

FORM ADV PART 2A

Firm Brochure. March 29, 2021



It's your life. Plan for it.

475 Metro Place S., Suite 460
Dublin, OH 43017

Mailing Address:
P.O. Box 3490
Dublin, OH 43016
(614) 481-8449
<https://www.pdsplanning.com>

March 29, 2021

This brochure provides information about the qualifications and business practices of PDS Planning, Inc. If you have any questions about the contents of this brochure, please contact us at the above telephone and/or address. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PDS Planning, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes in the Last Twelve Months

At least annually, this section will discuss only specific material changes that are made to our brochure and provide you with a summary of such changes. Additionally, reference to the date of the last annual update to this brochure will be provided.

Since the March 30, 2020 Annual Amendment filing, PDS Planning, Inc. has relocated the office to the address shown below.

Office Address:

475 Metro Place S., Suite 460
Dublin, OH 43017

Mailing Address:

P.O. Box 3490
Dublin, OH 43016

PDS Planning, Inc. ensures that clients receive a summary of the material changes to its brochure within 120 days following the December 31st fiscal year end. In addition, PDS Planning may provide other disclosure information about material changes when they are made.

Our brochure may be requested free of charge by contacting our office at (614) 481-8449 or by contacting Kurt M. Brown, Chief Compliance Officer at kbrown@pdsplanning.com. The document is also available on our corporate website <https://www.pdsplanning.com>.

As noted on the cover page, additional information about PDS Planning is also available via the SEC's website at www.adviser.sec.gov. The website also provides information about any persons affiliated with PDS Planning who are registered as investment adviser representatives of PDS Planning, Inc.

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Item 4: Advisory Business

Company History

PDS Planning, Inc. (PDS) is a corporation founded in 1985 in the State of Ohio and was registered as an Investment Adviser Firm with the Securities & Exchange Commission in 1988. Owners and Principals of PDS Planning are Rita M. Itsell, Jamie P. Menges, and Kurt M. Brown.

Services Offered

PDS is a fee-only firm, and advisors adhere to a Code of Ethics to act in its clients' best interests at all times. PDS offers financial planning and investment advisory services. During our initial meetings with the client, information related to the client's financial standing, goals and objectives, family dynamics, professional circumstances, investment philosophy, and risk tolerance may be discussed. Using this information, PDS will determine how the client can be best served by our firm. This includes assessing the complexity of their financial plan, expected resources that will be required to complete our planning objectives, and a fee estimate for us to engage the client in an advisory relationship. At that time, a contract is prepared and signed, that sets forth the terms and conditions of the engagement and describes the scope of the services to be provided.

Once a contract has been executed, it remains the client's responsibility to promptly notify PDS if there is any change in his/her financial situation or investment objectives.

Financial Planning Services

PDS provides clients with customized financial planning reports and recommendations after analysis of the client's assets, liabilities, and income, and taking into account the client's goals and objectives in the following *possible* areas:

- **Personal Financial Statements:** Preparation of personal statement of net worth and cash flow requirements.
- **Retirement Planning:** Review sources of retirement income, possible dates of retirement, and the effect that changes in inflation and rates of return might have on realizing retirement goals.
- **Investment Planning:** General investment planning, *not including Investment Advisory Services*.
- **Tax Planning:** Income tax review and planning for current and future years to help clients realize opportunities that may exist for their benefit within the tax code. We can coordinate with your tax preparer when necessary.
- **Estate Planning:** Review of account titling and beneficiary designations to ensure compliance with estate documents. We can coordinate with your attorney when necessary.
- **Planned Giving:** When applicable, we will help clients develop a planned giving strategy, whether to charity, family, or other loved ones.
- **Insurance Planning:** Review the impact a disability or unexpected death may have on your financial goals, analysis and recommendations on current and future insurance policies you may have, or acquire.
- **Education Funding:** Projecting the expected cost of education goals, how to properly fund and determining if any resources are available to assist in funding this objective.
- **Executive Compensation:** Review and planning related to existing and future stock options in an effort to maximize their value for the recipient.
- **Business Planning:** When applicable, current business structure, tax considerations, retirement issues, and succession issues for closely-held businesses.

The report may be written, electronic, and/or oral in nature, and it may include recommendations regarding the aforementioned areas of importance to the client.

As indicated at Item 5 below, PDS offers its services on an annual fixed fee basis. This fee is determined based upon a combination of various objective and subjective factors including but not limited to: portfolio composition; the scope and complexity of the engagement; the anticipated servicing needs; related accounts; the professional(s) rendering the service(s); competition, and negotiations with the client. **Please Note:** similarly situated clients could pay different fees, and the services to be provided by PDS to any particular client could be available from other advisers at lower fees.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding the above fee determination.

