners, Baseball Player, 06/2008 – 07/2008.
- Detroit Tigers, Baseball Player, 06/2005 – 06/2008.
- Smith Barney, Intern, 09/2007 – 12/2007.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.

Item 3 - Disciplinary Information

Erik Averill has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Erik Averill is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Erik may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, variable annuities, variable life insurance, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Erik in this capacity, then he may receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Averill an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Erik Averill.
- Erik Averill is a licensed insurance agent appointed with various insurance companies. As a licensed insurance agent, Erik may offer investment advisory clients the option to purchase insurance products. If a client purchases insurance products through Erik, he will receive commission and related compensation such as insurance trail fees as a result of the sale. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Averill an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended insurance products through UPFS or Erik Averill.
- Erik Averill is a Partner and Consultant with Athlete CEO Consulting, LLC, which provides marketing and business consulting services.

Item 5 - Additional Compensation

Erik Averill receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Erik Averill is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Vanessa Y. Burnett, CFP®

Year of Birth: 1983

Formal Education After High School:

- University of Southern California, BA Communication, 2005.

Entered Financial Services Industry in 2005

Professional Designations:*

- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Investment Advisor Representative, 03/2009 – Present.
Account Manager, 03/2008 – 03/2009.
- Pension Architects Advisory Group, LLC, Investment Adviser Representative, 03/2009 – 08/2013.
- United Planners Financial Services, Registered Representative, 10/2009 – Present.
Registered Assistant, 10/2008 – 10/2009.
- NRP Financial, Inc., Registered Assistant, 03/2008 – 10/2008.
- Mercer Consulting, Associate, 01/2007 – 03/2008.
Analyst, 09/2005 – 01/2007.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.

Item 3 - Disciplinary Information

Vanessa Burnett has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Vanessa Burnett is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Vanessa may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Vanessa in this capacity, then she may receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Ms. Burnett an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Vanessa Burnett.
- Vanessa Burnett is a licensed insurance agent appointed with various insurance companies. As a licensed insurance agent, Vanessa may offer investment advisory clients the option to purchase insurance products. If a client purchases insurance products through Vanessa, she will receive commission and related compensation such as insurance trail fees as a result of the sale. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Ms. Burnett an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended insurance products through UPFS or Vanessa Burnett.

Item 5 - Additional Compensation

Vanessa Burnett receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Vanessa Burnett is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Justin Dyer

Year of Birth: 1983

Formal Education After High School:

- University of California Santa Cruz, BA. Economics, 2003

Entered Financial Services Industry in 2007

Professional Designations:*

- Certified Financial Analyst™ (CFA®)
- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Chief Operations Officer 11/2016 - Present.
- Waypoint Wealth Partners, Wealth Manager and Co-Chief Investment Officer 09/2013-11/2016
- REM Advisors, Financial Advisor, Research Analyst and Portfolio Manager 11/2007-09/2013

Professional Designation Requirements

- Certified Financial Planner™ (CFP®) Continuing Education

Item 3 - Disciplinary Information

Justin Dyer has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

Justin serves as a consultant to Waypoint Wealth Partners to assist in the transition with his departure this will likely terminate at the end of 2016.

Item 5 - Additional Compensation

Justin does receive additional compensation from Waypoint Wealth Partners.

Item 6 - Supervision

Justin Dyer is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Jaime G. Hefner, BCAA

Year of Birth: 1976

Formal Education After High School:

- Glendale Community College, General Education, Attended 2003 – 2006.
- Moorpark College, General Education, Attended, 1995 – 1996.

