

Item 1 – Cover Page Part 2A of Form ADV



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This Brochure provides information about the qualifications and business practices of Capital and Planning, LLC. If you have any questions about the contents of this Brochure, don't hesitate to get in touch with us using the information listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Capital and Planning, LLC, CRD # 321104, is a registered investment advisor with the SEC. Registration of an investment advisor does not imply any certain level of skill or training. Additional information about Capital and Planning, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

SUMMARY OF MATERIAL CHANGES

This section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov.

- Since the firm’s last annual update, March 6, 2023, there have been no material changes.

A free copy of our Brochure may be requested by contacting Michael Edmondson, Chief Compliance Officer of Capital and Planning, LLC at 678-519-5733.

We encourage you to read this document in its entirety.

ITEM 3 – TABLE OF CONTENTS

| | |
|--|----|
| <i>Summary of Material Changes</i> | 2 |
| ITEM 4 – ADVISORY BUSINESS | 5 |
| <i>INVESTMENT AND WEALTH MANAGEMENT AND SUPERVISION SERVICES</i> | 5 |
| <i>FINANCIAL PLANNING</i> | 6 |
| <i>EMONEY ADVISOR PLATFORM</i> | 6 |
| <i>DISCLOSURE REGARDING ROLLOVER RECOMMENDATIONS</i> | 6 |
| <i>WRAP FEE PROGRAM</i> | 7 |
| <i>ASSETS</i> | 7 |
| ITEM 5 – FEES AND COMPENSATION..... | 7 |
| <i>INVESTMENT MANAGEMENT FEES AND COMPENSATION</i> | 7 |
| <i>FINANCIAL PLANNING FEES</i> | 9 |
| ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT | 9 |
| ITEM 7 - TYPES OF CLIENTS | 9 |
| ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS | 9 |
| <i>METHODS OF ANALYSIS AND INVESTMENT STRATEGIES</i> | 9 |
| <i>INVESTMENT STRATEGY</i> | 10 |
| <i>USE OF ALTERNATIVE INVESTEMENTS</i> | 10 |
| <i>RISK OF LOSS</i> | 10 |
| ITEM 9 - DISCIPLINARY INFORMATION | 12 |
| ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS | 12 |
| <i>INSURANCE</i> | 12 |
| <i>BROKER-DEALER</i> | 12 |
| ITEM 11 - CODE OF ETHICS | 13 |
| ITEM 12 - BROKERAGE PRACTICES..... | 14 |
| <i>TRANSITION BENEFITS</i> | 15 |
| <i>TRADE ERRORS</i> | 15 |
| <i>BROKERAGE FOR CLIENT REFERRALS</i> | 15 |
| <i>AGGREGATION AND ALLOCATION OF TRANSACTIONS</i> | 16 |
| <i>DIRECTED BROKERAGE</i> | 16 |
| ITEM 13 - REVIEW OF ACCOUNTS..... | 16 |
| ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION | 17 |
| <i>LEAD GENERATION</i> | 17 |
| <i>OTHER PROFESSIONALS</i> | 17 |
| ITEM 15 – CUSTODY..... | 17 |
| <i>Deduction of Advisory Fees</i> | 17 |
| ITEM 16 – INVESTMENT DISCRETION | 17 |
| ITEM 17 – VOTING CLIENT SECURITIES | 18 |

| | |
|---|----|
| ITEM 18 – FINANCIAL INFORMATION | 18 |
| SUPERVISED PERSON BROCHURE: MICHAEL EDMONDSON Part 2B of Form ADV | 19 |
| SUPERVISED PERSON BROCHURE: JUSTIN FLORENCE Part 2B of Form ADV | 22 |

ITEM 4 – ADVISORY BUSINESS

This Disclosure document is being offered to you by Capital and Planning, LLC (“CAP ” or “Firm”) about the investment advisory services we provide. It discloses information about our services and the way those services are made available to you, the client.

Our Firm became a registered investment adviser in 2022 and is owned by Michael Edmondson.

We are committed to helping clients build, manage and preserve their wealth. Our Firm provides services that help clients to achieve their stated financial goals. We will offer an initial complimentary meeting upon our discretion; however, investment advisory services are initiated only after you and CAP execute an Investment Management Agreement.

