

# CAPITAL PLANNING , LLC

Disclosure Booklet - January 1<sup>st</sup>, 2014

Part 2A of Form ADV: Firm Brochure  
Part 2B of Form ADV: Brochure Supplement  
Capital Planning Privacy Policy



**Capital Planning LLC**  
**[www.capplanllc.com](http://www.capplanllc.com)**

10900 NE 4<sup>th</sup> Street, Suite 1030  
Bellevue, WA 98004

425-643-1800 phone  
425-643-1216 fax

**CAPITAL PLANNING**

*Wealth Management Since 1983*



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*Wealth Management Since 1983*



# Part 2A of Form ADV: Firm Brochure

## Capital Planning, LLC

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10900 NE 4th Street, Suite 1030  
Bellevue, WA 98004  
425-643-1800  
[www.capplanllc.com](http://www.capplanllc.com)

## Date of Firm Brochure

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01/01/2014

## Firm Brochure Information

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This brochure provides information about the qualifications and business practices of Capital Planning, LLC. If you have any questions about the contents of this brochure, please contact us at 425-643-1800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Capital Planning, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our CRD number is 169470.

Capital Planning, LLC is registered with the Securities and Exchange Commission as an investment advisor. At times, we may refer to our firm as a Registered Investment Advisor; however, the use of the term "registered" does not imply a certain level of skill or training.

## **Item 2 MATERIAL CHANGES**

As this is Capital Planning, LLC's initial application for registration, we do not have any material changes to report.

Upon approval of our registration application, our current Form ADV, Part 2 will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our firm, including but not limited to advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

### **Material Changes**

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As this is the firm's initial application for registration, we do not have any material changes to report.

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## Item 4 ADVISORY BUSINESS

### Firm Description and Principal Owners

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Capital Planning, LLC (hereinafter “CP LLC” or “firm” or “we”) is registered with the Securities and Exchange Commission (SEC) as an investment advisor. The services provided by CP LLC were previously offered by the firm’s predecessor Capital Planning Corp. CP LLC succeeded to the investment advisory business of Capital Planning Corp in January 2014.

The follow individuals represent the ownership group of CP LLC. Michael D. Miller, through M3 Holdings Corp owns 55% of CP LLC; Mr. Miller’s ownership represents a controlling interest. James E. Kelley, Jr., Stephen P. Emanuels, and J. Michael Quigley each own 15% of CP LLC.

### Advisory Services

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We provide advisory services to individuals, families and their related entities, trusts and estates, and businesses. Our services include **Investment Management Solutions** and **Consulting Services**. We typically utilize a process that includes the following components.

**Gathering Information.** We work with Clients to mutually define their objectives prior to making recommendations. We endeavor to collect sufficient information to understand the resources and objectives of Clients. We use interviews, questionnaires, and/or other forms of data collection to establish Client’s goals and objectives.

**Analyzing and Evaluating Goals and Objectives.** We employ various tools to help analyze Client's information and gain an understanding of their goals and objectives. We may use Client’s information to create statements and diagrams for analysis. Our analysis helps us form opinions regarding whether or not Client’s objectives can be met by their resources and current course of action.

**Developing and Presenting Recommendations.** We develop and present recommendations designed to help Clients work toward achieving their goals and objectives. Our recommendations may include our **Investment Management Solutions** and **Consulting Services**. We recommend outside professionals when Clients require services we don’t offer. Outside professionals are engaged by Clients directly and those services are separate from our services.

**Implementing Recommendations.** We work with Clients to mutually agree on which recommendations will be implemented. We confirm our understanding and respective responsibilities in signed documents. Clients are under no obligation to implement any recommendation we offer.

**Monitoring Changes.** In order to ensure that our initial determination of appropriate recommendations continues to be suitable for Clients we maintain relevant Client information. Clients should notify us immediately of any change in their goals and objectives.

### Investment Management Solutions

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Our **Investment Management Solutions** include *Managed Programs, CPC and DLD Models (herein after “CPC Models”), Tailored Accounts, and Reporting Plus*. Clients may use one or more of these solutions in various accounts to create their Portfolio.

When selecting these solutions, we work with Clients to document their goals and objectives and develop an Investment Policy Statement to help guide our investment decisions. Clients have an opportunity to place reasonable restrictions on their investments and we work with them to understand the potential impact of these restrictions.

Client accounts are held in Client's name by independent custodians and Clients retain individual ownership of the securities in their accounts. We typically use Envestnet LLC (Envestnet) to provide web-based account access, performance reports, and other administrative functions such as trade generation, account reconciliation, and billing. Envestnet serves as administrator and investment advisor for Clients utilizing *Managed Programs*. Envestnet serves as administrator only for Clients utilizing *CPC Models*, *Tailored Accounts*, and *Reporting Plus*.

**Managed Programs** provide Clients access to a variety of investment strategies managed by third party money managers (Managers). Managers buy and sell securities according to pre-established goals of their strategy rather than the individual goals of Clients. We work with Clients to recommend the Manager or combination of Managers that have investment objectives consistent with the Client's goals and objectives. Client accounts may include mutual funds, exchange-traded funds (ETFs), stocks, bonds, notes, real estate investment trusts (REITs), options and futures, among other investments. Managers monitor accounts for imbalances resulting from changes in market conditions and may rebalance accounts as necessary to conform to their established strategy.

*Managed Programs* are typically structured as a "wrap fee program." In wrap fee programs, Clients pay a single fee for both investment advisory and brokerage services. Our advisory fee is included in the wrap fee.

Clients should carefully review the disclosure documents of Envestnet and Manager(s) for more information regarding investments.

**CPC Models** provide Clients access to a variety of investment strategies managed by the members of our Investment Policy Committee. We manage our Models according to pre-established goals of each *Model* rather than the individual goals of Clients. We work with Clients to select a *Model* (or combination of *Models*) that has investment objectives consistent with their goals and objectives. Client accounts consist primarily of mutual funds.

