

Form ADV Part 2A: Firm Brochure

WORTH CONSIDERING, INC.

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This brochure provides information about the qualifications and business practices of Worth Considering, Inc. If you have questions about the contents of this brochure, please contact us at 585-389-6197. 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.

References in this brochure to "registered investment advisor" or "registered" do not imply a certain level of skill or training.

Additional information about Worth Considering, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There are no material changes since the last Form ADV update.

Item 3 – Table of Contents

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Item 4 – Advisory Business

Advisory Firm and Principals. Worth Considering, Inc. ("Worth Considering," "we," "our," or "us") is New York corporation established in May 2011 offering fee-only investment advisory and financial planning firm. David S. Peartree, J.D., CFP® is the sole owner.

Advisory Services Offered. We may offer all or any combination of the investment advisory and financial planning services described below.

Investment Advisory Services. We provide clients with investment management services with respect to their investment accounts. Our clients are primarily individuals and their families, but we also offer services to trustees, executors, qualified retirement plans, and business entities.

We construct portfolios based on our assessment of a client's risk profile, investment objective(s), time horizon, withdrawal or spending needs, account restrictions (if any), and overall financial situation. Portfolios generally consist of mutual funds (either no-load or load waived, sometimes referred to as "load-at-NAV") and exchange-traded funds (ETFs), with a heavy emphasis on index-tracking funds. We do not generally recommend or use individual equity or fixed income securities, although client accounts may hold them. The client may place reasonable restrictions on the types of investments to be held in the portfolio, provided that such restrictions are agreed upon in writing.

Financial Planning Services. Other financial planning services may be provided based on a client's needs and objectives and the level of services desired. These services may be provided on a one-time or on-going basis. Depending on the particular circumstances, financial planning services may be broad in nature or limited to specific issues or concerns.

For example, a broad financial analysis could include a review of a client's overall financial condition, income and tax status, personal and business assets, insurance needs, risk profile, retirement planning, estate planning, and other factors unique to a client's particular circumstances. We may also offer advice regarding the rearrangement of cash flow in order to fund certain long-term objectives such as retirement planning.

We may identify legal or tax issues a client needs to address and coordinate with other professionals to ensure that these issues are properly addressed. We do not, however, render legal, tax or accounting advice or prepare any legal documents for clients. We may refer clients to an accountant or attorney for development of tax or estate plans. The client personal attorney is solely responsible for providing legal advice and documents. The client's personal tax adviser or accountant is solely responsible for any tax or accounting advice.

Financial planning services may also take the form of investment advice in situations where investment accounts are not held with a custodian with whom we have a relationship and, therefore, where we do not provide ongoing investment management. For example, these services may include advice regarding asset allocation, investment portfolio construction, investment selection, performance review, or other services as agreed upon.

No Wrap Fee Programs. We do not participate in wrap fee programs. A wrap fee account is one in which a single fee is paid for all advisory services and transactions.

Assets Under Management. As of March 1, 2018, Worth Considering managed approximately \$41,125,359: \$40,036,947 on a discretionary basis and \$1,088,403 on a non-discretionary basis.

Item 5 – Fees and Compensation

How We are Compensated

Investment Advisory Services. Our fees are typically based on a percentage of assets managed. The annual fee is calculated and payable quarterly, in advance, based on the aggregate market value of the assets under management as of the close of business on the last business day of the preceding calendar quarter. Fees are either deducted directly from a client account or, at the client's request, may be billed separately.

The first billing will be calculated based on the account value when we determine that the assets under management are held by the custodian and the account is available for trading.

A client will receive a full refund of fees paid in the event the client terminates the agreement with us within five business days after signing. If a client terminates after the first five days, fees will be credited back on a prorated basis for the unused portion of the quarter.

Our fees generally follow the following fee schedule:

Assets Under Management	Annual Fee Rate (not to exceed)
On the first \$500,000	1.00%
On the next \$500,000	0.75%
Over \$1 million	0.50%

We reserve the right in our sole discretion to negotiate fees on case-by-case basis. As a result, actual fees may be less than as stated above and are set forth in the client agreement.

Investment management services may also be billed on a fixed fee arrangement, billed quarterly, as agreed upon and set forth in the client agreement.