INVESTMENT AND WEALTH MANAGEMENT AND SUPERVISION SERVICES

We manage advisory accounts on a discretionary and non-discretionary basis. For discretionary accounts, once we have determined a profile and investment plan with a client, we will execute the day-to-day transactions without seeking prior client consent but within the expected investment guidelines. We may accept accounts with certain restrictions if circumstances warrant. We primarily allocate client assets among individual cash, CD’s, stocks, bonds, exchange-traded funds (“ETFs”), and mutual funds, in accordance with their stated investment objectives. We generally invest Client’s cash balances in money market funds. Where deemed appropriate, we may recommend that our Clients invest in alternative assets, including real estate funds and other alternative funds. Although the Investment Advisory Agreement with our Clients gives us broad investment authority, we do not anticipate investing in other security types. Ultimately, we try to achieve the highest return on our client’s cash balances through relatively low-risk and conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to this service.

Portfolios will be designed to meet a particular investment goal, determined to be suitable to the client’s circumstances. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced based upon the client’s individual needs, stated goals and objectives.

During personal discussions with clients, we determine the client’s objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review a client’s prior investment history, family composition and background. We develop a client’s personal profile and investment plan based on client needs. We then create and manage the client’s investments based on that policy and plan. The client must notify us immediately if circumstances have changed with respect to their goals.

Once we have determined the types of investments to be included in a client’s portfolio and have allocated the assets, we provide ongoing investment review and management services.

With our discretionary relationship, we will make changes to the portfolio, as we deem appropriate, to meet client financial objectives. We trade these portfolios based on the combination of our market views and client objectives, using our investment process. We tailor our advisory services to meet the needs of our clients and seek to ensure that your portfolio is managed in a manner consistent with those needs and objectives. Clients have the ability to leave standing instructions with us to refrain from investing in particular industries or invest in limited amounts of securities.

If a non-discretionary relationship is in place, calls will be placed presenting the recommendation made and only upon your authorization will any action be taken on your behalf.

In all cases, clients have a direct and beneficial interest in their securities, rather than an undivided interest in a pool of securities. We do have limited authority to direct the Custodian to deduct our investment advisory fees from your accounts, but only with the appropriate written authorization from clients.

Where appropriate, we provide advice about any type of legacy position held in client portfolios. Typically, these are ineligible assets to be custodied at our primary custodian. Clients will engage us to advise on certain investment products not maintained at their primary custodian, such as variable life insurance, annuity contracts, and assets held in employer-sponsored retirement plans and qualified tuition plans (i.e., 529 plans).

You are advised and expected to understand that our past performance does not guarantee future results. Certain market and economic risks exist that adversely affect an account's performance. This could result in capital losses in your account.

FINANCIAL PLANNING

Our Firm offers financial planning services, which involve preparing a written financial plan covering specific or multiple topics. We provide full written financial plans, which may address one or several topics: Investment Planning, Retirement Planning, Insurance Planning, Tax Planning, Education Planning, Portfolios, and Allocation Review.

Unless otherwise agreed to in writing, the Client is solely responsible for determining whether to implement our financial planning recommendations. Our financial planning services do not involve implementing transactions on your behalf nor include active and ongoing monitoring or management of your investments or accounts.

The Client must execute a separate written agreement if the Client elects to implement any of our investment recommendations through our Firm or retain our Firm to monitor and manage investments actively.

eMONEY ADVISOR PLATFORM

Our Firm makes available to Clients the “eMoney Advisor” platforms to provide periodic comprehensive reporting services that can incorporate all the Client's investment assets, including those investment assets that are not part of the assets managed by our Firm (“Excluded Assets”). The Client and their other advisors that maintain trading authority, and not our Firm, shall be exclusively responsible for the investment performance of the excluded assets.

Unless otherwise expressly agreed to in writing, our Firm's service relative to the excluded assets is limited to reporting only. Therefore, we shall not be responsible for the investment performance of the excluded assets. Instead, the Client and the Client's designated outside investment professional(s) maintain supervision, monitoring, and trading authority for the excluded assets. If our Client prefers we make recommendations as to any excluded assets, the Client has no obligation to accept the recommendation, and we shall not be responsible for any implementation error (timing, trading, etc.) relative to the excluded assets. If the Client prefers we provide investment advisory services for the excluded assets, the Client may engage us under the terms and conditions of a Consulting or Investment Advisory Agreement between our Firm and the Client.

eMoney Advisor Platform may also provide access to other types of information, including financial planning concepts, which should not be construed as our Firm's personalized investment advice or recommendations. We shall not be held responsible for any adverse results a Client may experience if the Client engages in financial planning or other functions available on the eMoney Advisor Platform without our assistance or oversight.

