

## Form ADV Part 2A – Firm Disclosure Brochure



### **Kendall Capital Management, Inc.**

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March 23, 2023

This Brochure provides information about the qualifications and business practices of Kendall Capital Management, Inc. If you have any questions about the contents of this Brochure, please contact us by telephone at 301-838-9110 or by email at [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com). Kendall Capital Management is a registered investment advisor with the Securities and Exchange Commission (SEC). Registration as an investment adviser does not imply a certain level of skill or training. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission.

Additional information about Kendall Capital Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 134740.

## Item 2    Material Changes

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This Firm Brochure, dated March 23, 2023, provides you with a summary of Kendall Capital Management, Inc. (Kendall Capital)'s advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things.

There have been no material changes to our business since the last Firm Brochure dated November 7, 2022 when we disclosed to you updates to Item 5 (Fees and Compensation) to clarify that client fees are prorated for partial periods and for large cash inflows and outflows when the quarterly advisory fee is impacted by more than \$25.

We routinely make changes throughout the Brochure to improve and clarify the descriptions of our business practices and compliance policies or in response to evolving industry and firm practices. We believe that these changes are not material and do not describe them in this Item 2.

Kendall Capital will update information in our Brochure at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. Additionally, we will notify our clients promptly if there is other interim disclosure about material changes, as necessary. The most current version of our disclosure Brochure is available on our website [www.kendallcapital.com](http://www.kendallcapital.com) free of charge.

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## **Item 4     Advisory Business**

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Kendall Capital is a SEC-registered, fee-only investment adviser with its principal place of business located in Maryland. Kendall Capital began conducting business in 2005 with Clark A. Kendall, President.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- Clark A Kendall, President
- Kendall Family Trust

Kendall Capital offers the following advisory services to our clients:

### **Individual Portfolio Management**

Our firm provides continuous advice to a client regarding the investment of his/her funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities: exchange-listed securities; securities traded over-the-counter; foreign issuers; warrants; corporate debt securities (other than commercial paper); commercial paper; certificates of deposit; municipal securities; variable life insurance; variable annuities; mutual fund shares; United States governmental securities; options contracts on securities; interests in partnerships investing in real estate; interests in partnerships investing in oil and gas interests. Kendall Capital reserves the right to advise clients on any other type of investment that it deems appropriate based on the client's stated goals and objectives. Kendall Capital may also provide advice on any type of investment held in a client's portfolio at the inception of the advisory relationship or on any investment on which the client requests advice.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. The client may, at any time, impose reasonable restrictions, in writing, on Kendall Capital's services.

### **Financial Planning**

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney, asset protection plans, nursing homes, Medicaid and elder law.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client to work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

Typically, the financial plan is presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature.

### **Retirement Plan Rollovers**

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that our advice is in your best interest;
- Charge no more than is reasonable for our services; and

- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or to which we provide investment advice, because your rollover assets increase our assets under management and, in turn, our advisory fees. To mitigate this conflict, we will in good faith assist the client in understanding the tradeoffs and options related to the rollover through written analysis and discussion. As a fiduciary, we only recommend a rollover when we believe it is in your best interest. No client is under any obligation to roll over retirement plan assets to an account managed by us. Kendall Capital does not participate in a wrap fee program.

As of December 31, 2022, Kendall Capital had \$419,058,076 in assets under management on a discretionary basis, and none on a non-discretionary basis.

## Item 5 Fees and Compensation

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### **Individual Portfolio Management Fees**

The annualized fee for Investment Supervisory Services is charged as a percentage of assets under management and is a blended rate according to the following schedule:

<b><u>Market Value Of Assets Under Supervision</u></b>	<b><u>Annual Rate</u></b>
First \$2,000,000	1.00%
Next \$3,000,000	0.80%
Next \$5,000,000	0.65%
Balance over \$10,000,000	0.50%

A minimum of \$500,000.00 of assets under management, and a minimum asset management fee of \$5,000 per year, is required for this service. This account size is negotiable under certain circumstances. In certain situations, Kendall Capital groups certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee. This consolidation practice allow client(s) to benefit from an increased asset total, which could potentially cause the account(s) to be assessed a reduced advisory fee based on the breakpoints available in the Firm's fee schedule as stated above.