We may recommend Clients use *Access Models* for accounts that are expected to remain at or under \$100,000. *Access Models* generally have two or more mutual funds and are typically available only to Clients, or their family members, who also have larger Portfolios with us. *Access Models* are generally invested in mutual funds selected from a custodian's list of funds not subject to transaction fees. This helps avoid trading costs and reduce certain administrative expenses; however, these funds may have higher internal expenses than those funds subject to transaction fees. For additional information, please refer to ***Other Fees and Expenses*** under **Item 5 Fees and Compensation**.

**Tailored Accounts** enable us to create customized investment solutions for a particular Client. We work with Clients to identify the various considerations relating to these assets and to develop an appropriate investment strategy. Any action regarding these assets is undertaken only with Client's prior consent. Client maintains discretion on account assets. Tailored Accounts are typically only available to Clients with other ***Investment Management Solutions***.

**Reporting Plus** enables us to provide reporting and administrative services for Client accounts not covered by our other solutions. For these accounts, we serve as our Client's liaison with custodians and provide

recommendations on holdings, trading and administrative services. Client maintains discretionary authority on account assets and is responsible for account monitoring and contacting CP LLC to provide trade instructions.

### ***Consulting Services***

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We may provide Clients with one or more types of ***Consulting Services*** including *Personal/Business Consulting*, *Reporting Only*, and *Family Legacy Planning*.

***Personal/Business Consulting*** is offered as Client needs dictate and may include advice on isolated areas of concern for securities and nonsecurities related matters.

***Reporting Only*** enables us to provide Clients with consolidated reporting and online access for accounts that are self managed or held with other institutions. *Reporting Only* is limited to account reporting and online access and we do not manage these accounts.

***Family Legacy Planning*** is designed to help Clients work toward their long term legacy and estate planning objectives. *Family Legacy Planning* is structured to offer a generational approach to family wealth transfer and mentoring.

### ***Seminars***

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We provide educational seminars on various topics that may include retirement, estate, charitable giving, and investment planning. Any investment information provided in *Seminars* is educational in nature and does not purport to meet the objectives or needs of any particular attendee. *Seminars* are typically sponsored by and provided for select groups and may be open to the public.

### ***Amount of Managed Assets***

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As of 10/31/2013, we actively manage approximately \$309,000,000 of Clients' assets on a discretionary basis and approximately \$34,000,000 of Client assets on a non-discretionary basis for a total of \$343,000,000.

## **Item 5 FEES AND COMPENSATION**

### ***Investment Management Solutions***

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Our annual advisory fee is charged as a percentage of account assets based on the following schedules.

#### **Investment Management Solutions - Annual Fee Schedule**

<b>Assets under Management</b>	<b><i>CPC Models*</i></b>	<b><i>Managed Programs and Tailored Accounts</i></b>	<b>Reporting Plus**</b>
<b>Up to \$500k</b>	1.250%	1.000%	0.25%
<b>\$500k to \$1m</b>	1.000%		
<b>\$1m to \$5m</b>	0.850%	0.850%	
<b>Over \$5m</b>	0.575%	0.575%	

**\*CPC Models.** In addition to the above fee schedule, we generally charge an annual administrative fee of \$175 for each *CPC Model* account. This fee is applied quarterly based on a daily accrual method (~\$0.4794 per



day). As such, the fee may vary slightly depending on the number of days in a quarter. *Access Models* are not subject to this administrative fee.

**\*\*Reporting Plus.** Fees for Reporting Plus accounts are frequently waived based on the overall client relationship and the character of the assets under consideration.

**Client Billing:** Clients are billed quarterly in advance based on the market value (or fair market value) of the Client's accounts at the end of the previous calendar quarter as reported by custodian(s). Clients authorize Envestnet to directly debit their accounts. Envestnet compensates us as well as applicable Managers, for their respective services.

**Fee Adjustments:** Within certain de minimis limits, fees on contributions and distributions are calculated on a pro-rated basis determined by the number of days remaining in that calendar quarter.

**Termination & Refunds:** Client agreements may be canceled at any time by either party for any reason upon 30 days written notice. Upon termination, any prepaid unearned fees are refunded and any earned unpaid fees are due and payable. Clients have the right to terminate an agreement without penalty within five business days after entering into an agreement.

**Historical Fee Schedules:** Some Clients entered into an advisory relationship with us under different terms that may not be available to new Clients.

**Negotiability of Fees:** Fees may be negotiable under certain circumstances. In addition, certain family members and personal acquaintances of our firm may receive advisory services at discounted rates which are not generally available to our Clients. Clients may or may not be able to obtain the services we provide at a lower cost through other companies.

**Custodial & Brokerage Considerations:** In addition to our fees, Clients are also responsible for any expenses charged by custodians, third party service providers, and broker dealers. These fees may include but are not limited to: spreads, transaction costs, commissions, clearing costs, reporting fees, transfer or processing fees, and revenue sharing fees regardless of whether we or an independent investment manager effects transactions for the Client's account(s). Please see **Item 12. Brokerage Practices** for additional information.

**Other Fees and Expenses:** Our fees are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. In the case of mutual funds, these fees and expenses are described in each fund's prospectus. These fees generally include management fees, other fund expenses, and possibly distribution fees. Clients may also incur certain redemption fees imposed by the fund company resulting from our management decisions. Clients may be able to invest in a mutual fund or Manager directly, without our services. In that case, a Client would not receive our services which are designed, among other things, to assist Clients in determining appropriate investments for their goals and objectives.

