



John W. Brooker & Company, CPAs

CERTIFIED PUBLIC ACCOUNTANTS

ACCOUNTING • TAX PLANNING • TAX PREPARATION • ASSET MANAGEMENT

Item 1 – COVER PAGE

Form ADV Part 2A* Brochure

February 2019

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*This brochure provides information about the qualifications and business practices of John W. Brooker & Co., CPAs, Professional Corporation. If you have any questions about the contents of this brochure, please contact us at telephone 510.638.1815 or by email at lwong@brooker-cpa.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state authority. Additional information about John W. Brooker & Co., CPAs, PC is available on the SEC's website at www.advisorinfo.sec.gov.

John W. Brooker & Co., CPAs is an SEC registered investment advisor. SEC registration does not imply a certain level of skill or training. It is simply a registration.

Item 2 - MATERIAL CHANGES FROM PRIOR FORM ADV 2A

John Brooker & Company, CPAs' current Form ADV Part 2A contains the following changes from the prior version:

- Updated assets under management information at Part 2A, Item 4.
- Updated disclosures regarding the Firm's fee schedule at Part 2A, Item 5.

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ITEM 4 ADVISORY BUSINESS

Registration Status –	Registered with the SEC 1983 ¹
Principal Owners –	Daniel K. Beatty, Joseph A. Wells, and Larry M. Jakubowitz
Assets under management –	Discretionary: \$411,670,841
as of December 31, 2018	Non-discretionary: \$0

Firm Description

John W. Brooker & Co., CPAs, PC provides investment management, financial planning/financial consulting and practice management advisory services to its clients.

Investment Management Services

Investment management services are provided on discretionary basis and include, among other services, financial goal setting, risk assessment, strategic asset allocation and the selection of investments. Securities transactions are supervised on a continuous basis and each client's portfolio holdings and asset allocations are monitored on a periodic basis.

The investment management services we provide are based on each individual client's financial circumstances and investment objectives. The Firm's portfolio managers meet with each client to discuss the client's current financial condition and to review the client's current investment holdings. Based upon each client's circumstances, we determine an appropriate asset allocation for the client's investment portfolio, in accordance with the client's specific financial objectives and risk tolerance and in consideration of other factors, including the client's time horizon (education funding, home purchase, retirement, legacy planning), liquidity needs, and other available resources (including external retirement plans, projected social security, outside investments, real estate, and insurance). Each client's financial objectives, risk tolerance, and liquidity needs, along with a recommended asset allocation, are incorporated into an investment plan that is customized to the client. Clients may identify any investment restrictions to be placed on their account.

A client may make additions to and withdrawals from the client's portfolio account at any time, subject to the usual and customary brokerage settlement procedures. However, we design client portfolios as long-term investments and caution our clients that asset withdrawals may impair the achievement of the client's investment objectives.

Additions to an account may be in cash or securities provided that we may decline to accept particular securities into a client's account or may recommend that the security be liquidated if it is inconsistent with the Firm's investment strategy or the client's investment objectives. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Types of Investments

John W. Brooker & Co.'s investment strategy focuses primarily on no-load mutual funds, ETFs, domestic bonds, certificates of deposit, and U. S. government securities. For all client accounts over which John W. Brooker & Co. has been granted discretionary authority, it is authorized to enter into any investment that it deems appropriate for the account, given financial circumstances, investment objectives, risk tolerance, and investment restrictions, if any, set by

¹"Registration" means only that the Firm meets the minimum requirements for registration as an investment advisor and does not imply a certain level of skill or training or that the SEC or other regulator guarantees the quality of our services or recommends them.

the individual client. For individual client accounts over which the client has retained discretionary authority, John W. Brooker & Co. is authorized to make investments only with prior client authorization.

Fiduciary Status

John W. Brooker & Co. is a fiduciary under applicable federal regulations adopted by the U.S. Securities and Exchange Commission and the U. S. Department of Labor. As a fiduciary, it adheres to specific impartial conduct standards: to provide services and advice that are in the best interest of each client; to provide such services on a basis that is not materially misleading and that fully discloses any conflicts of interest; and to charge a reasonable fee. Copies of the Firm's impartial conduct policies and procedures are available to clients upon request.