The annual fee for the portfolio management services is billed quarterly in advance based on the market value of the assets on the last day of the preceding quarter. Fees will be assessed pro rata in the event the portfolio management agreement is executed at any time other than the first day of a calendar quarter.

***Fee Adjustment due to Cash Flows:*** To the extent assets deposited or withdrawn from an account during a billing period result in a calculated fee in excess of \$25 per transaction, the management fee will be prorated accordingly, as reflected during the following billing cycle. The management fee will not, however, be adjusted for deposits or withdrawals that result in a calculated fee of less than \$25 per transaction. A capital flow is defined as a contribution or withdrawal from or to the portfolio or to/from an external source. Dividends and interest are not defined as capital flows.

***Inflows:*** In any given quarter, if a capital inflow occurs in a client's account, a positive management fee adjustment will be reflected in the client's following quarterly management fees. The positive management fee adjustment is the product of the dollar amount of the inflow, the quarterly billing rate of the top tier, and the ratio of the number of days between the capital flow date and the last day of that quarter over the number of days in that quarter. If a capital inflow creates a new top tier, then the capital flow adjustment will be decomposed into the amount of the capital inflow that increases the account value as of the capital flow date to the upper limit of the previous top tier and the rest that stays in the

new top tier.

**Outflows:** In any given quarter, if a capital outflow occurs in a client's account, a negative management fee adjustment will be reflected in the client's following quarterly management fees. The negative management fee adjustment is the product of the dollar amount of the outflow, the quarterly billing rate of the top tier, and the ratio of the number of days between the capital flow date and the last day of that quarter over the number of days in that quarter. If a capital outflow eliminates the previous top tier, then the capital flow adjustment will be decomposed into the amount of the capital outflow that decreases the account value as of the capital flow date to the lower limit of the previous top tier and the rest that further reduces the account value as of the capital flow date from the upper limit of the new top tier.

The independent qualified custodian holding the client's funds and securities will debit the client account directly for the advisory fees paid to Kendall Capital. The client will provide written authorization permitting the fees to be paid directly from their account held by the qualified custodian. Kendall Capital will not have access to client's funds for payment of fees without client consent in writing. Some clients may have the option to pay fees directly, in lieu of them being debited from their account. Kendall Capital will bill these clients for fees incurred.

**Limited Negotiability of Advisory Fees:** Although Kendall Capital has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition and reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

Discounts, not generally available to our advisory clients, at times are offered to family members and friends of associated persons of our firm.

### **Financial Planning Fees**

Financial planning services are offered at no additional charge and are considered inclusive with the standard fee schedule based upon assets under management. If for some reason a minimum fee of \$5,000 is not collected, the client will be responsible to pay a \$5,000 financial planning fee for the plan delivered to the client. Otherwise, financial planning services are included as a part of the general wealth management fee as disclosed above.

### **General Information**

**Termination of the Advisory Relationship:** A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

**Mutual Fund Fees:** All fees paid to Kendall Capital for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client will pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

**Additional Fees and Expenses:** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV, Part 2A Brochure for additional information. Kendall Capital's only compensation is the advisory and financial planning fees received.

**Grandfathering of Minimum Account Requirements:** Pre-existing advisory clients are subject to Kendall Capital's minimum account requirements and advisory fees in effect at the time the client enters into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

**ERISA Accounts:** Kendall Capital is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include, among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Kendall Capital may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

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## Item 6 Performance-Based Fees and Side-By-Side Management

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Kendall Capital does not charge performance-based fees.

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## Item 7 Types of Clients

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Kendall Capital's clients generally include individuals, high net worth individuals, pension and profit-sharing plans (other than plan participants), charitable organizations, corporations or other businesses not listed above. Kendall Capital's initial minimum account requirement for Individual Portfolio Management is \$500,000.00 of assets under management. This account size is negotiable under certain circumstances. For a more detailed understanding of those requirements, please review the disclosures provided in Item 5.

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

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### Methods of Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Charting** — In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

**Fundamental Analysis** — We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating



it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Technical Analysis** — We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

**Cyclical Analysis** — In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

**Quantitative Analysis** — We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

**Qualitative Analysis** — We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove to be incorrect.

**Asset Allocation** — Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Mutual Fund and/or ETF Analysis** — We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

**Risks for all forms of analysis** — Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **Investment Strategies**

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases** — We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when we believe the securities to be currently undervalued; and/or, when we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases** — When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

**Trading** — We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

**Short sales** — We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

**Margin transactions** — We will purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings.

**Option writing** — We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative because it derives its value from an underlying asset.