Clients are advised that some investments (including mutual funds, variable annuities, variable life sub-accounts and other investments) used in their Portfolio may distribute payments to the Client's custodian or broker dealer pursuant to such rules as the 12b-1 of the Investment Company Act of 1940. Such payments are made from the assets of the mutual funds, variable annuities, variable life sub-accounts and other investments and, therefore, reduce overall performance. We may use such investments in Client's accounts where we reasonably believe the overall performance of the investment, after accounting for such charges, merits inclusion.

Clients should carefully review the disclosure documents of Envestnet and Manager(s) for more information regarding total account fees, account minimums, termination and refund policies and the negotiability of such requirements. Client should review the total fees charged on their assets when evaluating our services.

**Conflicts of Interest:** In certain cases our employees may earn commissions from the sale of insurance products. In such cases our employee will verbally inform Clients of the conflict and that Clients are under no obligation to purchase such products from the employee. See **Item 10 Other Industry Affiliations** for more information on this potential conflict of interest.

### **Consulting Services**

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Our fees for **Consulting Services** may be charged as described below.

**Reporting Only** fees are charged as a percentage of reportable assets, at an annual rate of 0.05% billed quarterly. We quote the total costs of this service, including our fee, to Clients prior to entering into an agreement. The same billing methodologies used for **Investment Management Solutions** above apply.

**Hourly Basis.** Hourly fee rates range from \$75 - \$500 per hour, depending on the nature and complexity of the work as well as the employees involved. If appropriate, an estimate for total hours may be provided at the start of the work. Clients are generally invoiced monthly in arrears.

**Fixed Fee Basis.** Fixed fee rates typically range from \$400 - \$5,000, depending on the nature and complexity of the work as well as the employees involved. Under certain circumstances, 50% of the estimated fee may be required at the start of the work, with the balance due upon completion. We don't hold or solicit payment of fees in excess of \$1,200 per Client for more than six months in advance of services rendered.

From time to time, as appropriate, we may directly engage one or more third party professionals or other service providers to provide services to us relating to a particular Client. Under these circumstances, we pay the third party professional's fees from the fees we receive from the Client. Our fee may or may not be increased as a result of using a third party professional or other service provider.

### **Seminars**

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*Seminars* present an opportunity to introduce our firm to people who may benefit from our services. As such we do not typically charge fees for presenting *Seminars*. In addition, we frequently donate time and materials and may assume other expenses related to a *Seminar* sponsored by a third party. *Seminar* sponsors may reimburse us for reasonable expenses.

## **Item 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

We do not charge performance-based fees.

## **Item 7 TYPES OF CLIENTS**

We provide advisory services to individuals, including high net worth individuals, trusts, estates, charitable organizations, corporations, and other businesses.

We generally require a minimum Portfolio size of \$1 million; although, we may aggregate related accounts for the purposes of achieving our minimum. Our minimum may be negotiable.

Clients should carefully review the disclosure documents of Envestnet and Manager(s) for more information regarding other account minimums and whether those are negotiable.

## Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### Methods of Analysis and Investment Strategies

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**Investment Policy Committee.** Members of our Investment Policy Committee are responsible for analyzing investment opportunities, constructing *CPC Models*, selecting *Managers* (for *Managed Programs*) and helping our advisors diversify Portfolios. During regularly scheduled meetings Committee members review economic cycles, market conditions, Client Portfolios, *CPC Models*, and the performance of mutual funds and *Managers*. We use fundamental and cyclical analysis to form opinions on the economy, markets, Portfolios, *CPC Models*, mutual funds, and Managers.

**Evaluating Investment Opportunities.** Our investment recommendations include the use mutual funds and Managers. We use fundamental analysis to evaluate the background, strategy, and performance of the mutual funds and Managers considered for our Clients. Our goal is to find mutual funds and Managers with clear investment strategies that we believe may be successful in the future. Mutual funds and Managers are selected on the basis of their investment objectives, their style and philosophy, their track record, and their fee structure among other factors.

Our analysis is based on information obtained from research providers, investment firms, academic sources, subscription services, and interviews. We use software and other tools to analyze this information and track the performance of mutual funds and *Managers* on an ongoing basis. While we believe this information is reliable, there is a risk that it may contain errors and we may rely on such erroneous information when making decisions and recommendations.

**Constructing *CPC Models*.** *CPC Models* are designed to achieve a diversified portfolio of mutual funds with risk and return characteristics similar to those desired by our Clients. We use diversification as a technique designed to reduce the risks associated with having too much money in a single asset category. Clients should recognize that a diversified *Model* won't enable them to fully profit from sharp increases that may occur in a single asset category. In addition, a diversified *Model* may include asset categories that may be out of favor for a period of time. *Models* may change over time and may no longer be appropriate for Client's goals and objectives.

**Diversifying Client Portfolios.** We may recommend Clients diversify their Portfolio among different types of investment strategies depending on their goals and objectives. We may use a variety of ***Investment Management Solutions***, and or *Managers* to accomplish this objective. A risk of diversifying Client Portfolios among different investment strategies is that the Client may have assets with a strategy that may be out of favor for a period of time. Portfolios may change over time and may no longer be appropriate for Client's goals and objectives.

### Risk of Loss

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Our ***Investment Management Solutions*** involve several types of risks including the risk of loss that Clients should be prepared to bear. Investing with us involves risks including but not limited to: losing money;

reinvesting at lower rates in the future; losing purchasing power due to inflation or currency risk; investing with an underperforming mutual fund or *Manager*; not being able to sell at a given moment; and not participating in other, better performing opportunities. There is also a risk that our recommendations may have different risk or return characteristics than the Client desired. As with any investment, there is the risk that our timing with respect to transactions may be less than ideal or result in unfavorable tax events such as short term or long term losses and gains.

A mutual fund or Manager who has been successful in the past may not be able to replicate success in the future. Past performance does not guarantee future results. Since we don't control the underlying investments in a fund or ETF it is possible that mutual funds and Managers may purchase essentially the same securities that a Client may already own. This overlap may reduce the benefits of diversification. There is also a risk that mutual funds and Manager(s) may deviate from their stated investment strategy which may make the investment less suitable for a Client.