Financial Planning and Financial Consulting Services

In addition to investment management services and fiduciary review services, John W. Brooker & Co. offers a broad range of comprehensive financial planning and other financial consulting services which may include tax related accounting or other non-investment related matters for individuals and companies such as:

- Comprehensive Financial Planning
- Asset Allocation
- Retirement Planning
- Current Portfolio Recommendation
- Education Funding Analysis
- Review of Insurance Needs
- Real Estate Investment Analysis
- Mortgage and Refinance Evaluation
- Estate Plan Review or Development

Financial planning/consultation clients are not required to be investment management clients of the Firm. All planning and consultation services are rendered pursuant to a separate client agreement, distinct from the Firm's investment management agreement.

Practice Management Advisory Services

John W. Brooker & Co. also offers services categorized as practice management advisory services. These services relate to accounting for the operations of professional practices including medical, dental, physical therapy, legal practice and others. Financial statements are prepared and analyzed for clients with emphasis on relative levels of income and costs. Advice is offered for improving the bottom line performance of these practices. Additionally, tax forecasting and tax preparation and representation can be provided to clientele on an ongoing basis.

Practice management clients are not required to be investment management clients of the Firm. All practice management services are rendered pursuant to a separate client agreement, distinct from the Firm's investment management agreement.

ITEM 5 FEES AND COMPENSATION

Investment Management Fees

John W. Brooker & Co. requires a minimum account size of \$100,000 but may waive this requirement in its discretion. Multiple client accounts may be aggregated to meet this minimum.

The Firm's compensation is solely from fees paid directly by clients. The firm does not receive commissions based on the client's purchase of any financial product. No commissions in any form are accepted. No referral fees are paid or accepted. No payments are received from custodians/ broker-dealers based on client securities transactions ("soft dollar benefits").

Assets under the direct management of John W. Brooker & Co. are held by independent custodians in the client's name. John W. Brooker & Co. does not act as a custodian of client assets.

For its investment management clients, John W. Brooker & Co. charges a fee based on a percentage of the market value of the investments held in each client's accounts. All assets in the accounts are included in the fee assessment computation unless specifically identified in writing for exclusion.

The management fee is billed quarterly, in advance, and prorated for accounts established or terminated at times other than the start of the quarter. The management fee is based on the value of the assets as of the last day of the prior quarter. Market values are derived from recognized and independent pricing sources provided by the custodian of the client's account.

Value of Account Assets	Annual Fee Rate
On the market value of Account up to \$2,000,000	0.75%
On the market value of Account above \$2,000,000 up to \$3,500,000	0.60%
On the market value of Account above \$3,500,000 up to \$5,000,000	0.50%
On the market value of Account above \$5,000,000 up to \$10,000,000	0.40%
On the market value of Account above \$10,000,000	0.25%

General Fee Disclosures

The Firm does not assess fees related to termination of an advisory relationship but will be entitled to all management fees earned up to the date of termination.

John W. Brooker & Co. believes its fees are competitive with those fees charged by other firms for comparable services. However, comparable services may be available from other sources for lower fees than those charged by John W. Brooker & Co. Principals of John W. Brooker & Co. may not be charged fees on either their personal investment accounts or accounts of family members that are managed by John W. Brooker & Co.

Fees charged to clients by custodians, executing brokers or issuers such as brokerage commissions, custodial charges and asset specific fees such as those charged by mutual funds or money market funds for fund management/administration are not included in the above fees.

The client's fee is determined in accordance with the above standard fee structures, with exceptions negotiated on a case-by-case basis at Advisor's discretion. Any deviations from the standard fee structure are based upon a number of factors including the amount of work involved, the amount of assets placed under management and the attention needed to manage the account. Services provided for the above fees are for investment advice and quarterly reporting of asset holdings, valuations, and performance reviews.

Clients are invoiced in advance at the beginning of each calendar quarter. Clients customarily authorize John W. Brooker & Co. to deduct its quarterly investment advisory fee directly from the client's custodial account. This authorization is granted under the terms of the client's signed investment management agreement and the client's instructions to the custodian. It is the client's responsibility to verify the accuracy of the fee calculation, as the custodian will not determine whether the fee is properly calculated. Any discrepancy in fees should be communicated immediately to John W. Brooker & Co. within 30-days of the billing date.