The two types of options are calls and puts. A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We may use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We may use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

**Cash Balances in Client Accounts** — We consider our investment strategies to be fully invested but will hold some minimum amount of cash resulting from dividend and interest income and to facilitate the payment of client fees. Cash held in the client's investment accounts are typically swept into the money

market fund accounts or money market bank accounts at the client's custodian. Generally, the rate a client will earn on cash sweep investments will be lower than the rate on other available cash alternatives, although cash sweep rates do vary by custodian. During periodic portfolio reviews, we will generally discuss upcoming cash flow needs with each client and seek to plan accordingly to meet those needs. We include cash and cash equivalents in the calculation of assets under management and fees, unless the client has negotiated another arrangement, such as an asset carve-out agreement. During periods of exceedingly low short-term interest rates, client fees paid on cash balances will likely exceed money market yields.

**General Economic, Geopolitical, and Market Disruption Risks** — The success of our investment strategies, processes, and methods of analysis, as well as any client portfolio activities, will likely be affected by general economic, geopolitical, and market conditions, such as changes in interest rates, availability of credit, inflation rates, market liquidity, global demand for particular products or resources, natural disasters, supply chain disruptions, cybersecurity events, economic uncertainty, pandemics, epidemics, terrorism, social and political discord, war, debt crises and downgrades, regulatory events, governmental or quasi-governmental actions, changes in laws, and national and international political circumstances. These factors create uncertainty, and can adversely impact the volatility, value and performance of the securities held in client accounts.

**Risk of Loss** — Investing in securities involves a risk of loss that clients should be prepared to bear. Securities investments are not guaranteed, and you may lose money on your investments. Diversification can minimize portfolio volatility but will not eliminate the possibility of declines in portfolio values, which can be severe at times. We ask that you work with us to help us understand your tolerance for risk.

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## **Item 9     Disciplinary Information**

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Our firm and our management personnel have no reportable disciplinary events to disclose.

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## **Item 10    Other Financial Industry Activities and Affiliations**

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Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

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## **Item 11    Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Kendall Capital and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Kendall Capital's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com), or by calling us at 301-838-9110.

Kendall Capital and individuals associated with our firm are prohibited from engaging in principal transactions and/or in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

At times, our firm and/or individuals associated with our firm buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, at times, a related person(s) has (have) an interest or position in a certain security(ies) which is also recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell, directly or indirectly, any security on the same day during which any client has a pending "buy" or "sell" order in that same security, unless the purchase or sale of the security is part of any of the company's investment strategies, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

Under certain circumstances, we aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any initial public offering ("IPO") or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm, and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior

management.

11. Any individual who violates any of the above restrictions may be subject to termination.

## **Item 12 Brokerage Practices**

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Kendall Capital typically recommend that clients establish accounts with specific broker-dealers for custody and execution of client transactions. It is, however, the client decision to custody with any broker-dealer. Clients may change/amend such instructions at any time by giving Kendall Capital writing notice. If the Client directs the Manager to use a particular broker-dealer, the Manager may be unable to achieve most favorable execution of client transactions. The Client may pay higher brokerage commission than might otherwise be paid if the Manager were granted exclusive discretion to direct the Account trades and the Client may lose the benefit of potentially better execution through bunched transactions.

Kendall Capital will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as each participating account receives the average share price for the transaction in that security on a given business day. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Kendall Capital will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. The blocking of trades may or may not affect the commission rate paid by each individual client for a particular block transaction.

Kendall Capital's block trading policy and procedures are as follows:

1. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Kendall Capital, or our firm's order allocation policy.
2. The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will benefit and will enable Kendall Capital to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
4. Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
5. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive trading charges in smaller accounts.
6. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order. Under the client's agreement with the custodian/broker, transaction costs may be based on client's aggregated assets held at the custodian or the number of shares traded for each client.
7. If the order will be allocated in a manner other than that stated in the initial statement of

allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8. Kendall Capital's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
9. Funds and securities for aggregated orders are clearly identified on Kendall Capital's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
10. No client or account will be favored over another.