Financial Planning Services. Financial planning services are charged at an hourly rate (currently \$250 per hour) or on a fixed fee basis. Fees are negotiable and will vary depending upon the complexity of the client's situation and the scope of services to be provided. Fees are billed after the services are performed and are due upon receipt of the bill.

Negotiation of Fees. We may in our sole discretion negotiate fees on a case-by-case basis. This may be based upon a variety of factors, including the nature and complexity of the services, the nature or history of the client relationship, and the size of the account.

Other Fees and Expenses

Our investment management fees do not include certain other fees and expenses. The client pays all brokerage commissions and similar transaction fees in connection with account transactions from the assets in the account. These fees are charged directly by and paid to the custodian. In addition, mutual funds and exchange-traded funds have an expense ratio that represents the percentage of the fund's asset value charged as an expense for operating the fund. Mutual fund shares or ETF shares in a client's account may be subject to other fees and expenses that are described in the fund prospectus. These other fees and expenses are not paid to us.

Fee-Only Compensation

We are fee-only advisors. We do not accept commissions or other compensation, including asset-based sales charges or service fees, in connection with the purchase or sale of mutual funds or other investment products. See Item 12 of this Form ADV Part 2A for more discussion of our Brokerage Practices.

Item 6 – Performance Based Fees

We do not charge performance-based fees that are based on a share of the capital gains on, or appreciation of, a client's assets.

Item 7-Types of Clients

We provide investment advisory and financial planning services primarily to individuals, but also to trusts, estates, pension and profit sharing plans, corporations or other business entities. We do not maintain express account minimums.

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

Investment Strategies. We believe that investors are more likely to reach their investment objectives by efficiently capturing market returns rather than by attempting to outperform the markets. We generally recommend index-tracking funds for the portfolios we manage, but we do not use index funds exclusively. Index funds are mutual funds or exchange-traded funds (ETFs) that aim to achieve the same return, as near as possible, as a particular market index, but generally at a lower cost and with greater tax efficiency than a comparable actively managed fund. Index funds are especially useful for taxable accounts because they generally experience relatively low turnover and are generally more tax efficient than actively managed mutual funds.

Our investment strategies principally rely on the basic principles of asset allocation and diversification. **Asset allocation** generally refers to the decision to invest across multiple asset classes with the aim of balancing risk and return. We believe that the decision setting the allocation among various asset classes, such as stocks, bonds and cash, and their respective sub-classes, is the single most important determinant of portfolio performance. We believe it is more

important, over the long-term, than individual security selection. **Diversification** refers to investing broadly within an asset class by using a number of investments to minimize the impact of poor performance of an individual security on the overall portfolio.

Asset allocation and diversification are strategies for managing risk. They attempt to produce higher portfolio returns at a lower level of risk than can be achieved by owning a single security. This is based on the concept of constructing a portfolio of different kinds of investments that are not highly or perfectly correlated. Correlation refers to the tendency of one asset to move in relation to another. A basic objective of portfolio construction is to reduce risk, generally measured by volatility, by combining assets that do not move up or down at the same time or to the same degree.

Asset allocation and diversification are basic principles of what is known as Modern Portfolio Theory. Modern Portfolio Theory focuses on the relationship of all the investments in a client's portfolio rather than looking at investments in isolation from each other. Risk is inherent when investing in any asset class. Greater risk is generally associated with higher expected investment returns, but greater risk does not necessarily lead to higher returns. Asset allocation and diversification do not ensure a profit or prevent a portfolio from experiencing a loss.

Rebalancing is a related investment strategy that builds upon the principles of asset allocation and diversification. It refers to the periodic adjustment of a portfolio to its intended asset allocation. Rebalancing either reallocates gains from investments in rising markets or adds to investments that have decreased in value during a market decline. Rebalancing imposes the discipline of adhering to the asset allocation strategy.

We determine an appropriate allocation for a client taking into consideration: the client's general financial situation, investment objectives, risk profile, time horizon, liquidity needs and the need for withdrawals. The aim is to seek a level of expected return proportionate to the level of risk appropriate for the client.

Methods of Analysis. We use various sources of information to analyze and select investments, including: research and analysis provided by Morningstar or other sources; investment and financial journals, publications and subscriptions; professional conferences, meetings and continuing education; and other news and commentary from various sources.