Fund and ETF Disclosures

Mutual funds and ETFs are investment vehicles and the investment strategies, objectives, and types of securities held by such funds vary widely. In addition to the advisory fee charged by John W. Brooker & Co., clients pay indirectly for the expenses and investment management fees charged by the funds in which their assets are invested.

All such funds incur operating expenses in connection with the management of the fund. Investment funds pass some or all of these expenses through to their shareholders (the individual investors in the funds) in the form of management fees. The management fees charged vary from fund to fund. In addition, funds charge shareholders (individual investors in the funds) other types of fees such as early redemption or transaction fees. These charges also vary widely among funds. As a result, clients will still pay management fees and other, "indirect" fees and expenses as charged by each mutual fund (or other pooled investment vehicle) in which they are invested.

Clients are provided a copy of a fund prospectus for each fund in which they invest by their custodian or by the fund sponsor rather than by John W. Brooker & Co. As required by law, a prospectus represents the fund's complete disclosure of its management and fee structure. Also, fund's prospectus can be obtained directly from the fund.

Bond Disclosure

Clients whose assets are invested in bonds purchased directly from an underwriter may pay a sales credit or sales concession to the underwriter on the trade (in lieu of a brokerage commission) ranging from 0% - 2% of the par value of the bond.

Financial Planning and Financial Consulting Fees

For its financial planning and other hourly consulting services, John W. Brooker & Co. charges an hourly fee of between \$200 and \$275. Administrative support fees are billed at \$75 to \$125 per hour. A fee range is quoted for the initial analysis based on estimated time. Fees are payable pursuant to progress billings on a monthly basis. Following the completion of the initial financial plan or other consultation, ongoing analysis is charged based on the above hourly rates and monthly billing arrangement.

Practice Management & Management Advisory Services Fees

The fee charges for these services are based on hourly rates and time accumulations through employee time reporting. Hourly fees range from \$200 to \$275 for professional staff and \$75 to \$125 for administrative support staff. A monthly retainer fee is charged subject to modification based on the actual employee time expended. Retainer fees are not charged more than one quarter in advance.

ITEM 6 PERFORMANCE-BASED FEES

John W. Brooker & Co. does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the advisor to recommend investments that may carry a higher degree of risk to the client.

ITEM 7 TYPES OF CLIENTS

John W. Brooker & Co. provides investment management services to individuals, high net worth individuals, charitable foundations, and employer sponsored pension and profit sharing plans.

ITEM 8 METHODS OF ANALYSIS, SOURCES OF INFORMATION, AND INVESTMENT STRATEGY

Investment Strategy

The basis of John W. Brooker & Co.'s investment approach is best described as strategic asset allocation. We diversify client portfolios' among a broad array of U.S. and foreign stock and bond mutual funds and ETFs. In certain cases certificates of deposit and domestic bonds may be used. At times, John W. Brooker & Co. will employ a tactical allocation approach in which we will vary our investment weightings in one or more asset classes. This approach is an overlay to our long-term strategic asset allocation. Tactical allocation may be used when market activity leads to one or more asset classes being temporarily mispriced (either over or underpriced). When mispricing occurs we may marginally over/underweight the appropriate asset class until historical pricing relationships are restored.

The foundation of our approach is based on academic and investment industry research that indicates that asset class diversification, not stock/bond selection or marketing timing, has the greatest impact on portfolio return over time. Therefore, long-term investors are better off adopting strategies that emphasize asset allocation and prudent manager selection to meet their long-term portfolio objectives.

Selecting the appropriate mix of assets to meet client specific goals, consistent with each client's tolerance for risk, remains critical to long-term success. Most finance academics and investment professionals acknowledge that there are three primary factors influencing portfolio returns:

- The percentage invested in risk assets (stocks) versus (safer assets) bonds
- The percentage invested in (safer) large company versus (riskier) small company stocks
- The percentage invested in (less volatile) U.S. Stocks vs. (more volatile) foreign stocks

The most basic investment truth is that risk and return are directly related. Over longer time horizons, investors should generally expect to receive higher returns from stocks than bonds, but with much higher volatility.