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. PDS will generally provide planning and consulting services regarding non-investment related matters, such as tax and estate planning, insurance, etc. inclusive of our Financial Planning fee set forth at Item 5 below (exceptions may occur based upon client decision, advanced planning needs, special projects, etc. for which PDS may charge a mutually agreeable additional fee and/or stand-alone financial planning engagement). **Please Note:** Neither PDS, nor any of its employees (including Jamie P. Menges, who is a licensed CPA), serves as an attorney, accountant, or insurance agent for any PDS client, and no portion of PDS' services should be construed as same. Accordingly, PDS does not prepare legal documents, prepare tax returns, or sell insurance products for or to PDS clients. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e. attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from PDS and/or its representatives. At all times, the engaged unaffiliated professional(s) (i.e. attorney, accountant, insurance agent, etc.) and not PDS, shall be responsible for the quality and competency of the services provided.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding the above financial planning engagements and services.

Investment Advisory Services

PDS offers Investment Advisory (Investment Management/Portfolio Management) services to clients. PDS may prepare an Investment Policy Statement (IPS) for the client, which will serve as a guide for future investment decisions. The IPS, when applicable, will outline the client's general goals and preferences for risk, as well as general asset allocation targets for the client's managed portfolio. PDS, in consultation with the client, will design and monitor a client's managed investment portfolio. Clients may impose restrictions on investing in certain securities or types of securities.

PDS has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, PDS will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when PDS determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by PDS will be profitable or equal any specific performance level(s).

Please Note: Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If PDS recommends that a client roll over their retirement plan assets into an account to be managed by PDS, such a recommendation creates a conflict of interest if PDS will earn new (or increase its current) compensation as a result

of the rollover. When acting in such capacity, PDS serves as a fiduciary under the Employee Retirement Income Security Act (ERISA), or the Internal Revenue Code, or both.

No client is under any obligation to roll over retirement plan assets to an account managed by PDS or to engage PDS to monitor and/or manage the account while maintained with the client's employer.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

PDS offers the services of Schwab Institutional. Managed advisory accounts are non-commission, fee-only, where mutual funds, exchange-traded-funds, separately managed accounts, stocks, bonds, CDs, and other individual securities may be held and managed.

Participant Directed Retirement Plans. PDS may also provide investment advisory and consulting services to participant directed retirement plans. For such engagements, PDS shall assist the Plan sponsor with the selection of an investment platform from which Plan participants shall make their respective investment choices (which may include investment strategies devised and managed by PDS), and, to the extent engaged to do so, may also provide corresponding education to assist the participants with their decision making process.

Client Retirement Plan Assets. If requested to do so, PDS shall provide investment advisory services relative to the client's 401(k) plan assets. In such event, PDS shall recommend that the client allocate the retirement account assets among the investment options available on the 401(k) platform. PDS shall be limited to making recommendations regarding the allocation of the assets among the investment alternatives available through the plan. PDS will not receive any communications from the plan sponsor or custodian, and it shall remain the client's exclusive obligation to notify PDS of any changes in investment alternatives, restrictions, etc. pertaining to the retirement account.

Client Obligations. In performing our services, PDS shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, it remains each client's responsibility to promptly notify PDS if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

Portfolio Activity. PDS has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, PDS will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, market conditions, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when PDS determines that changes to a client's portfolio are neither necessary, nor prudent. Clients remain subject to the fees described in Item 5 below during periods of account inactivity.

As of December 31, 2020, PDS had \$941,734,952 total assets under management.

Item 5: Fees and Compensation

Clients of PDS have the option of paying for services in two ways: 1) an annual fixed fee (fee for ongoing financial planning that may also include investment advisory services), or 2) a fee based on a percentage of assets managed for just investment advisory services. This fee is typically reserved for grandfathered clients and is not offered to new clients. Any client under this fee format can request a fee recalculation under the annual fixed fee format.

Fixed Fee

The annual fixed fee is established at the beginning of the relationship and is determined based upon a combination of various objective and subjective factors including but not limited to: portfolio composition; the scope and complexity of the engagement; the anticipated servicing needs; related accounts; the professional(s) rendering the service(s); competition, and negotiations with the client. The annual fixed fee may include both Financial Planning and Investment Advisory (Investment Management/Portfolio Management) services. The annual fixed fee is billed monthly or quarterly, in advance.