Risk of Loss. Every investor faces risk of loss that can take various forms. The most basic risk faced by all investors is **market risk**. This refers to the risk that the market for an asset class declines in value and affects all securities in that asset class in a similar way. When pursuing strategic long-term investing strategies, we are assuming the financial markets will go up in the long-term, which may not be the case. Market risk applies to any asset class, not just stocks. It is a risk that cannot be eliminated even by diversification. A related form of risk of loss is **variability of returns**. This refers to the risk that the client's investments will fluctuate in value over time and may be worth less than the original investment when sold or redeemed, even if the long-term trend has been upward. Financial markets and a client's specific investment may experience varying degrees of volatility and fluctuation in value. While we attempt to mitigate these risks by using asset allocation strategies, asset allocation involves assumptions based on the historical performance of different asset classes. There is a risk that an asset class does not perform in a similar way, or that

the assumptions on which we rely may be proved incorrect in the future. Consequently, there is no guarantee that an asset allocation strategy will meet its investment objective or that a portfolio will not suffer losses.

Investing in mutual funds or ETFs may involve various specific risks, of which the following are examples:

1. **Manager risk.** The risk that the fund's investment adviser will fail to execute the fund's stated investment strategy or fail to meet its objective. This risk is greater with actively managed funds and is minimized with index-based funds.
2. **Inflation risk.** The risk that the rate of price increases in the economy deteriorates the returns associated with the fund. Inflation is a particular risk with bonds and other types of fixed income that become less valuable as inflation increases.
3. **Interest rate risk.** This is the risk that the market value of bonds will go down when interest rates go up. Bond prices generally have an inverse relationship to interest rates.
4. **Tracking error risk.** This risk is specific to index mutual funds and ETFs. Tracking error measures the discrepancy between the fund's returns and the returns of the target index.
5. **ETF trading risks.** Because ETFs are bought and sold like stocks, the spread between the bid price and ask price is an additional cost and, therefore, a risk for investors. Another trading risk involves ETFs trading at a premium or discount to the value of the underlying securities. Yet another risk is the potential for improper trade execution and the risk that a trade executes at other than the intended price. These trading risks are one important way in which ETFs differ from comparable mutual funds.

Please see the appropriate mutual fund or ETF prospectus and statement of additional information for additional risk information.

Key Person Risk. David Peartree, the firm's President, holds primary responsibility for the management of the client's assets. As a result, the continuation of the firm's advisory services to clients is dependent heavily upon the ability of Mr. Peartree to provide investment advice. Consequently, in the event of Mr. Peartree's death or permanent disability, the firm may be unable to furnish investment advice to its clients.

Investing in any security involves risk of loss that the investor should be prepared to bear.

Item 9-Disciplinary Information

We have not been involved in any legal or disciplinary events related to past or current investment advisory clients under either our current name or any prior name.

Item 10 – Other Financial Industry Activities and Affiliations

Worth Considering, Inc. is not registered and does not have any application pending to register as any of the following: 1) a broker-dealer (or a registered representative of a broker-dealer), 2) a futures commission merchant, 3) a commodity pool operator, 4) a commodity trading advisor, or 5) an associated person of any of the foregoing entities.

We do not have any material conflicts of interest with any related persons or other investment advisors. We do not receive compensation from other advisors.

Item 11 – Code of Ethics

Worth Considering, Inc. has adopted a Code of Ethics that establishes standards of business conduct for all supervised persons of the firm. The Code of Ethics is designed: to put the interests of clients before the interests of the firm or the personal interests of any of the firm's supervised persons; to prevent improper personal trading; to identify conflicts of interest; and to provide a means to resolve any actual or potential conflicts in favor of clients of the firm.

A copy of the firm's Code of Ethics is available upon request.

Item 12 – Brokerage Practices

The custodian and brokers we use. We do not maintain custody of the assets we manage. We may, however, be deemed to have custody of your assets if you give us authority to withdraw assets 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 a bank. We generally require that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we generally recommend Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Subject to limited exceptions where we may use another custodian, if you do not wish to place your assets with Schwab, then we cannot manage the account. Even if your account is managed at Schwab, we can still use other brokers to execute trades for your account as described below (see 'Your brokerage and custody costs,).