John W. Brooker & Co. diversifies client portfolios among large and small company stocks and bonds, according to each investors long-term objectives and risk tolerance. We use a mix of U.S. and foreign stocks and bonds. Also, over longer periods of time different asset classes generally move in different directions, at different times, and in varying degrees. Therefore, asset classification tends to smooth out portfolio returns and generally offers less volatility (risk) over the long term.

The Firm's portfolio managers, Daniel K. Beatty and Joseph A. Wells, analyze prospects and due diligence materials for mutual funds and attends informational seminars, and webinars, conference calls conducted by investment companies and by third party (non-issuer) investment and financial organizations such as the Financial Planning Association and the CFA (Chartered Financial Analyst) Institute.

Mutual funds are chosen based on their short and long-term track record, portfolio volatility and their risk adjusted return attributable to management.

Publications followed on an ongoing basis include, but are not limited to the following: the Wall Street Journal, Morningstar, Barron's, and numerous fees based analytic services.

Material Risk

Investing in stocks and bonds involves varying degrees of risk and no matter what steps are taken to reduce risk, clients will periodically suffer portfolio losses. The following risks are applicable to all client portfolios.

- Interest rate risk: Fluctuations in interest, change in Federal Reserve policy, anticipation of change in inflation, and economic risk may cause prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive causing their market value to decline.
- Market risk: The price of stocks may drop in reaction to changes in economic conditions, political uncertainty, and changes in the perception of intrinsic value of future earnings. These types of risk may be external to a particular security's underlying circumstances.
- Inflation risk: When inflation increases, a dollar today will not buy as much as a dollar next year because purchasing power generally is eroding at the rate of inflation.
- Currency risk: Non-U.S. investments are generally subject to fluctuations in the value of the dollar against the currency of the country of origin. This is commonly referred to as exchange rate risk.
- Liquidity risk: Liquidity is the ability to readily convert an investment into cash. At certain times there are extreme imbalances between the numbers of potential sellers compared to willing buyers, or there may be no buyers. This usually causes prices to drop. Sometimes the price decline necessary to attract buyers is quite significant.

ITEM 9 DISCIPLINARY INFORMATION

John W. Brooker & Co. has no disciplinary history, and consequently is not subject to any disciplinary disclosures.

ITEM 10 OTHER FINANCIAL INDUSTRY AFFILIATIONS

John W. Brooker & Co. provides accounting and financial advisory services (including tax preparation) to professionals in the health care industry and to other professionals and small businesses. Services include business management consultations, accounting, tax preparation, and payroll services. The Firm does not engage in the sale of investment or insurance products.

John W. Brooker & Co. is the parent company of Professional Benefit Plans, Inc., an affiliated service corporation. Professional Benefit Plans, Inc. assists client businesses in establishing, administering and regulatory filing for qualified retirement plans. John W. Brooker & Co. regularly refers clients to Professional Benefit Plans, Inc. However, such referred clients are under no obligation to use its services.

ITEM 11 CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

John W. Brooker & Co. has adopted a Code of Ethics for all supervised persons of the Firm describing its standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and guidelines concerning personal securities trading procedures, among other things. All supervised persons at John W. Brooker & Co. must acknowledge the terms of the Code of Ethics annually, or as amended.

Proprietary Trading and Employee Personal Trading

John W. Brooker & Co. and its investment management-related employees and their immediate families (sometimes collectively "employees") are permitted to buy and sell securities for their personal investment accounts. The Firm has adopted employee personal trading policies and procedures and a code of ethics to govern proprietary (on behalf of the Firm itself) and employee trading practices and these policies and procedures specifically prohibit employees from trading on the basis of inside information or "trading ahead" of customer orders. John W. Brooker & Co.'s members, officers and employees are required to report all personal securities transactions on a regular basis. Employees are required to sign a certification agreeing to abide by the Firm's personal trading practices and code of ethics.