In arriving at the fixed fees, our experience has shown us that clients generally fall into one of three stages in the wealth cycle. Our pricing for each category varies on a number of factors, including but not limited to, the amount of time it will take to serve each client based on the number of meetings they will require, the amount of ongoing communication that will take place throughout the year, the research, services, and strategies that are necessary to help us make informed recommendations, and who will perform those services. Our belief is the three stages of the wealth cycle could be identified as such:

Organize

You're establishing lifetime personal and financial goals and need help creating the right plan to achieve them. (and help avoiding costly mistakes!)

Optimize

You've accumulated some assets and earn a good living, but things are getting more complicated – what steps need to be taken to ensure you accumulate lifetime wealth?

Maximize

With significant wealth comes significant opportunities, and complex questions. Advanced strategies are needed to help with stock options, private investments, business succession, or wealth transition.

In addition to our fixed fees that we believe are a fair reflection of the work we will perform, we also have learned that the first year of working with a client requires additional time and resources related to the onboarding and implementation process. Related tasks may include but are not limited to investment review and the development of transition strategies, paperwork to transfer from one custodian to another, initial estate document reviews, initial tax return reviews, initial insurance reviews and needs analysis with recommendations, account titling and beneficiary reviews, and the buildout of a working financial plan. With these additional subjective requirements, we typically charge an onboarding and implementation fee in year one as well. PDS maintains the ability to waive this fee.

Please see the above disclosure regarding fee dispersion resulting from subjective factors involved with the fixed fee determination process. In addition, PDS, in its sole discretion, may charge a lesser percentage investment advisory fee and/or a fixed fee. Please note that similarly situated clients could pay different fees. In addition, similar advisory services could potentially be available from other investment advisors for similar or lower fees. *PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding advisory fees.*

Formerly Grandfathered Percentage of Assets Managed Fee

PDS also offers stand-alone Investment Advisory Services with fees based on a percentage of assets under management. Unless the client has been grandfathered from a previous assets under management schedule, the current schedule is as follows (*which is negotiable*):

- 1.00% per year of the first \$750,000 of assets under management
- 0.75% per year of the next \$750,000
- 0.50% per year of the next \$1,500,000
- 0.25% on all amounts above \$3 million

These *investment advisory fees are billed monthly or quarterly, in advance*, and are based on the value of the client's managed assets at the end of the previous month or quarter. The client may authorize the custodian(s), in writing, to debit the management fees from the account. The monthly statement the client receives from the custodian of the assets shows the fee debited and paid to PDS. Clients may also request to be billed directly. Prices for most assets are available through electronic download on a daily basis. However, daily prices may not be available for certain assets. In such cases, the most recent valuation may be used in calculating the value of assets for billing purposes.

If the client terminates the Financial Planning or Investment Advisory contract with PDS, all monthly or quarterly fees pre-paid as of the date of termination will be refunded to the client.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding advisory fees.

Limited Engagements

PDS may also provide limited consulting services (i.e. college funding, retirement analysis, insurance review, etc.) on a stand-alone, mutually agreeable, separate-fee basis. In such engagements, PDS' obligation is concluded upon completion of the contracted service. Thereafter, it remains the client's exclusive responsibility to contact PDS if the client requires any follow-up review or other services.

Other Fees and Expenses Paid to Custodians

PDS' fees are exclusive of transaction fees and other related costs and expenses imposed by custodians, which shall be incurred by the client. Fees such as wire transfer and electronic fund fees, as well as transaction fees may be incurred. (Transaction fees are charged for certain no-load mutual funds, ETFs, individual equity, and many fixed-income securities transactions.) Clients incur no commission charges. Mutual funds, exchange-traded funds and separately managed accounts charge internal management fees, which are disclosed in a fund's prospectus. PDS does not receive any portion of these charges.

All fees paid to PDS for Financial Planning and Investment Management are separate from the fees and expenses charged to shareholders of mutual funds, ETFs and separately managed accounts, and a complete explanation of these expenses is contained in each fund prospectus. PDS *does not* charge management fees based on the performance of a client's portfolio.

Item 11 below (Brokerage Practices) further describes the factors that PDS considers in selecting or recommending custodians for *client* transactions and determining the reasonableness of their compensation.

No Compensation for Selling Products

Neither PDS nor its advisors accept compensation from the sale of securities or other investment or insurance products.

Non-Participation in Wrap Fee Programs

PDS Planning does not participate in any wrap fee program.

Item 6: Performance-Based Fees

PDS does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client), because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

PDS' clients generally include high net worth individuals, individuals, business entities, corporate trusts, pension plans, charitable institutions, and non-profit corporations.