Please refer to **Item 13 Review of Accounts** for more information on how we monitor accounts.

## **Item 9 DISCIPLINARY INFORMATION**

We are required to disclose any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of our business or the integrity of our management. We don't have any reportable disciplinary events to disclose.

## **Item 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

We are not affiliated, through common control, ownership, or otherwise with any other financial industry entity.

Our employees may be separately licensed as insurance agents for various insurance companies. As such, these employees may facilitate the purchase of insurance products for Clients. In this case, these employees may receive separate, yet customary, compensation in their separate capacities as insurance agents. Clients should be aware that the receipt of additional compensation creates a conflict of interest. Clients are not obligated to use our employees when purchasing insurance. The implementation of recommendations is solely at the discretion of the Client.

These employees may spend as much as 5% of their time with these related activities.

## **Item 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

We have a Code of Ethics which sets forth high ethical standards of conduct required of our employees, including compliance with applicable securities laws. Our firm and employees owe a duty of loyalty, fairness and good faith towards our Clients and we have an obligation to adhere to the general principles and specific provisions of our Code. You may request a copy of our Code of Ethics by phone at 425-643-1800.

## Participation or Interest in Client Transactions and Personal Trading

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Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees do not interfere with making decisions in the best interest of our Clients. Our Code provides for oversight, enforcement and recordkeeping of employee transactions.

Our Code includes policies and procedures for the review of quarterly securities transactions as well as initial and annual securities holdings reports that must be submitted by our employees. Our Code further includes our policy prohibiting the use of material non-public information.

Our firm and employees may buy or sell securities for their own accounts that are also recommended to or owned by Clients; however, a conflict may occur if an employee wishes to place a trade in the same (or related) security that a Client may own or purchase. Our code prevents our firm and employees from trading securities in a manner that disadvantages Clients and we review all employee transactions quarterly.

Any employee not in observance of our Code of Ethics is subject to disciplinary action and termination.

## Item 12 BROKERAGE PRACTICES

### Investment Management Solutions

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We require our Clients to select the broker dealer for their accounts, although not all advisory firms do. In directing the use of a particular broker dealer Clients may not achieve the best price or lowest possible commission rates on trades since we don't aggregate orders or negotiate rates on a trade by trade basis. This practice may cost Clients more money. We also require **Investment Management Solution** Clients to use a broker dealer that is compatible with Envestnet. We reserve the right to decline acceptance of any account, if we believe that the Client's selection of a broker dealer may hinder our fiduciary duty or ability to service the Client.

We provide Clients with recommendations to help them choose a broker dealer. We generally recommend Pershing Advisor Solutions LLC ("PAS") or the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab). PAS and Schwab are broker dealer members of Financial Industry Regulatory Authority, Inc. (FINRA) and Securities Investor Protection Corporation (SIPC). These broker dealers are unaffiliated with our firm. Clients are not under any obligation to use these companies and should evaluate them carefully and independently.

We recommend broker dealers based on many factors including the quality and cost of their services and their ability to connect electronically with Envestnet. We determine the reasonableness of a broker dealer's compensation by comparing their costs to others of similar size and service. Clients should be aware that broker dealers provide us with different levels and costs of service that may create a conflict of interest. Broker dealer services may be contingent upon us committing a specific amount of business to the broker dealer; e.g., Schwab requires that we have at least \$10 million worth of Client assets maintained in accounts at Schwab for us to use their institutional platform.

Broker dealers may offer us additional services intended to help us manage and develop our business. These services may include: consulting (compliance, legal, and business), practice management advice, and access to third party service providers. Broker dealers may discount or pay the costs of such third parties. Broker dealers may also provide other benefits such as educational events and occasional business entertainment of

our employees. These additional services and benefits may create a conflict of interest that Clients should be aware of when considering our recommendations.

**Managed Program** accounts are typically “wrap fee programs” in which Clients pay a single fee for both investment advisory and brokerage services. As a result, Clients are not charged commissions and a portion of the wrap fee is generally considered to be in lieu of commissions. Clients should be aware that wrap fees may or may not exceed the aggregate costs of investment advisory and brokerage services if the services were provided separately. Clients should carefully review the disclosure documents of Envestnet and Manager(s) for more information regarding brokerage practices, including any policies regarding trade aggregation.

**CPC Model** accounts are generally invested in mutual funds purchased without sales commissions (net asset value) and may be subject to broker dealer transaction fees. Under an arrangement we negotiated for accounts held at PAS, we do not anticipate that Clients will incur transaction fees until after December 31, 2014. Clients should refer to separate disclosures provided by their broker dealer, for the costs associated with transactions of securities. *CPC Models* are traded on an individual account basis and we don’t aggregate trades. As a result, certain Client trades may be executed before others and at different prices. *CPC Model* Clients may not receive transaction fee discounts that might be available if we aggregated trades.

## **Consulting Services**

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**Consulting Services** Clients can choose any broker dealer they wish.

## **Former Brokerage Client Compensation Arrangements.**

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No employees of our firm are registered representatives of a broker dealer. Previously, some employees were separately licensed as registered representatives of Financial Network Investment Corporation (FNIC), an unaffiliated FINRA member broker dealer. As a result, some of our Clients were brokerage clients of FNIC. Those Clients were served by some of our employees in their separate capacity as FNIC representatives. Some of these Clients may now be brokerage clients of Cetera Advisor Networks, LLC (Cetera), which is an unaffiliated FINRA member broker dealer, formed in 2010 as a successor firm to FNIC.