### **Brokerage Recommendations**

Kendall Capital employs brokerage firms to hold investment accounts and provide execution services on behalf of clients. Although Kendall Capital recommends that clients establish accounts at a specific custodian, it is the client's decision to select the custodian to safeguard client assets and authorize Kendall Capital to direct trades to this custodian. Kendall Capital does not have discretionary authority to select the custodian execution services. Kendall Capital is independently owned and operated and not affiliated with any of these custodians.

Kendall Capital typically recommends that our clients establish their brokerage account(s) at either Charles Schwab & Co. Inc. ("Schwab") or TD Ameritrade Inc. ("TD Ameritrade"). Both are SEC-registered broker-dealers unaffiliated with Kendall Capital. The independent investment advisor services that they offer include custody of securities, execution of securities transactions, clearance and settlement of transactions, and research.

Schwab or TD Ameritrade generally do not charge separately for custody services, but they are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through them or that settle into their accounts. Their institutional brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Some of the products or services made available by these custodians benefit Kendall Capital but not directly or indirectly benefit client accounts. Many of these products and services are typically used to service all or some substantial number of our client accounts, including accounts not maintained at the custodian. Products and services that assist us in managing and administering our clients' accounts include software and other technology that (a) provide access to client account data (such as trade confirmations and account statements); (b) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (c) provide research, pricing and other market data; (d) facilitate payment of our fees from clients' accounts; and (e) assist with back-office functions, recordkeeping and client reporting. Other services intended to help us manage and further develop our business enterprise may include: (a) compliance, legal and business consulting; (b) publications and conferences on practice management and business succession; and (c) access to employee benefits providers, human capital consultants and insurance providers.

Schwab or TD Ameritrade at times make available, arrange and/or pay third-party vendors for the types of services rendered to Kendall Capital. Under certain circumstances, these custodians discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. They also provide other benefits such as educational events or occasional business entertainment of our personnel.

Kendall Capital and Schwab/TD Ameritrade enter into separate agreements to govern the term of the provision of some special services. Services received by Kendall Capital may or may not be received by or offered to any other independent investment advisory firms. Custodians provide services to Kendall Capital in their sole discretion and at their own expense.

Kendall Capital receives a benefit because we do not have to produce or pay for products and services listed above. We do not have to pay for Schwab's services so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). The \$10 million gives us an incentive to recommend that you maintain your account with Schwab, based on the interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. We believe, however, that our recommendation of Schwab or TD Ameritrade as custodian is in the best interest of our clients. Our recommendation is primarily supported by the capacity, quality and price of their services and not the benefit to us.

#### Fidelity Brokerage Services and the Vanguard Retirement Plan Access

When appropriate, we often recommend the client utilize the services of Fidelity NetBenefits® through Fidelity Brokerage Services ("Fidelity"), a FINRA registered broker-dealer, member SIPC; and the Vanguard Group, through Vanguard Retirement Plan Access, to provide certain plan recordkeeping and administrative services, to maintain custody of plan assets and to effect trades for the individual participants' retirement plans. Although we often recommend that clients utilize any of these custodians, it is the client's decision to engage and custody assets with either Fidelity or Vanguard. Kendall Capital is independently owned and operated and not affiliated with any of them.

In making this recommendation we cannot ensure that client will pay the lowest commissions or receive best execution on transactions within the program. However, we believe the services provided by either Fidelity or Vanguard represent a fair value for the services provided.

### **Item 13    Review of Accounts**

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For those clients to whom Kendall Capital provides investment supervisory services, account reviews are conducted on an ongoing basis, at least quarterly, by Kendall Capital's Principals and/or representatives. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Clients are advised that it remains their responsibility to promptly notify Kendall Capital if there is ever any change in their investment objectives or financial situation. Our clients are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with Kendall Capital on an annual basis.

In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings. Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

### **Item 14    Client Referrals and Other Compensation**

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It is Kendall Capital's policy not to engage promoters or to pay related or non-related persons for referring potential clients to our firm. Kendall Capital does not accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

### **Item 15    Custody**

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Kendall Capital directly debits its advisory fees from client accounts. Kendall Capital calculates the fee and then supplies that amount to the custodian. In addition to the periodic statements that clients receive from their custodians showing all transactions within the account during the reporting period, Kendall Capital sends account statements directly to clients on a quarterly basis. We urge our clients to

carefully compare the information provided on these statements to ensure that all account transactions, holdings, fees and values are correct.