John W. Brooker & Co. and its investment-related employees may trade in the same securities traded for clients. However, it is the expressed policy of the Firm that no such employee shall place his or her own interest ahead of those of the Firm's advisory clients. The Firm and/or its employees may personally invest in the same securities that are purchased for client trading accounts and may own securities that are subsequently purchased for client accounts. If a security is purchased or sold for client accounts and the Firm and/or its employees on the same day, either the Firm and/or its employees will pay or receive the same price as the client account, or the client account will receive the more favorable price. If purchased or sold on different days, it is possible that the Firm and/or employees' personal transactions might be executed at more favorable prices that were obtained for clients.

John W. Brooker & Co. and/or its employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that John W. Brooker & Co. and/or its employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Conversely, John W. Brooker & Co. and/or its employees may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a sale necessary for individual financial planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

A copy of John W. Brooker & Co.'s employee trading policies and code of ethics is made available to clients and prospective clients upon request

ITEM 12 BROKERAGE PRACTICES

John W. Brooker & Co. generally is granted investment discretion over client investment account assets including the authority to select the investments to be made, the quantity of securities to be bought, and sold and the executing broker-dealer to be used in effecting securities

transactions. This discretion may be limited by client investment guidelines and any investment restrictions established by the client. John W. Brooker & Co. does not have the authority to establish or set the execution costs or brokerage commissions that are assessed by the broker-dealer that executes client securities transactions.

Best Execution

In providing investment management services, John W. Brooker & Co. is not obligated to obtain the best net price or lowest brokerage commission on any particular transaction. Rather, federal law requires investment managers to use their reasonable best efforts to obtain the most favorable execution for each transaction executed on behalf of client accounts. Therefore, the Firm has adopted standards with respect to executing discretionary trades on behalf of clients. The Firm evaluates brokerage services offered on the basis of some or all of the following criteria:

- Execution capability
- Transaction fees and charges
- Effective communication
- Distribution capabilities
- Custodial capabilities and costs
- Ability to execute/settle trades efficiently
- Block trading capabilities
- Client reporting capabilities
- Financial stability
- General reputation

Aggregation of Trades, Allocation of Opportunities and Potential Conflicts

John W. Brooker & Co. generally does not aggregate securities transactions for multiple client accounts. However, circumstances may arise where the portfolio managers determine that aggregation is consistent with the Firm's duty to seek best execution and is consistent with the investment objectives and guidelines for the client accounts participating in the trade.

On the very rare occasion when orders are aggregated, the price paid by each account is the average price of the order. Transaction costs are allocated to each client on a *pro rata* basis, based upon the amount of the security allocated to the account to the overall amount of that security purchased. Trades are not allocated in any manner that routinely favors one group of similarly-situated clients over another. Client transactions may be aggregated according to custodial relationship in consideration of execution charges that may be imposed if trades are directed to a non-custodial broker-dealer for execution. Aggregated trades placed with different brokers may be priced differently.

John W. Brooker & Co. may give advice and take action with respect to any of its clients that may differ from advice given, or the timing or nature of action taken, with respect to any other client based upon individual client circumstances. It is the Firm's policy, to the greatest extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis relative to all clients.

John W. Brooker & Co. is not obligated to acquire for any client account any security that it or its owners, officers, members, employees or affiliated persons may acquire for their own accounts or for the account of any other client, if in its discretion and based upon the client's financial condition and investment objectives and guidelines, it is not practical or desirable to acquire a position in such security for that account.

Trade Error Policy

John W. Brooker & Co. procedures require its personnel to carefully implement investment management decisions. Nevertheless, if a trade error occurs, it is our policy that the error be corrected as soon as possible and in such a manner that the affected client is not disadvantaged and bears no loss. Firm policy prohibits staff from requesting an executing broker to accept financial responsibility for a trade error caused by the Firm in exchange for the

promise of future compensation through commissions. This policy applies only to trade errors made by the Firm and its employees.

Recommendation of Broker-Dealers

John W. Brooker & Co. recommends that its clients custody their accounts at Charles Schwab & Co. ("Schwab"). Schwab is an independent broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA") and otherwise unaffiliated with John W. Brooker & Co.