In order for us to expand our services and increase the choices of service providers and custodians available to our Clients, we discontinued our relationship with FNIC in 2009. Michael D. Miller, CEO, CCO, has an agreement with a current Cetera registered representative to service our Clients who still have Cetera accounts. Under the terms of this agreement, we will continue to receive a specified percentage of the revenues received by the new Cetera representative for a specified number of years. This revenue will discontinue if the Client moves his/her brokerage account(s) to a different representative or broker dealer. As a result, we have a conflict of interest regarding whether or not the Client should maintain their brokerage account(s) with the new Cetera representative or with an alternative. While we endeavor at all times to put the interest of our Clients first as part of our fiduciary duty, Clients should be aware that this compensation arrangement creates a conflict of interest.

## **Item 13 REVIEW OF ACCOUNTS**

### **Account Reviews**

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While we utilize a periodic review process; we may perform more frequent reviews due to changes in Client's individual circumstances, the market, or the political and economic environment. Clients should notify us

immediately of any changes in their financial situation and investment objectives or if they wish to impose or modify their investment restrictions.

At least annually, our advisors meet with Clients to review their financial status, investment objectives, account performance, and investment suitability. During these meetings we also review specific questions or concerns our Clients may have. As part of this process we review the Client's information in an effort to ensure that our recommendations continue to be suitable and that the Client's account is managed appropriately. If we determine that a change may be necessary we will make appropriate recommendations to Client. More frequent reviews may be done at the Client's request.

At least quarterly, our advisors review **Investment Management Solution** accounts for imbalances related to market activity, investment performance, and other factors. If we determine that an account change may be necessary we may rebalance the account or contact Clients in accordance with our discretionary authority.

At least quarterly, our Investment Policy Committee reviews the investments, mutual funds, and Managers in our **Investment Management Solution** accounts. As part of this process we review the performance of mutual funds and Managers in an effort to ensure that our **Investment Management Solutions** are achieving their objectives. If we determine that a change is necessary we may increase or decrease account allocations, change mutual fund(s) or Manager(s), or contact the Client in accordance with our discretionary authority.

**Reporting Only and Consulting Services.** We review these Client accounts as contracted with Clients. Reviews are typically done with the Client and one of our advisers.

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## Account Reporting

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In addition to the reports described below we may employ various tools to generate reports that help us analyze Client's information and gain an understanding of their overall situation. These reports may be provided to Clients as part of our periodic review process. These reports typically contain information regarding the Client's investments, net worth, and cash flow. The reports help us evaluate our opinion regarding whether the Client's objectives can be met by the Client's resources and current course of action.

**Investment Management Solutions.** We generally use Envestnet to provide daily online account access and quarterly account reports for our Clients. These reports and online tools are typically designed to detail account holdings, account activity (including billing), and investment performance.

Clients should carefully review the disclosure documents of Envestnet, Manager(s), and custodians for more information regarding the nature and frequency of reports.

**Consulting Services.** The content and frequency of reporting is individually negotiated with each Client.

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## Item 14 CLIENT REFERRALS AND OTHER COMPENSATION

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### Client Referrals

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We may compensate solicitors either directly or indirectly for Client referrals. Referral fees are paid from our normal advisory fees and do not increase Client fees. Referral fees are paid in accordance with applicable regulations. Referred Clients receive appropriate disclosures regarding referral arrangements and any fees to be paid to a solicitor for referrals. We maintain a record of Client's signed acknowledgement of such



disclosures. This practice creates a conflict of interest to the extent that solicitors are not unbiased and are partially motivated by financial gain. Therefore, referrals may be made even if our services are not the most suitable to a particular Client's needs. Referred Clients are carefully screened to ensure that our fees, services, and investment strategies are suitable to Client's investment needs and objectives.

We may refer our Clients to other professionals or firms when we believe it is in the best interest of our Clients. We are under no obligation to make referrals and we provide them as a professional courtesy and to help Clients toward their objectives. We do not receive any direct compensation for these referrals; however, we may receive other benefits that could be considered a form of non-cash compensation. The benefits we may receive include, but are not limited to, access to professionals for advice, speaking opportunities or reciprocal referrals from these professionals or firms. Our employees may also be invited to entertainment events or exchange de minimis gifts. This creates a conflict of interest as we may have a desire to receive these referrals and other benefits from the professionals and firms. Clients, however, are under no obligation to use the services of any professional or firm we may recommend. The implementation of our recommendation is solely at the Client's discretion. As these situations present conflicts of interest, we have established appropriate policies and procedures including the monitoring of gifts we give and receive to protect the interest of our Clients.

We may also receive Client referrals from a not-for-profit charitable institution, foundation, or other organization which may itself be a Client or benefactor of our firm. As a part of our services we may, in some cases, assist Clients with charitable planning where we make a recommendation for the Client to include the referring organization in their planning efforts. This creates a conflict of interest as we have a desire to receive future Client referrals from the referring organization. Clients, however, are under no obligation to implement any recommendation we offer. The implementation of our recommendations is solely at the Client's discretion. As these situations present conflicts of interest, we have established appropriate policies and procedures including the monitoring of employee charitable gifts to protect the interest of our Clients.

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### Other Compensation

As disclosed in **Item 10** of this brochure, certain employees of our firm are separately licensed as insurance agents with unaffiliated insurance companies. We may recommend the use of these employees to Clients for implementation of recommendations involving insurance products, provided that our recommendation is consistent with our fiduciary duty to our Client. Any commissions or other compensation received from the implementation of such recommendations is separate and distinct from our advisory fee. Our Clients are not obligated to use anyone associated with our firm to implement any recommended transactions.

Clients should be aware that lower commission costs may or may not be achieved if recommended transactions are placed through our employees in their separate capacity as insurance agents.