DISCLOSURE REGARDING ROLLOVER RECOMMENDATIONS

A client or prospect 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) rollover 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). Our Firm may recommend an investor roll over plan assets to an IRA for which our Firm provides investment advisory services. As a result, our Firm and its representatives may earn an asset-based fee. In contrast, a recommendation that a client or prospective client leave their plan assets with their previous employer or roll over the assets to a plan sponsored by a new employer will generally result in no compensation to our Firm. Our Firm therefore has an economic incentive to encourage a client to roll plan assets into an IRA that our Firm will manage, which presents a conflict of interest. To mitigate the conflict of interest, there are various factors that our Firm will consider before recommending a rollover, including but not limited to: (i) the investment options available in the plan versus the investment options available in an IRA, (ii) fees and expenses in the plan versus the fees and expenses in an IRA, (iii) the services and responsiveness of the plan's investment professionals versus those of our Firm, (iv) protection of assets from creditors and legal judgments, (v) required minimum distributions and age considerations, and (vi) employer stock tax consequences, if any. All rollover recommendations are reviewed by our Firm's Chief Compliance Officer and remains available to address any questions that a client or prospective client has regarding the oversight.

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also 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. We have to act in your best interest and not put our interest ahead of yours. At the same time, how we make money conflicts with your interests.

WRAP FEE PROGRAM

Our Firm does not sponsor a Wrap Fee Program.

ASSETS

As of December 31, 2023, we have \$133,138,354 in discretionary assets and \$2,081,782 in non-discretionary assets.

ITEM 5 – FEES AND COMPENSATION

INVESTMENT MANAGEMENT FEES AND COMPENSATION

Our Firm charges a fee as compensation for providing Investment Management services on your account. These services include advisory services, trade entry, investment supervision, and other account maintenance activities. Our recommended Custodian charges transaction costs, custodial fees, redemption fees, retirement plan and administrative fees or commissions. See Additional Fees and Expenses below for details.

A calendar quarterly investment management fee is billed in advance based on the market value of your account during the previous calendar month.

CAP charges an annual investment advisory fee based on the total assets under management as follows:

| Assets Under Management | Annual Tiered Advisory Fee Schedule |
|--|--|
| First \$0 - \$1,000,000 | 1.20% |
| Next \$1,000,000.01 - \$2,000,000 | 1.00% |
| Next \$2,000,000.01 - \$3,000,000 | 0.80% |
| Next Over \$3,000,000.01 | 0.60% |

| | |
|----------------------------------|--------------------------------------|
| Billing frequency: | Quarterly in Advance |
| Fees are billed based on: | End of Calendar Quarter Value |

Example: \$4,000,000 Account:

| Assets Under Management | Annual Advisory Fee | Annual Fee per Tier |
|-----------------------------|------------------------|---------------------|
| First \$1,000,000 | 1.20% | \$12,000.00 |
| Next \$1,000,000 | 1.00% | \$10,000.00 |
| Next \$1,000,000 | 0.80% | \$8,000.00 |
| Next \$1,000,000 | 0.60% | \$6,000.00 |
| Effective Advisory Fee Rate | \$36,000 / \$4,000,000 | 0.90% |
| Total Annual Advisory Fee | \$36,000.00 | |
| Quarterly Advisory Fee | \$9,000.00 | |

his is a tiered or breakpoint fee schedule, meaning the entire account is charged the same management fee. The annual fee is negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.). Our employees and their family-related accounts are charged a reduced fee for our services.

The relevant fee and billing method is defined and agreed to by the firm and the client in the executed Investment Advisory Agreement. This fee may be debited directly from your investment account or you may pay this fee separately. You will need to indicate how you would like to pay this fee in your Investment Advisory Agreement.