How we select custodians or brokers. We seek to recommend custodians that 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:

- combination of transaction execution services and asset custody services, generally without a separate fee for custody
- capability to execute, clear, and settle trades (buy and sell securities for your account)
- capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.)
- breadth of available investment products (mutual funds, exchange-traded funds (ETF's), stocks, bonds, etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, interest rates, other fees, etc.) and the willingness to negotiate the prices

- reputation, financial strength, and stability
- prior service to our clients and to us
- availability of other products and services that benefit us, as discussed below.

In making the determination to use Schwab, our objective is not necessarily to obtain the lowest possible cost, but to obtain the best qualitative execution having considered the foregoing factors. It is possible that another custodian can provide more favorable execution of transactions or that another custodian may cost less.

Your brokerage and custody costs. For our clients—accounts that Schwab 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. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in our account is Schwab's cash features program. In addition, Schwab may charge a '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 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. We believe that having Schwab execute most trades is consistent with our duty to seek 'best execution, of your trades. Best execution means the most favorable terms for a transaction based on all the relevant factors, including those listed above.

Products and services available to us from Schwab. Schwab Advisor Services is Schwab's business serving independent investment advisory firms like us. They provide our clients and us with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not available to Schwab retail customers. Schwab also makes available various support services. Some of those services help up manage or administer our client's 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. The 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 or that would require a higher minimum initial investment.

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 and that of third parties. We may use this research to service all or a substantial number of clients, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provides access to client account data
- facilitates trade execution

- provides pricing and other market data
- facilitates payment of our fees from clients' accounts
- assists with back-office functions, recordkeeping and client reporting.

Services that generally only benefit us. Schwab also offers other services intended to help us manage and further develop our business. These include:

- educational conferences and events
- consulting on technology, compliance, legal and business needs
- publications and conferences on practice management and business succession
- marketing and consulting support.

Schwab may provide some of these services itself. In other cases, it may arrange for third-party vendors to provide 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. 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. This may create an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services 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 recommendations are in the best interest of our clients. Our recommendations are primarily supported by the scope, quality, and price of services provided to our clients; they are not based on services that benefit only us. Also, these services are not contingent upon us committing to any specific amount of business to Schwab in trading commissions or assets in custody.

Trades. We do not "bunch, or aggregate trades. The aggregation and allocation practices of mutual funds and any third-party managers that we recommend are disclosed in the respective mutual fund prospectuses and third-party manager disclosure documents which will be provided to the client, if applicable.

Item 13-Review of Accounts

Clients' investment accounts and financial plans are reviewed with clients periodically, not less than annually and as frequent as quarterly. Reviews include, when warranted, recommended changes to the investment or financial plan, and changes to the asset allocation and investment selection. The performance of client accounts is monitored more frequently.

Item 14-Client Referrals and Other Compensation

We are not paid referral fees to refer clients to a custodian or broker-dealer. However, as set forth in Item 12 above, we may receive some benefits from our clients' custodians as a result of client assets being directed to such custodians or broker-dealers. While our recommendation for the use of such custodians may create a potential conflict of interest, we believe our recommendations are in the best interest of our clients and are not based on benefits available to us. Specifically, the

availability of Schwab's products and services is not based on us giving any particular investment advice. We do not pay referral fees to third parties.

Item 15-Custody

We generally do not maintain actual custody of client assets, but instead custody your assets with a qualified custodian. Under government regulations, we may be deemed to have custody of your assets if, for example, you authorize us to instruct the custodian to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. The custodian maintains actual custody of your assets.

You will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address you provided to the custodian. You should carefully and promptly review those statements when you receive them. You should also compare the custodian's account statements with any periodic reports received from us.

Item 16-Investment Discretion

We manage most investment accounts on a discretionary basis. Our discretionary authority is based on the investment advisory agreement signed by the client. Discretionary authority allows us to determine, without obtaining specific client consent for each trade, the specific securities and the amount of securities to be bought or sold subject to our determination of the suitability of the securities for a client. Clients may place reasonable restrictions on investments to be held in the portfolio provided such restrictions are agreed upon in writing.

Item 17-Voting Client Securities

We do not have the authority to vote proxies solicited by or with respect to the issuers of securities held in client account(s). Please contact us at any time with questions regarding proxy solicitations. Proxies will be sent to the client by the custodian and not by us.

Item 18-Financial Information

We do not require or solicit prepayment of fees more than six months in advance. Neither Worth Considering, Inc. nor David S. Peartree, J.D., CFP® has been the subject of a bankruptcy petition at any time during the past ten years or at any time.