Entered Financial Services Industry in 1995

Professional Designations:*

- Board Certified in Asset Allocation (BCAA)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Director of Advisory Services, 03/2016 - Present.
- Penniall & Associates, Inc., Investment Advisor Representative, 07/2004 - Present.
- Penniall & Associates, Inc., Chief Operating Officer, 04/2013 – 03/2016.
- Account Manager, 04/2002 - 07/2004.
- Pension Architects Advisory Group, LLC, Investment Adviser Representative, 08/2007 – 08/2013.
- United Planners Financial Services, Registered Representative, 10/2009 – Present.
- NRP Financial, Inc., Registered Representative, 07/2008 - 10/2009.
- AIG Financial Advisors, Inc. (formerly SunAmerica Securities) Registered Representative, 08/2004 - 07/2008.

*Professional Designation Requirements

- Board Certified in Asset Allocation (BCAA): Completion of three modules (45 total hours) including passing a closed book final exam after each module followed by a case study after completion of all modules. Prerequisites: 2 years experience in financial services industry. Continuing Education: 15 hours per year for the first 5 years.

Item 3 - Disciplinary Information

Jaime Hefner has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Jaime Hefner is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Jaime may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Jaime in this capacity, then she may receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Ms. Hefner an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Jaime Hefner.
- Jaime Hefner creates and markets jewelry thru her company Jaime Hefner Designs which is sold retail and wholesale.

Item 5 - Additional Compensation

Jaime Hefner receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Jaime Hefner is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Sarah Jenson, CPA®, CFA®, AIF®

Year of Birth: 1982

Formal Education After High School:

- California Polytechnic State University, San Luis Obispo, BS Accounting & Finance, 2004.

Entered Financial Services Industry in 2004

Professional Designations:*

- Certified Public Accountant (CPA)
- Chartered Financial Analyst® (CFA®)
- Accredited Investment Fiduciary® (AIF®)

Business Background Previous Five Years:

- Penniall & Associates, Inc., Chief Investment Officer, 08/2007 – Present.
- Pension Architects Advisory Group, LLC, Chief Investment Officer, 08/2007 – 08/2013.
- KPMG, LLP, Senior Associate, 05/2006 – 08/2007.
Associate, 04/2004 – 05/2006.

*Professional Designation Requirements:

- Certified Public Accountant (CPA): Successful completion of 24 semester units in accounting- related subjects, 24 semester units in business-related subjects or accounting courses beyond the initial 24 units, successful passing of ethics course and passing score on the Uniform CPA Exam, 2 years general accounting experience supervised by a CPA with an active license. Prerequisites: Bachelor degree. Continuing Education: 40 hours after the first year and 80 hours every two years thereafter.
- Chartered Financial Analyst (CFA): Completion of three courses (250 hours per course) including passing of exam after each course. Prerequisites: Bachelor degree and 4 years of professional experience involving investment decision-making or 4 years qualified work experience. Continuing Education: None.
- Accredited Investment Fiduciary® (AIF®): Completion of Web-based or Capstone program plus minimum score of 75% on closed book exam. No prerequisite. Continuing Education: 6 hours per year.

Item 3 - Disciplinary Information

Sarah Jenson has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

Sarah Jenson has no other business activities.

Item 5 - Additional Compensation

Sarah Jenson does not receive additional compensation from other sources.

Item 6 - Supervision

Sarah Jenson is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in “Methods of Analysis” in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Jürgen Schwarze

Year of Birth: 1956

Formal Education After High School:

- University of Southern California, Saxophone Performance Major, 1979-1983
- Dick Grove School of Music, Composition and Arranging, 1984

Military Education:

- Air Force Non-Commissioned Officer Academy, 1994
- Air Force Senior Non-Commissioned Officer Academy, 2007

Military Service:

- Marine Corps, Sergeant, 11/1974 – 01/1979
- Air National Guard Band of the West Coast, Manager, Chief Master Sergeant, 03/1985 – Present

Entered the Financial Services Industry in 1996

Business Background Previous Five Years:

- Penniall & Associates, Inc., Consultant, 01/2014 – Present
- APD Financial, Portfolio Analyst with a focus on Closed-End Fund Allocations, 04/1996 – 12/2013

Item 3 - Disciplinary Information

Jürgen Schwarze has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

Jürgen Schwarze serves in the Air National Guard as a Chief Master Sergeant.