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

PDS usually allocates (or recommends that the client allocate) investment assets among various individual mutual funds, exchange-traded funds (ETFs), separately managed accounts, individual equity & fixed-income securities and/or cash equivalents in accordance with the client's investment objectives.

For mutual funds, exchange-traded funds (ETFs) and separately managed accounts the analysis generally includes a review of:

- Management team
- Fee structure
- Historical risk and return measurements, sector exposures
- Liquidity and marketability issues
- Other factors considered relevant

For individual stocks and securities, where PDS is making final purchase or sale decisions, the review *may* include the following methods of analysis:

- Fundamental analysis looks at historical and present data, with the goal of making financial forecasts.
- Cyclical analysis looks at the historical relationships between prices and market trends, with the goal of forecasting the direction of prices.
- Technical analysis looks at price and volume data via charts, with the goal of using pattern movements to predict future price movement.

Sources of information include corporate financial filings and reports, third-party research reports, research from Morningstar, Inc. (especially for mutual funds and ETFs), corporate rating services, company press releases, and/or other financial publications. The investment strategies used to implement any investment advice given to clients may include the following:

- Long-term purchases, where securities are held at least a year
- Short-term purchases, where securities are sold within a year
- Short selling, where investors sell securities they do not own
- Margin transactions, where account assets are borrowed to purchase securities
- Options, where an investor contracts for the purchase or sale of a security at a predetermined price during a specific period of time.

Short selling, margin transactions and options can have a high degree of inherent risk. While PDS has the ability to recommend any of the above strategies, it will use the last three only when requested by and after discussion with the client.

Investment Risk

All investing strategies involve risk. Different types of investments involve varying degrees of risk, and *it should not be assumed* that the future performance of any specific investment or investment strategy (including the investments or investment strategies undertaken by PDS) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear. Investors may face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- **Market Risk:** The price of a mutual fund, ETF, security or bond may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar tomorrow will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the local currency of the originating country. This is also referred to as exchange-rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like. In addition, individual companies may exhibit risk associated with specific events, changes in leadership, products, and consumer preferences.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

PDS has not been the subject of any disciplinary actions.

Item 10: Other Financial Industry Activities and Affiliations

PDS has no other business activities other than those already disclosed in this document, and it is not affiliated with any broker-dealer, bank, insurance company, accounting or law firm. Neither PDS nor its advisors are registered as a broker-dealer or a registered representative of a broker-dealer.

Item 11: Code of Ethics, Employee Personal Trading

The employees of PDS have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. PDS has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and *fiduciary* duty to its clients. All persons at PDS Planning must acknowledge the terms of the Code of Ethics annually as part of the acknowledgement of the Written Compliance & Supervisory Procedures Manual.

Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying the Code of Ethics.

PDS Planning believes in placing our clients' best interests first. We commit to the following five principles:

- We will put clients' best interests first.
- We will act with the skill, care, diligence and good judgment of a professional.
- We will not mislead clients, and we will provide conspicuous, full, and fair disclosure of important facts.
- We will strive to avoid conflicts of interest.
- We will fully disclose and fairly manage, in your favor, any unavoidable conflicts.

Employees of PDS may buy or sell securities that are also held by clients. In order to monitor personal securities transactions of employees, approval of individual stock trades by the Chief Compliance Officer (or another officer) is required *prior to the trades* being executed. Employees may not trade individual stock positions ahead of expected client trades. Employees of PDS Planning comply with the provisions of the PDS Written Compliance and Supervisory Procedures Manual.

Neither PDS nor its employees recommend, buy, or sell for client accounts securities in which PDS Planning or its employees have a material financial interest.

Item 12: Brokerage Practices

PDS suggests that the institutional services of Charles Schwab & Co, Inc. (Schwab), a broker-dealer, be employed for the purchase and custody of securities. PDS believes this firm offers acceptable service, execution capabilities, and reasonable fees. There are no commissions charged in client advisory accounts. Schwab may charge nominal execution (transaction) fees for executing transactions. Other factors for the recommendation include Schwab's historical relationship with PDS, the company's financial strength, and its reputation.

Although individual security and ETF transaction fees paid by PDS' clients comply with PDS' duty to obtain best execution, a client may pay a fee that is higher than another qualified broker-dealer might charge for the same transaction when PDS determines, in good faith, that the transaction fee is reasonable in relation to the value of the overall brokerage and research services received.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, transaction costs, and responsiveness. It is therefore possible that PDS may not necessarily obtain the lowest possible fees for transactions.