At least annually, John W. Brooker & Co. reviews Schwab's services, including custody and execution, in keeping with a fiduciary duty to seek best execution for client transactions.

Our evaluation of Schwab and its brokerage services considers a number of factors, such as transaction fees, custodial fees charged for holding securities, commission rates, interest charges on debit balances, interest credits on credit balances, quality of execution, and record keeping and reporting capabilities.

John W. Brooker & Co. may enter into arrangements with Schwab through which it may from time to time provide certain services through its transaction processing and record keeping "platforms". Such platform services include, among others, brokerage, custodial, administrative support, record keeping and other services that may benefit all of John W. Brooker & Co.'s clients or may benefit the Firm administratively without particular benefit to any given client. The Firm will attempt to minimize the total cost for all brokerage services paid by its clients. However, it may be the case that Schwab charges higher fee for a particular type of service than can be obtained from another broker or that the total costs of all services provided by Schwab may be higher than can be obtained at another broker. Nevertheless, John W. Brooker & Co. has made a good faith determination that such costs are reasonable in relation to the value and quality of brokerage services provided by Schwab, viewed in terms of our overall responsibilities to our clients.

In most cases, trade executions for client accounts custodied at Schwab will be made by Schwab to avoid "trade away" charges imposed by Schwab and for trades executed at other broker-dealers. In cases where a desired security is not available for purchase or sale through Schwab, and in light of John W. Brooker & Co.'s best execution evaluation, certain executions may be made at a non-custodian broker-dealer.

Soft Dollar Arrangements

Schwab's electronic trading platform provides John W. Brooker & Co. access to client accounts, electronic download of trades, balances and positions, and the ability to directly debit client fees. In addition, Schwab provides John W. Brooker & Co. with access to its institutional trading and custody services, research, and software which are not typically available to retail investors. These services are generally available to independent investment advisors, at no charge or at reduced charges, and are not otherwise contingent upon John W. Brooker & Co. committing to Schwab a specific amount of business. Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are generally available only to institutional investors or would require significantly higher investment minimums.

John W. Brooker & Co. has not entered into any arrangements whereby an executing broker-dealer, including Schwab, provides or purchases on its behalf "soft dollar" brokerage services or research services in exchange for John W. Brooker & Co. directing brokerage transactions to that executing broker.

If John W. Brooker & Co. were to enter into any such soft dollar arrangements, its policy would be to limit its use of such soft dollar arrangements to those falling within the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended.

ITEM 13 REVIEW OF ACCOUNTS

Reviews

Client accounts are supervised on an ongoing basis by the portfolio managers, Daniel K. Beatty and/or Joseph A. Wells. Mr. Beatty and/or Mr. Wells review the portfolios for adherence to the investment strategy and monitors portfolios for any need to rebalance holdings among approved asset classes. Periodically, each client portfolio is reviewed against current stated client financial condition, investment goals, and investment restrictions, if any. Additional account reviews may be triggered by a specific client request, a change in client financial condition or goals, an imbalance in the asset allocation, or changes in market, political or general economic conditions.

Client financial plans are recommended to be reviewed annually. Reviews are initiated by the client and conducted by the certified financial planner who prepared the client's original plan. Reviews include a current assessment of the client's financial circumstances, planning objectives and time horizons.

Frequency of regular reports to clients on their accounts

Charles Schwab & Co. provides each client a monthly account statement showing all individual transactions that occurred in the client's account. In addition the client receives a trade confirmation for each trade placed in the account. Schwab also provides each client with an annual IRS Form 1099, 1099 DIV, 1099B, 1099INT, or 1099R, as applicable.

John W. Brooker & Co. provides a quarterly account report to each advisory client that states the portfolio holdings, portfolio valuations as of the beginning of the year and as of current quarter's end, contributions to and withdrawals from the account, realized capital gains, unrealized capital gains, interest, dividends, return year to date, asset allocations and a complete breakdown for the mutual funds and other securities in the investment accounts.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Incoming Referrals

John W. Brooker & Co. does not pay for client referrals. The firm has been fortunate to receive many client referrals over the years, without compensation, from current clients, estate planning attorneys, consultants, employees, personal friends, and other sources.