Item 5 - Additional Compensation

Jürgen Schwarze receives no additional compensation.

Item 6 - Supervision

Jürgen Schwarze is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in “Methods of Analysis” in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Brian R. Tinker, CFP®, AIF®

Year of Birth: 1970

Formal Education After High School:

- California State University Northridge, General Education, 1988.
- University of California, Los Angeles, BA Sociology/Business Administration, 1993.

Entered Financial Services Industry in 1999

Professional Designations:*

- Certified Financial Planner™ (CFP®)
- Accredited Investment Fiduciary® (AIF®)

Business Background Previous Five Years

- Penniall & Associates, Investment Advisor Representative, 07/2006 - Present.
- Pension Architects Advisory Group, LLC, Investment Adviser Representative, 08/2007 – 08/2013.
- United Planners Financial Services, Registered Representative, 10/2009 - Present.
- NRP Financial, Inc., Registered Representative, 07/2008 - 10/2009.
- AIG Financial Advisors, Inc., Registered Representative, 07/2006 - 07/2008.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.
- Accredited Investment Fiduciary® (AIF®): Completion of Web-based or Capstone program plus minimum score of 75% on closed book exam. No prerequisite. Continuing Education: 6 hours per year.

Item 3 - Disciplinary Information

Brian Tinker has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Brian Tinker is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Brian may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, variable annuities, variable life insurance, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Brian in this capacity, then he may receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Tinker an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Brian Tinker.
- Brian Tinker is a licensed insurance agent appointed with various insurance companies. As a licensed insurance agent, Brian may offer investment advisory clients the option to purchase insurance products. If a client purchases insurance products through Brian, he will receive commission and related compensation such as insurance trail fees as a result of the sale. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Tinker an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended insurance products through UPFS or Brian Tinker.

Item 5 - Additional Compensation

Brian Tinker receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Brian Tinker is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Emily A. Velasco, CFP®

Year of Birth: 1982

Formal Education After High School:

- California Fresno State University, BS Accounting, 2004.

Entered Financial Services Industry in 2007

Professional Designations:*

- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Account Manager, 08/2006 – Present.
- United Planners Financial Services, Registered Representative, 02/2012 – Present
- United Planners Financial Services, Registered Assistant, 10/2009 – 01/2012
- NRP Financial, Inc., Registered Assistant, 07/2008 - 10/2009.
- AIG Financial Advisors, Inc. (formerly SunAmerica Securities) Registered Assistant, 08/2006 - 07/2008
- Ross E. Velasco, CPA, Accounting Assistant, 01/2005 – 08/2006.

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.

Item 3 - Disciplinary Information

Emily Velasco has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Emily Velasco is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Emily may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Emily in this capacity, then she will receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Ms. Velasco an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Emily Velasco.

Item 5 - Additional Compensation

Emily Velasco receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Emily Velasco is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Tammy Lee, CFP®

Year of Birth: 1982

Formal Education After High School:

- University of California, Irvine. B.A., English and Asian American Studies
- University of California, Los Angeles, Certificate of Personal Financial Planning.

Entered Financial Services Industry in 2005

Professional Designations:*

- Certified Financial Planner™ (CFP®)

Business Background Previous Five Years:

- Penniall & Associates, Financial Advisor, 01/2015 – Present.
- F500 Advisory Services, Inc., Senior Financial Planner 2013-12/2014, Operations Manager 2005 – 12/2014

*Professional Designation Requirements:

- Certified Financial Planner™ (CFP®): Successful completion of CFP-board registered program and successful passing of 2-day closed book exam. Prerequisites: Bachelor degree and minimum 3 years full-time relevant personal financial planning experience. Continuing Education: 30 hours every 2 years.