Kendall Capital provides some services on behalf of its clients that require disclosure in the Custody section of Part 1 of Form ADV and that 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. In addition to these services, at times, Kendall Capital facilitates cash transfers of client funds to “third parties” when clients have signed authorizations that permit Schwab to rely upon instructions from Kendall Capital. In accordance with the guidance provided in the SEC Custody Rule ‘No-Action’ Letter, dated February 21, 2017, the affected accounts are required to be disclosed in Form ADV Part 1A, Item 9, but are not subject to an annual surprise CPA examination. With respect to such accounts, we disclose them in Form ADV Part 1A and follow the guidelines from the same ‘No-Action’ Letter mentioned above, which are listed below:

- The client provides an instruction to the qualified custodian, in writing, that includes the client’s signature, the third party’s name, and either the third party’s address or the third party’s account number at a custodian to which the transfer should be directed.
- The client authorizes Kendall Capital, in writing, either on the qualified custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client’s qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client’s authorization and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client’s qualified custodian.
- Kendall Capital has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client’s instruction.
- The Advisor maintains records showing that the third party is not a related party of Kendall Capital or located at the same address as Kendall Capital.
- The client’s qualified custodian sends the client, in writing, an initial notice confirming the instructions and an annual notice reconfirming the instruction.

## **Item 16 Investment Discretion**

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Clients hire us to provide discretionary asset management services, in which case we place trades in a client’s account without contacting the client prior to each trade to obtain the client’s permission. Prior to Kendall Capital assuming discretionary authority over a client’s account, clients sign an Investment Advisory Agreement with our firm, and may limit/change/amend this authority by providing us written instructions. Our discretionary authority includes the ability to do the following without contacting the client: (a) determine the security to buy or sell; and/or (b) determine the amount of the security to buy or sell.

Kendall Capital requires written instructions when clients desire to purchase and sell securities that are not part of Kendall Capital’s investment process. Written instructions should include which securities and the amounts of securities to be bought/sold/held in a client’s account.

## **Item 17 Voting Client Securities**

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Kendall Capital does not accept authority to vote proxies on investment funds held in client accounts. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type of events pertaining to the client’s investment assets. Clients are responsible for instructing each custodian of the assets to forward



to the client copies of all proxies and shareholder communications relating to the client's investment assets. We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

## **Item 18   Financial Information**

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Kendall Capital does not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Kendall Capital has no additional financial circumstances to report.

Kendall Capital has not been the subject of a bankruptcy petition at any time during the past ten years.

**Form ADV Part 2B – Firm Disclosure Brochure Supplement**



**Kendall Capital Management, Inc.**

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March 23, 2023

This Form ADV Part 2B, also called the “Brochure Supplement”, provides information about the following supervised persons employed by Kendall Capital Management, Inc.:

Clark A. Kendall, CFA, AEP®, CFP®  
Carol L. Petrov, CFP®  
Brian G. Mattox, CFA, CAIA  
Jason M. Tkach, CFA  
Dave Walker, CFP®, AIF

The information about the above-named supervised persons, set forth below, supplements Kendall Capital “Firm Disclosure Brochure.” You should have received a copy of that Brochure. Please contact Kendall Capital if you did not receive Kendall Capital's “Firm Disclosure Brochure” or if you have any questions about the contents of this Brochure.

Additional information about Kendall Capital is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 134740. Registration as an investment adviser does not imply a certain level of skill or training.

**Clark A. Kendall, CFA, AEP®, CFP®**

President & Chief Executive Officer

**Educational Background and Business Experience** – Clark, born in 1961, earned his Bachelor's degree in Finance and Economics from the James Madison University. Clark has been a CFA® Chartered Holder since 1995, an Accredited Estate Planner since 2012, and a CERTIFIED FINANCIAL PLANNER™ since 1992. Clark is the Founder and President of Kendall Capital.