**Gifts to Non-Profit Organizations:** Employees of our firm may make monetary donations or gifts to non-profit organizations. Such non-profits may provide us with *Seminar* opportunities and prospective Client referrals. As we have a continuing interest in presenting *Seminars* and receiving Client referrals, a conflict of interest exists due to gifts made by our employees. We monitor employee gifts to non-profits to ensure that any such gift is reasonable and fair in light of our fiduciary duties to our Clients. See **Item 10** for additional information.

### Item 15 CUSTODY

We do not have actual custody of any Client's account. However, as disclosed at **Item 5**, we may directly debit our fees from Client accounts as authorized. Under applicable regulatory interpretations, as a result of this authority, we are deemed to have constructive custody of Client assets. As part of our billing process, the



Client's custodian is advised of the amount of our fee which the custodian then debits from Client's account. At least quarterly, the custodian will send a statement to the Client that shows all transactions in the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for Clients to carefully review their custodial statements to verify the accuracy of this calculation, among other things. Clients should contact us directly if he/she believes that there may have been an error in the calculation of their fee or any other information provided in their statement.

Also, as disclosed at **Item 13** of this brochure, we or Envestnet may prepare and send account statements directly to our Clients, as contracted for, in addition to the periodic statements that Clients receive directly from their custodians. We urge our Clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings, and values are correct and current.

## **Item 16 INVESTMENT DISCRETION**

**Managed Programs.** We may request that Client give us written discretionary authority to move their assets between different Managers and to hire and fire Managers as we deem appropriate. We do not have discretionary authority over the securities Managers select for Client accounts.

Any limitations on our discretionary authority shall be included in the written authority signed by Client. Clients may amend these limitations in writing.

**CPC Models.** We manage *CPC Models* on a discretionary basis, which means that we place trades in a Client's account as we deem appropriate without contacting Clients prior to trading. Our discretion includes the ability to determine the appropriate security and amounts to buy or sell in the Client's account.

Clients grant us discretionary authority in our written investment management agreement. Client may place reasonable limits on this authority and amend these limitations in writing.

**Tailored Accounts, Portfolio Reporting, Portfolio Reporting Plus, and Consulting Services.** Client retains full discretionary authority over any and all assets covered by these services; as such, we do not have discretion over these accounts.

## **Item 17 VOTING CLIENT SECURITIES**

We don't vote proxies or make elections on events pertaining to Client's investment assets; however, we may offer Clients consulting assistance regarding proxy issues. Proxies and elections include any mergers, acquisitions, tender offers, bankruptcy proceedings or other issues. Clients maintain exclusive responsibility for voting proxies and making elections for securities they beneficially own. Clients are also responsible for instructing custodians to forward to the Clients copies of all proxies and shareholder communications relating to their investment assets.

## **Item 18 FINANCIAL INFORMATION**

We don't hold or solicit payment of fees in excess of \$1,200 per Client for more than six months in advance of services rendered; therefore, we are not required to include a financial statement.

We have not been the subject of any bankruptcy petition and have no additional financial circumstances to report.

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**CAPITAL PLANNING**

*Wealth Management Since 1983*



# Part 2B of Form ADV: Brochure Supplement

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## Supervised Persons

Michael D. Miller, James E. Kelley, Jr., David L. Dunn, J. Michael Quigley, Stephen P. Emanuels, Brenda J. Lee

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## Capital Planning, LLC

10900 NE 4th Street, Suite 1030  
Bellevue, WA 98004  
425-643-1800  
www.capplanllc.com

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## Date of Supplement

01/01/2014

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## Supplement Information

This brochure supplement provides information about Michael D. Miller, James E. Kelley, Jr., David L. Dunn, J. Michael Quigley, Stephen P. Emanuels, and Brenda J. Lee that supplements Capital Planning, LLC's brochure. You should have received a copy of that brochure. Please contact James E. Kelley if you did not receive Capital Planning, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Michael D. Miller, James E. Kelley, Jr., David L. Dunn, J. Michael Quigley, Stephen P. Emanuels, and Brenda J. Lee is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

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**Item 2. Educational, Background and Business Experience**

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**Education**

**American College**, Bryn Mar, PA. Chartered Financial Consultant (ChFC) Program

**College for Financial Planning**, Denver, CO. Certified Financial Planner (CFP®) Professional Education Program

**Recent Business Experience**

**2014 - Present** – CEO, CCO, Capital Planning, LLC, Bellevue, WA

**1985 - Present** - CEO, Capital Planning Corporation, Bellevue, WA

**2004 - 2013** - CCO, Capital Planning Corporation, Bellevue, WA

**1985 - 2009** - Registered Principal, Financial Network Investment Corporation, Bellevue, WA

**1983 - 2005** - President, Capital Planning Corporation, Bellevue, WA

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**Item 3. Disciplinary Information**

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Michael D. Miller has no reportable disciplinary history.

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**Item 4. Other Business Activities**

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**Non Investment-Related Activities:** Mr. Miller is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**Investment-Related Activities:** Mr. Miller is licensed as an insurance agent of various insurance companies and can sell various insurance products of these companies for separate and typical compensation.

While Mr. Miller endeavors at all times to put the interests of Clients first as part of our fiduciary duty, Clients should be aware that the potential to receive additional compensation creates a conflict of interest. Mr. Miller may spend as much as **5%** of his time with these activities.

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**Item 5. Additional Compensation**

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Mr. Miller does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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**Item 6. Supervision**

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James E. Kelley, President and COO of Capital Planning, LLC, is responsible for supervision and review of Mr. Miller's activities and personal securities transactions. Mr. Kelley supervises Mr. Miller through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Kelley can be reached at (425) 643-1800.