Item 3 - Disciplinary Information

Tammy Lee has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Tammy Lee is associated with United Planners Financial Services (UPFS) as a Registered Representative. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). As a UPFS Registered Representative, Tammy may offer clients the option to purchase securities and investment products distributed by that firm including, but not limited to, mutual funds, stocks and bonds, and limited partnerships. If a client purchases or sells securities products from Tammy in this capacity, then she will receive commissions and related compensation, such as mutual fund service fees (12b-1 fees). Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Ms. Lee an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to purchase recommended securities products through UPFS or Tammy Lee.

Item 5 - Additional Compensation

Tammy Lee receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Tammy Lee is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Sarah A. Brace, RP®

Year of Birth: 1962

Formal Education After High School:

- Woodbury University, BSBA - Finance, 1993 - 1995.
- Pasadena City College, General Education, 1988 -1993.

Entered Financial Services Industry in 1985

Professional Designations:*

- Registered Paraplanner®

Business Background Previous Five Years:

- Penniall & Associates, Inc., Advisor Associate & Service Coordinator, 04/2103-Present
Chief Compliance Officer, 06/2010 – 04/2013
Director of Client Services 01/1990 – 12/2010.
- United Planners Financial Services, Registered Assistant, 10/2009 - Present.
- NRP Financial, Inc., Registered Representative, 07/2008 - 10/2009.
- AIG Financial Advisors, Inc., (formerly SunAmerica Securities) Registered Representative, 07/2000 - 07/2008.

Professional Designation Requirements:

- Registered ParaplannerSM (RP®) Completion of 10-module course and closed book final exam, completion of 3 month internship in financial services. Continuing Education: 16 hours every 2 years.

Item 3 - Disciplinary Information

Sarah Brace has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Sarah Brace is associated with United Planners Financial Services (UPFS) as a Registered Assistant. UPFS is a registered broker-dealer and a member of the Financial Industry Regulatory Authority (FINRA). She receives no additional compensation from this association.
- Sarah Brace is a Notary Public. She does not charge fees for this service and performs notarial acts as an accommodation for clients Notary
- Sarah Brace is a licensed Real Estate Agent and Mortgage Loan Officer and receives referral fees and commissions from real estate consulting, sales and mortgage related services. Clients are under no obligation to utilize the services offered by Sarah Brace.

Item 5 - Additional Compensation

Sarah Brace receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Sarah Brace is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee as described in "Methods of Analysis" in the front section of this brochure.

Item 2 - Educational Background and Business Experience

Steven Levin

Year of Birth: 1965

Formal Education After High School:

- Tulane University, BA Sociology, 1988.
- Pepperdine University, MBA, Finance, 1991

Business Background Previous Five Years:

- Penniall & Associates, Chief Compliance Officer, 07/2014 – Present.
- Arnold Palmer, Equity and Option Trading Assistant 09/11 – 07/2014.
- Michael Lee Collection, Operations Manager, Executive Assistant 01/2003 – 11/2010.

Item 3 - Disciplinary Information

Steven Levin has no legal or material disciplinary events applicable to this Item.

Item 4 - Other Business Activities

- Steven Levin is a licensed real estate agent in the State of California BRE# 01464922. As a licensed Real Estate Agent, Steven receives referral fees and commissions from real estate consulting, sales and mortgage related services. Receipt of commissions and sales-based compensation creates a conflict of interest because it gives Mr. Levin an incentive to recommend investment products based on the compensation received, rather than on the client's needs. Clients are under no obligation to utilize the services offered by Steven Levin.

Item 5 - Additional Compensation

Steven Levin receives additional compensation as indicated in Item 4 above.

Item 6 - Supervision

Steven Levin is supervised by David R. Penniall, CFP®, AIF®, who can be reached at 626-795-3062. Investment decisions and directions are made by the P&A Investment Committee or strategy Portfolio Manager as described in "Methods of Analysis" in the front section of this brochure.