

Part 2A of Form ADV: Firm Brochure

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Date of Firm Brochure

03/28/2017

Firm Brochure Information

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. 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

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

In this Item, Capital Planning is required to discuss any material changes that have been made to the brochure since the last annual amendment filed March 24, 2016. Such revisions are based on the nature of the updated information since our last annual amendment filing. There have been no material changes to this Brochure since our last annual amendment on March 24, 2016.

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Firm Description and Principal Owners

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

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

Advisory Services

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

Our ***Investment Management Solutions*** include *Managed Programs*, *Sub-Advised 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*, *Sub-Advised Programs*, *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 these programs and investments.

Sub-Advised Programs provide Clients access to investment strategies managed by third party sub-advisors (Sub-Advisors). Sub-Advisors are recommended by CPC to manage specific strategies when the expertise of a third party is deemed necessary outside of the *Managed Programs*. Sub-Advisors may buy and sell securities according to pre-established goals of their strategy, or they may tailor their account management to specific goals established with the Client. CPC works with Clients to recommend the Sub-Advisor or combination of Sub-Advisors 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. Sub-Advisors monitor accounts for consistency with established investment objectives and may trade accounts as necessary to conform to those objectives.

Clients should carefully review the disclosure documents of Sub-Advisors for a full description of the services offered, investments and strategies used.

CPC Models (includes *DLD 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**.

Discretion Regarding **Managed Programs, Sub-Advised Programs** and **CPC Models**: On an ongoing basis, CPC monitors the performance of the third party Managers, Sub-Advisors, and mutual funds. If we determine that one or more of these third parties is not providing sufficient management services to the Client, or is not managing the Client's assets in a manner consistent with that Client's investment objectives and approved strategy, then we may select a different asset Manager, Sub-Advisor or mutual fund to manage the Client's assets. Under this scenario, CPC retains the discretion to hire and fire each third party Manager, Sub-Advisor and/or mutual fund.

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 CPC to provide trade instructions.

Consulting Services

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

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

As of 12/31/2016, we actively manage approximately \$337,000,000 of Clients' assets on a discretionary basis and approximately \$70,000,000 of Client assets on a non-discretionary basis for a total of \$407,000,000.

Item 5 FEES AND COMPENSATION

Investment Management Solutions

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

Investment Management Solutions - Annual Fee Schedule

| Assets under Management | CPC Models* | Managed/Sub-Advised Programs and Tailored Accounts | Reporting Plus** |
|-------------------------|-------------|--|------------------|
| Up to \$500k | 1.250% | 1.000% | 0.25% |
| \$500k to \$1m | 1.000% | | |
| \$1m to \$5m | 0.850% | 0.850% | |
| Over \$5m | 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.** Our annual advisory 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 generally 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). Accounts invested in certain CPC Models may be billed in Arrears based on the average daily balance of the account during the billing period as calculated by Envestnet. Client agreements will specify the billing method used for an account. Clients authorize Envestnet to directly debit their accounts. Envestnet compensates us, as well as applicable Managers, for the respective services.

Fee Adjustments for Billing in Advance: 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.

Sub-Advised Program Fees: CPC's fee for this service does not include, and is in addition to, the independent Sub-Advisor's fee for that entity's advisory/management services. The independent Sub-Advisor's management fee is disclosed in the independent Sub-Advisor's Firm Brochure or other disclosure document.

Managed Program (and wrap fee program) Fees: Clients participating in Managed Program accounts may be charged various program fees in addition to the advisory fee charged by CPC. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, Clients pay a single fee for advisory, brokerage and custodial services. Client's investment transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the Client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of trading activity in the Client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with Clients any separate program fees that may be charged to Clients.

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

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. Our annual advisory fees for Reporting Only accounts are frequently waived based on the overall client relationship and the character of the assets under consideration.

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

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

Investment Policy Committee. Members of our Investment Policy Committee are responsible for analyzing investment opportunities, constructing *CPC Models*, selecting Sub-Advisors and Managers 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, Sub-Advisors and Managers. We use fundamental and cyclical analysis to form opinions on the economy, markets, Portfolios, *CPC Models*, mutual funds, Sub-Advisors and Managers.

Evaluating Investment Opportunities. Our investment recommendations include the use mutual funds, Sub-Advisors and Managers. We use fundamental and cyclical analysis to evaluate the background, strategy, and performance of the investment opportunities considered for our Clients. Our goal is to find investment opportunities with clear investment strategies that we believe may be successful in the future. Mutual funds, Sub-Advisors 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, Sub-Advisors 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*** to work toward this diversification 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

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, Sub-Advisor 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, Sub-Advisor 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, Sub-Advisors 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, Sub-Advisors and Managers 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

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

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. Other factors considered may include the following: 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 payment, etc.); breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.); availability of investment research and tools that assist us in making investment decisions; reputation, financial strength, and stability; and, prior service to us and our other clients. Clients should be aware that broker dealers provide us with different levels and cost 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 may require 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 may include services such as: 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. Broker-dealers also make available to us software and other technology that: provides access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; assists with back-office functions, recordkeeping, and client reporting. Such products or services made available to us may benefit us, but may not directly benefit you or your account. 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 the Manager(s) for more information regarding brokerage practices, including any policies regarding trade aggregation.

Sub-Advised Program participants will be subject to cost and expenses that are in addition to the management fees paid to the Sub-Advisor related to custody, commissions, trading cost and other fees and expenses. Clients should carefully review the disclosure documents of Sub-Advisor(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, 2016. 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

Consulting Services Clients can choose any broker dealer they wish.

Former Brokerage Client Compensation Arrangements.

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), 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, and David Dunn, advisor, have agreements 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

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.

Our advisors endeavor to meet with Clients at least annually 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 results of the investments, mutual funds, Sub-Advisors and Managers in our **Investment Management Solution** accounts. As part of this process we review the performance of mutual funds, Sub-Advisors and Managers in an effort to determine whether 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), Sub-Advisors or Managers, 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.

Account Reporting

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 are also urged to compare any such reports with the statements provided by the custodian(s) that cover the same time period.

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.

Item 14 CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals

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.

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.

We receive an economic benefit from broker-dealers in the form of the support products and services they make available to us and other independent investment advisors whose clients maintain their accounts at these broker-dealers. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to us of such broker-dealers' products and services are not based on us giving particular investment advice, such as buying particular securities for our clients.

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.

Sub-Advised Programs. We may request that Client give us written discretionary authority to move their assets between different Sub-Advisors and to hire and fire Sub-Advisors as we deem appropriate. We do not have discretionary authority over the securities Sub-Advisors 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.