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**Item 2. Educational, Background and Business Experience**

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**Education**

**Tepper School of Business at Carnegie Mellon University**, Pittsburg, PA. EMBA in International Wealth Management

**University of Geneva**, Geneva, Switzerland. MBA

**College for Financial Planning**, Denver, CO. Certified Financial Planner (CFP®) Professional Education Program

**University of Washington**, Seattle, WA. BA, Business Administration, Magna cum Laude

**Recent Business Experience**

**2014 - Present** – President, COO, Capital Planning, LLC, Bellevue, WA

**2005 - 2013** – President, COO, Capital Planning Corporation, Bellevue, WA.

**1996 - 2005** - Executive Vice President, Capital Planning Corporation, Bellevue, WA

**1995 - 2009** - Registered Principal, Financial Network Investment Corporation, Bellevue, WA

**1987 - 1995** - Registered Representative, Financial Network Investment Corporation, Bellevue, WA

**1985 - 1996** - Multiple positions with Capital Planning Corporation and related companies

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**Item 3. Disciplinary Information**

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James E. Kelley has no reportable disciplinary history.

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**Item 4. Other Business Activities**

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**Non Investment-Related Activities:** Mr. Kelley is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**Investment-Related Activities:** Mr. Kelley is licensed as an insurance agent of various insurance companies and can sell various insurance products of these companies for separate and typical compensation.

While Mr. Kelley endeavors at all times to put the interests of Clients first as part of our fiduciary duty, Clients should be aware that the potential to receive additional compensation creates a conflict of interest. Mr. Kelley may spend as much as **5%** of his time with these activities.

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**Item 5. Additional Compensation**

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Mr. Kelley does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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**Item 6. Supervision**

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Michael D. Miller, CEO, CCO of Capital Planning, LLC is responsible for supervision and review of Mr. Kelley's activities and personal securities transactions. Mr. Miller supervises Mr. Kelley through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Miller can be reached at (425) 643-1800.

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**Item 2. Educational, Background and Business Experience**

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**Education**

**College for Financial Planning**, Denver, CO. Certified Financial Planner (CFP®) Professional Education Program  
**Washington State University**, Pullman, WA. BA, Business

**Recent Business Experience**

**2014 - Present** - Senior Financial Advisor, Capital Planning, LLC, Bellevue, WA  
**1996 - 2013** - Senior Financial Advisor, Capital Planning Corporation, Bellevue, WA  
**1988 - 2009** - Registered Representative, Financial Network Investment Corporation, Bellevue, WA  
**1988 - 1996** - Financial Advisor, Capital Planning Corporation and related companies, Bellevue, WA  
**1986 - 1988** - Audit Staff Accountant, PriceWaterhouseCoopers, Seattle, WA

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**Item 3. Disciplinary Information**

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David L. Dunn has no reportable disciplinary history.

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**Item 4. Other Business Activities**

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**Non Investment-Related Activities:** Mr. Dunn is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**Investment-Related Activities:** Mr. Dunn is licensed as an insurance agent of various insurance companies and can sell various insurance products of these companies for separate and typical compensation.

While Mr. Dunn endeavors at all times to put the interests of Clients first as part of our fiduciary duty, Clients should be aware that the potential to receive additional compensation creates a conflict of interest. Mr. Dunn may spend as much as **5%** of his time with these activities.

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**Item 5. Additional Compensation**

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Mr. Dunn does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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**Item 6. Supervision**

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James E. Kelley, President and COO of Capital Planning, LLC, is responsible for supervision and review of Mr. Dunn's activities and personal securities transactions. Mr. Kelley supervises Mr. Dunn through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Kelley can be reached at (425) 643-1800.

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**Item 2. Educational, Background and Business Experience**

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**Education**

**College for Financial Planning**, Denver, CO. Certified Financial Planner (CFP®) Professional Education Program  
**University of Washington**, Seattle, WA. BA, CAUP

**Recent Business Experience**

**2014 - Present** – Senior Wealth Advisor, Capital Planning, LLC, Bellevue, WA  
**2006 - 2013** - Director of Advisory Services/Senior Financial Advisor, Capital Planning Corp, Bellevue, WA.  
**2003 - 2006** - Financial Advisor, Capital Planning Corporation, Bellevue, WA  
**2001 - 2003** - Financial Advisor, BECUFS and related companies, Seattle, WA  
**1997 - 2001; 2003 - 2009** - Registered Representative, Financial Network Investment Corporation, Bellevue, WA  
**1997 - 2001** - Financial Advisor, Capital Planning Corporation, Bellevue, WA  
**1994 - 1997** - Investment Consultant, Smith Barney, Seattle, WA

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**Item 3. Disciplinary Information**

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J. Michael Quigley has no reportable disciplinary history.

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**Item 4. Other Business Activities**

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**Investment-Related Activities:** Mr. Quigley is not engaged in any other investment-related activities that provides substantial compensation or involves a substantial amount of his time.

**Non Investment-Related Activities:** Mr. Quigley is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

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**Item 5. Additional Compensation**

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Mr. Quigley does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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**Item 6. Supervision**

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James E. Kelley, President and COO of Capital Planning, LLC, is responsible for supervision and review of Mr. Quigley's activities and personal securities transactions. Mr. Kelley supervises Mr. Quigley through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Kelley can be reached at (425) 643-1800.

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**Item 2. Educational, Background and Business Experience**

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**Education**

**The Wharton School, University of Pennsylvania**, Philadelphia, PA. IMCA Certified Investment Management Analyst designation

**College for Financial Planning**, Denver, CO. Certified Financial Planner (CFP®) Professional Education Program

**University of Washington**, Seattle, WA. BA, Business

**Recent Business Experience**

**2014 - Present** – Senior Wealth Advisor, Capital Planning, LLC, Bellevue, WA

**2006 - 2013** - Director of Advisory Services/Senior Financial Advisor, Capital Planning Corp, Bellevue, WA.

**2002 - 2006** - Director of Investment Advisory Services

**2000 - 2006** - Financial Advisor, Capital Planning Corporation, Bellevue, WA

**2000 - 2009** - Registered Representative, Financial Network Investment Corporation, Bellevue, WA

**1998 - 2000** - Registered Representative, Sunset Financial Services, Seattle, WA

**1995 - 1998** - CPA, PriceWaterhouseCoopers, Seattle, WA

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**Item 3. Disciplinary Information**

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Stephen P. Emanuels has no reportable disciplinary history.