Referrals to Other professionals

John W. Brooker & Co. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

ITEM 15 CUSTODY

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. John W. Brooker & Co. urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial

statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. We will be pleased to answer any questions about such procedures.

Although John W. Brooker & Co. does not maintain physical custody of client investment accounts, it is deemed to have custody of client assets on the basis of the Firm's authority to: 1. direct client-approved transfers of assets between a client's own accounts and if authorized, to client-designated third party accounts; and 2. to receive payment of its management fees directly from a client's account.

ITEM 16 INVESTMENT DISCRETION

John W. Brooker & Co. usually receives full discretionary authority from the client at the outset of an advisory relationship to select the type and amount of securities to be bought and sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives and risk tolerance for a particular client account.

In unusual circumstances, John W. Brooker & Co. observes client-specific investment policies, limitations and restrictions provided in writing by a client to the Firm. In such circumstances, investment guidelines and restrictions must be provided to John W. Brooker & Co. in a written document.

ITEM 17 VOTING CLIENT SECURITIES

It is John W. Brooker & Co. policy not to vote proxy solicitations received on behalf of clients from the issuers of securities held in client's account. All such solicitations are forwarded to clients by their respective custodian. Any client wishing to review our proxy voting policies in full may request a copy.

ITEM 18 FINANCIAL INFORMATION

John W. Brooker & Co. does not require or solicit prepayment of its management fees from clients six or more months in advance. There are no adverse conditions related to the Firm's finances that are likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy filing in the last ten years.

ITEM 19 INFORMATION SECURITY/PRIVACY NOTICE

Privacy Policy

John W. Brooker & Co. holds client information in the strictest confidence and is mindful of the trust placed in it by its clients. It is our policy that no client information obtained by the Firm is made available to unaffiliated third parties for any reason except that:

Third parties may be used by the Firm to assist in the management or maintenance of client accounts (such as a custodian).

Client information may be released in accordance with client instructions.

Client information may be released in accordance with applicable laws and regulations.

The Firm annually provides each client with a copy of its privacy policy.

Information Security

John W. Brooker & Co. maintains and enforces an information security program and related procedures to reduce the risk that personal or confidential information may be breached or disclosed in any unauthorized manner.

INDEX OF ERISA RELATED DISCLOSURES

John W. Brooker & Co., CPAs ("John W. Brooker & Co.," "Advisor" or the "Firm") may provide investment management services to retirement plans governed by the Employee Retirement Investment Security Act ("ERISA"). ERISA regulations require that specific disclosures be made to the ERISA plan fiduciary that is authorized to enter into, or extend or renew, an agreement with the Firm to provide these services. The following Index identifies the disclosures required and the location where plan representatives may find them. It is intended to assist ERISA Plan representatives with compliance with the service provider disclosure regulations under section 408(b)(2) of ERISA. Any questions concerning this guide or the information provided regarding our services or compensation should be addressed to our Chief Compliance Officer at the number noted on the cover page of this ADV Part 2A.

Required Disclosure	Location of the Required Disclosure
Description of the services that Advisor will provide to covered ERISA plans	Item 1 of this Form ADV Part 2A and Paragraphs 1-3 and 5 of the client plan's investment management agreement with the Firm.
Statements that the services that Advisor will provide to covered ERISA plans will be as an ERISA fiduciary and registered investment adviser	Item 1 of this Form ADV Part 2A and Paragraph 17 of the client plan's investment management agreement with the Firm.
Description of the direct compensation to be paid to Advisor	Item 2 of this Form ADV Part 2A and Paragraph 4 and Schedule A of the client plan's investment management agreement with the Firm.
Description of the indirect compensation Advisor might receive from third parties in connection with providing services to covered ERISA plans, if any	Items 2, 7, 9 and 11 of this Form ADV Part 2A
Description of the compensation to be shared between Advisor and any third party or any affiliated entity, if any	Items 7, 9 and 11 of this Form ADV Part 2A.
Compensation that Advisor will receive upon termination of its agreement to provide investment management services, if any	Item 2 of this Form ADV Part 2A.