PDS' best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Research and Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, PDS can receive from Schwab (or another broker-dealer/custodian, investment manager, platform sponsor, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist PDS to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by PDS can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support-including client events, and/or other products used by PDS in furtherance of its investment advisory business operations.

PDS' clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by PDS to Schwab, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest presented by such arrangement.

Directed Brokerage

PDS recommends that its clients utilize the brokerage and custodial services provided by Schwab. The Firm generally does not accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by PDS. As a result, a client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. **Please Note:** In the event that the client directs PDS to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through PDS. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Trade Aggregation Policy

Transactions for each client account generally will be effected independently, unless PDS decides to purchase or sell the same securities for several clients at approximately the same time. PDS may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among PDS' clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. PDS shall not receive any additional compensation or remuneration as a result of such aggregation.

As indicated at Item 12 above, PDS can receive from Schwab without cost (and/or at a discount), support services and/or products. PDS' clients do not pay more for investment transactions effected and/or assets maintained at Schwab (or any other institution) as result of this arrangement. There is no corresponding commitment made by PDS to Schwab, or to any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

PDS does not maintain solicitor arrangements. PDS does not compensate third parties for client introductions.

PDS' Chief Compliance Officer, Kurt Brown, remains available to address any questions that a client or prospective client may have regarding the above arrangement and the corresponding conflict of interest presented by such arrangement.

Item 13: Review of Accounts

Client reviews are prepared in accordance with the client's Investment Advisory or Financial Planning Agreement and more frequently if circumstances dictate. Such circumstances include, but are not limited to, changes in market conditions, tax laws, and individual personal situations. The level of review will be determined by the complexity of the portfolio, the client's Investment Policy Statement (where applicable), and the factors that trigger the review. Clients are encouraged to review their financial situation, investment objectives, and account performance with PDS at least annually. Additionally, clients are advised that it remains their responsibility to advise PDS of any changes in their investment objectives and/or financial situation.

Clients are provided, at least quarterly, with transaction confirmation notices and regular account statements directly from the account custodian. PDS may also provide a periodic report summarizing account activity and performance, either online via secure website or hard copy via standard mail. Clients should carefully review the custodian's statements and should compare these statements to the reports from PDS.

PDS makes no representation with respect to legal or tax matters, and it is the client's responsibility to consult with legal or tax counsel as necessary.

Item 14: Client Referrals and Other Compensation

PDS does not compensate anyone or any company for client referrals.

Item 15: Custody

PDS shall have the ability to deduct its advisory fee from the client's custodial account. Clients are provided with written or electronic transaction confirmation notices, and a written or electronic summary account statement directly from the custodian (i.e., Schwab, etc.) at least quarterly. To the extent that PDS provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by PDS with the account statements received from the account custodian. The account custodian does not verify the accuracy of PDS' advisory fee calculation.

PDS engages in other practices and/or services (i.e., password possession and standing letters of authorization) on behalf of its clients that require disclosure at the Custody section of Part 1 of Form ADV, which practices and/or services are subject to an annual surprise CPA examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions that a client or prospective client may have regarding custody-related issues.

Item 16: Investment Discretion

PDS may receive discretionary authority from the client to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. Discretionary authority is specifically given (by default) or denied on each client contract. When selecting securities and determining amounts, PDS observes the investment policies, limitations and restrictions of the clients for whom it advises.

Clients that engage PDS on a non-discretionary investment advisory basis *must be willing to accept* that PDS cannot effect account transactions without obtaining prior verbal or written consent from the client, with the following exceptions: PDS may make sales of securities in non-discretionary client accounts as needed 1) for cash distributions to clients and 2) for fee billings that are debited directly from client accounts. PDS may also effect inter-class exchanges of mutual funds, where existing shares are exchanged for lower-cost (lower-expense) shares, without client consent.

Thus in the event of a significant market increase or decrease during which the non-discretionary client is unavailable, PDS will be unable to effect any account transactions (as it would for its discretionary clients) *without first obtaining the client's verbal or written consent*. For this reason, PDS recommends clients provide us investment discretion.

Any and all investment guidelines and restrictions must be provided to PDS in writing.

Item 17: Voting Client Securities

As a matter of firm policy and practice, PDS does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive proxies directly from the custodians or transfer agents. PDS may answer questions and/or provide *advice* to clients regarding the voting of proxies.

Item 18: Financial Information

PDS does not require clients to pay fees of more than \$1,200, per client, six months or more in advance.

PDS is unaware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients, and it has not been the subject of a bankruptcy proceeding.

PDS' Chief Compliance Officer, Kurt M. Brown, remains available to address any questions regarding this Parts 2A.