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**Item 4. Other Business Activities**

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**Non Investment-Related Activities:** Mr. Emanuels is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

**Investment-Related Activities:** Mr. Emanuels is licensed as an insurance agent of various insurance companies and can sell various insurance products of these companies for separate and typical compensation.

While Mr. Emanuels endeavors at all times to put the interests of Clients first as part of our fiduciary duty, Clients should be aware that the potential to receive additional compensation creates a conflict of interest. Mr. Emanuels may spend as much as **5%** of his time with these activities.

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**Item 5. Additional Compensation**

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Mr. Emanuels does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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**Item 6. Supervision**

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James E. Kelley, President and COO of Capital Planning, LLC, is responsible for supervision and review of Mr. Emanuels' activities and personal securities transactions. Mr. Kelley supervises Mr. Emanuels through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Kelley can be reached at (425) 643-1800.



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## **Item 2. Educational, Background and Business Experience**

### **Education**

**College for Financial Planning**, Denver, CO. Accredited Asset Management Specialist (AAMS®) Professional Designation Program

**University of Washington**, Seattle, WA. Bachelor of Science

### **Recent Business Experience**

**2014 - Present** – Financial Consultant, Capital Planning, LLC, Bellevue, WA

**2009 - 2013** – Investment Consultant, Capital Planning Corporation, Bellevue, WA

**1997 - 2009** - Registered Representative, Financial Network Investment Corporation, Bellevue, WA

**1996 - 2009** – Client Service Manager, Capital Planning Corporation, Bellevue, WA

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## **Item 3. Disciplinary Information**

Brenda J. Lee has no reportable disciplinary history.

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## **Item 4. Other Business Activities**

**Non Investment-Related Activities:** Ms. Lee is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of her time.

**Investment-Related Activities:** Ms. Lee is licensed as an insurance agent of various insurance companies and can sell various insurance products of these companies for separate and typical compensation.

While Ms. Lee endeavors at all times to put the interests of Clients first as part of our fiduciary duty, Clients should be aware that the potential to receive additional compensation creates a conflict of interest. Ms. Lee may spend as much as **5%** of her time with these activities.

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## **Item 5. Additional Compensation**

Ms. Lee does not receive economic benefit from non-advisory Clients for the provision of advisory services.

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## **Item 6. Supervision**

James E. Kelley, President and COO of Capital Planning, LLC, is responsible for supervision and review of Ms. Lee's activities and personal securities transactions. Mr. Kelley supervises Ms. Lee through frequent office interactions and documented procedures. Our Investment Committee oversees the investment advice provided to Clients. Our Investment Committee documents and oversees investment meetings, all material investment policy changes, and conducts periodic reviews of Client portfolios to ensure that Client objectives and mandates are being met. Our Investment Committee includes Michael D. Miller, James E. Kelley, David L. Dunn, J. Michael Quigley and Stephen P. Emanuels. Mr. Kelley can be reached at (425) 643-1800.

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**CAPITAL PLANNING**

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# CPC, LLC Privacy Policy

We are committed to maintaining the confidentiality and security of any personal information we gather from potential, current, and former Clients. Employees who have access to your information are required to safeguard it and keep it confidential. It is important for you to know why we obtain such information, what types of information we obtain, and how we protect your confidentiality.

## Why does CPC collect Client information?

We collect information about you to help us provide you with services and fulfill our legal and regulatory requirements.

## What types of Client Information does CPC obtain?

The type of information that we collect varies depending on the services you request, and may include:

- Information you provide during our personal interviews and meetings with you (family or personal details, etc.);
- Information you provide regarding your financial condition (such as goals, income, expenses, assets, etc.);
- Information you provide on completed forms (such as name, address, Social Security number, date of birth, etc.);
- Information we obtain regarding your investments (such as transactions, tax information, holdings, history, etc.).

We may also obtain information from third parties in order to verify your identity, prevent fraud, or help us serve you.

## What Information does CPC share and how do we protect it?

We DO NOT sell information about current or former Clients or their accounts to third parties. Our policies and procedures are designed to protect your personal information at CPC and address the confidentiality, access, protection and accuracy of the personal information you share with us.

1. **Confidentiality.** We protect your confidentiality by only sharing your non-public personal information as permitted by law with affiliated individuals that service your accounts, and non-affiliated companies or individuals that perform services directly for you or for us on your behalf. Unaffiliated companies may include other financial service companies such as: the companies that manage a portion of your assets; your custodian, brokers and dealers that effect trades on your behalf; and companies that provide illustrations of investment or insurance products that you requested.
2. **Access.** We restrict access to your information to only those employees and representatives of affiliated and unaffiliated service partners who have a valid business reason to have access to your information. These companies are required to treat your private information with confidentiality and use it only for the services for which they were engaged.
3. **Protection.** We maintain security standards and have implemented physical and electronic safeguard to protect your information, whether written, spoken, or electronic.
4. **Accuracy.** We strive to maintain accurate, up-to-date Client records in accordance with industry standards. Procedures have been established to keep your information current. These procedures include responding to your requests to correct information in a timely manner.

We may also be required to disclose information to nonaffiliated parties as allowed by law to prevent fraud, respond to a subpoena or comply with an inquiry by a government or regulatory agency.

## Disclosure of our Privacy Policy

In accordance with current federal law we will notify you of our Privacy Policy annually and alert you if we make any material changes.

## Other Web Sites

Our website may contain links to other sites such as unaffiliated broker dealers, custodians, and third party service providers. Please be aware that we are not responsible for the privacy policy and or content of those entities.