**Disciplinary Information** – None

**Other Business Activities** – None

**Additional Compensation** – None

**Supervision** – Clark serves as President and Chief Executive Officer of Kendall Capital. Clark can be reached at (301) 838-9110 or [ckendall@kendallcapital.com](mailto:ckendall@kendallcapital.com). Kendall Capital's Chief Compliance Officer, Brian G. Mattox, is primarily responsible for the implementation of the firm's compliance policies and procedures and oversight of the compliance activities of supervised persons. Brian can be reached by email at [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com), or by telephone at 301-838-9110.

**Carol L. Petrov, CFP®**

Vice President & Senior Relationship Manager

**Educational Background and Business Experience** – Carol, born in 1972, earned her Bachelor's degree from The George Washington University with a major in Human Resource Management and a minor in Psychology. Carol has been a CERTIFIED FINANCIAL PLANNER™ since 2012. Carol has been working with Kendall Capital since 2014. Additional information regarding Carol's employment history is included below.

Employment History

Senior Registered Client Service Associate, Morgan Stanley

11/2008 – 05/2014

**Disciplinary Information** – None

**Other Business Activities** – None

**Additional Compensation** – None

**Supervision** – Carol is supervised by Clark. Clark can be reached at (301) 838-9110 or [ckendall@kendallcapital.com](mailto:ckendall@kendallcapital.com). Kendall Capital's Chief Compliance Officer, Brian G. Mattox, is primarily responsible for the implementation of the firm's compliance policies and procedures and oversight of the compliance activities of supervised persons. Brian can be reached by email at [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com), or by telephone at 301-838-9110.

**Brian G. Mattox, CFA, CAIA**

Vice President, Chief Investment Officer & Chief Compliance Officer

**Educational Background and Business Experience** – Brian, born in 1975, earned his Bachelor's degree in Business Administration from the Frostburg State University in Maryland. Brian received his Chartered Financial Analyst (CFA®) designation in 2022 and his Certified Alternative Investment Analyst (CAIA®) designation in 2014. Brian has been working with Kendall Capital since 2018. Additional information regarding Brian's employment history is included below.

Employment History

Senior Manager, Andersen Tax

10/2014 – 02/2018

Director, Fortigent

03/2006 – 10/2014

**Disciplinary Information** – None

**Other Business Activities** – None

**Additional Compensation** – None

**Supervision** – Brian is supervised by Clark who also oversees his compliance with the firm's policies and procedures. Clark can be reached at (301) 838-9110 or [ckendall@kendallcapital.com](mailto:ckendall@kendallcapital.com).

**Jason M. Tkach, CFA**

Sr. Portfolio Manager

**Educational Background and Business Experience** – Jason, born in 1988, earned his Bachelor's degree in Business Administration with a concentration in Economics from the Loyola University in Maryland. Jason has been a CFA® Chartered Holder since in 2017. Jason has been working with Kendall Capital since 2014. Additional information regarding Jason's employment history is included below.

Employment History

Senior Research Associate, Cambridge Associates

06/2012 – 11/2014

**Disciplinary Information** – None

**Other Business Activities** – None

**Additional Compensation** – None

**Supervision** – Jason is supervised by Brian. Brian can be reached at (301) 838-9110 or [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com). Kendall Capital's Chief Compliance Officer, Brian G. Mattox, is primarily responsible for the implementation of the firm's compliance policies and procedures and oversight of the compliance activities of supervised persons. Brian can be reached by email at [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com), or by telephone at 301-838-9110.

**James David Walker, CFP®, AIF**  
Lead Relationship Manager

**Educational Background and Business Experience** – Dave, born in 1970, earned his Bachelor's degree from the University of Maryland with a major in Accounting. Dave has been a CERTIFIED FINANCIAL PLANNER™ since 2018 and an Accredited Investment Fiduciary since 2007. Dave has been working with Kendall Capital since 2022. Additional information regarding Dave's employment history is included below.

Employment History

Financial Strategist, McKinley Carter Wealth Services

01/2014 – 07/2022

**Disciplinary Information** – None

**Other Business Activities** – None

**Additional Compensation** – None

**Supervision** – Dave is supervised by Clark. Clark can be reached at (301) 838-9110 or [ckendall@kendallcapital.com](mailto:ckendall@kendallcapital.com). Kendall Capital's Chief Compliance Officer, Brian G. Mattox, is primarily responsible for the implementation of the firm's compliance policies and procedures and oversight of the compliance activities of supervised persons. Brian can be reached by email at [bmattox@kendallcapital.com](mailto:bmattox@kendallcapital.com), or by telephone at 301-838-9110.

*Chartered Financial Analyst (CFA®)*

To enroll in the CFA program, an individual must have a bachelor's degree or equivalent, or four years of qualified work experience. A CFA designation requires an individual to pass three exams that test the individual's knowledge of investments and finance. The CFA candidate is also required to understand and sign a professional conduct statement which commits the individual to the CFA Institute's Code of Ethics and Standards of Professional Conduct.

*Accredited Estate Planner ® (AEP®)*

AEP® designation is available to individual who practice as one of the following: attorney (JD), Certified Public Accountants (CPA), insurance professional and financial planner (Chartered Life Underwriters, Certified Trust and Financial Advisors, Chartered Financial Consultants, and Certified Financial Planner®). The AEP® designation is awarded by the National Association of Estate Planners & Councils to recognize estate planning professionals who meet special requirements of education, experience, knowledge, professional reputations, and character.

### *The Accredited Investment Fiduciary® (“AIF®”)*

The AIF® designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF® designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIF® Code of Ethics. In order to maintain the AIF® designation, the individual must annually renew their affirmation of the AIF® Code of Ethics and complete six hours of continuing education credits. The certification is administered by the Center for Fiduciary Studies (a Fiduciary360 (fi360) company). You may find more information about the AIF® designation at <https://www.fi360.com/what-we-do/learning-development/>.

### *Certified Financial Planner™ (CFP®)*

As noted above, certain Kendall Capital professionals are certified for financial planning services in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). Therefore, each may refer to himself/herself as a CERTIFIED FINANCIAL PLANNER™ professional or a CFP® professional and may use these and CFP Board’s other certification marks (the “CFP Board Certification Marks”). The CFP® certification is voluntary. No federal or state law or regulation requires financial planners to hold the CFP® certification. You may find more information about the CFP® certification at [www.cfp.net](http://www.cfp.net).

CFP® professionals have met CFP Board’s high standards for education, examination, experience, and ethics. To become a CFP® professional, an individual must fulfill the following requirements:

- Education – Earn a bachelor’s degree or higher from an accredited college or university and complete CFP Board-approved coursework at a college or university through a CFP Board Registered Program. The coursework covers the financial planning subject areas CFP Board has determined are necessary for the competent and professional delivery of financial planning services, as well as a comprehensive financial plan development capstone course. A candidate may satisfy some of the coursework requirement through other qualifying credentials.
- Examination – Pass the comprehensive CFP® Certification Examination. The examination is designed to assess an individual’s ability to integrate and apply a broad base of financial planning knowledge in the context of real-life financial planning situations.
- Experience – Complete 6,000 hours of professional experience related to the personal financial planning process, or 4,000 hours of apprenticeship experience that meets additional requirements.
- Ethics – Satisfy the Fitness Standards for Candidates for CFP® Certification and Former CFP® Professionals Seeking Reinstatement and agree to be bound by CFP Board’s Code of Ethics and Standards of Conduct (“Code and Standards”), which sets forth the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements to remain certified and maintain the right to continue to use the CFP Board Certification Marks:

- Ethics – Commit to complying with CFP Board’s Code and Standards. This includes a commitment to CFP Board, as part of the certification, to act as a fiduciary, and therefore, act in the best interests of the client, at all times when providing financial advice and financial planning. CFP Board may sanction a CFP® professional who does not abide by this commitment, but CFP Board does not guarantee a CFP® professional’s services. A client who seeks a similar commitment should obtain a written engagement that includes a fiduciary obligation to the client.
- Continuing Education – Complete 30 hours of continuing education every two years to maintain competence, demonstrate specified levels of knowledge, skills, and abilities, and keep up with developments in financial planning. Two of the hours must address the Code and Standards.

### *Certified Alternative Investment Analyst (CAIA)*

To earn the CAIA designation, the candidate must have a Bachelor's or equivalent degree or more than four years of experience in the financial industry. A CAIA designation requires an individual to pass two exams that test the individual's knowledge of various alternative asset classes, the tools and techniques used to evaluate the risk-return attributes of each one and assesses how you would apply the knowledge and analytics within a portfolio management context. Both exams include segments on ethics and professional conduct.