Unless otherwise instructed by the Client, we will aggregate related client accounts for the purposes of determining the account size and annualized fee. The common practice is often referred to as “house-holding” portfolios for fee purposes and may result in lower fees than if fees were calculated on portfolios separately. Our method of house-holding accounts for fee purposes looks at the overall family dynamic and relationship. When applicable, and noted in Appendix of the Investment Management Agreement, legacy positions will also be excluded from the fee calculation.

The independent and qualified custodian holding your funds and securities will debit your account directly for the advisory fee and pay that fee to us. When establishing a relationship with CAP, you provide written authorization permitting the fees to be paid directly from your account held by the qualified custodian. Further, the qualified Custodian agrees to deliver an account statement to you on a monthly basis indicating all the amounts deducted from the account including our advisory fees.

Clients may terminate their engagement with CAP within five (5) business days of signing an Agreement with no obligation and without penalty. After the initial (5) business days, the Agreement may be terminated by CAP with thirty (30) days written notice to Client and by the Client at any time with written notice to CAP. For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. All unpaid earned fees will be due to CAP. Additionally, all unearned fees will be refunded to the Client. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Upon termination, you are responsible for monitoring the securities in your account, and we will have no further obligation to act or advise with respect to those assets. In the event of client’s death or disability, CAP will continue

management of the account until we are notified of client's death or disability and given alternative instructions by an authorized party.

CAP fees are not based on, or related to, the performance of your funds or investments.

FINANCIAL PLANNING FEES

Our Firm provides financial planning services in conjunction with our investment advisory services. There is no additional charge for this service.

ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees), nor engage side by side management.

ITEM 7 - TYPES OF CLIENTS

CAP's Clients are generally individuals, small businesses, trusts, estates, high net-worth individuals, and charities. Client relationships vary in scope and length of service.

There is no minimum account size and Clients are not required to have a certain amount of investment experience or sophistication.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns. Security analysis methods may include:

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

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 attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also monitor the funds or ETFs in 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.

There is no guarantee that a particular strategy will meet its investment goals. The investment strategies we use will vary over time depending on various factors. Our Firm may give advice and take action for clients which differs from advice given or the timing or nature of action taken for other clients with different objectives. Our Firm is not obligated to initiate transactions for clients in any security which its principals, affiliates or employees may purchase or sell for their own accounts or for other clients.

Clients should be aware that ETFs and mutual funds have unique characteristics and their cost structures differ, sometimes significantly.

INVESTMENT STRATEGY

The investment strategy for a specific Client is based on the objectives stated by the Client during consultations. The Client may change these objectives at any time by providing written notice to CAP. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

USE OF ALTERNATIVE INVESTEMENTS

If deemed appropriate for your portfolio, our Firm may recommend "alternative investments." Alternative investments may include a broad range of underlying assets including, but not limited to, hedge funds, private equity, venture capital, registered, publicly traded securities, structured notes, and private real estate investment trusts. Alternative investments are speculative, not suitable for all Clients, and intended for only experienced and sophisticated investors who are willing to bear the high risk of the investment, which can include: loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative investment practices; lack of liquidity in that there may be no secondary market for the fund and none expected to develop; volatility of returns; potential for restrictions on transferring an interest in the fund; potential lack of diversification and resulting higher risk due to concentration of trading authority with a single adviser; absence of information regarding valuations and pricing; potential for delays in tax reporting; less regulation and often higher fees than other investment options such as mutual funds. The SEC requires investors to be accredited to invest in these more speculative alternative investments. Investing in a fund concentrating on a few holdings may involve heightened risk and greater price volatility.

RISK OF LOSS

A client's investment portfolio is affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic conditions, changes in laws and national and international political circumstances.

Investing in securities involve certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. CAP will assist Clients in determining an appropriate strategy based on their tolerance for risk.

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.

Risks that apply to both fixed income and equity strategies include, but are not limited to, the following:

- **Active Management Risk:** Due to its active management, a portfolio could underperform other portfolios with similar investment objectives and/or strategies.
- **Allocation Risk:** A portfolio may use an asset allocation strategy in pursuit of its investment objective. There is a risk that a portfolio's allocation among asset classes or investments will cause a portfolio to lose value or cause it to underperform other portfolios with a similar investment objective and/or strategy, or that the investments themselves will not produce the returns expected.
- **Cybersecurity Risk.** Cybersecurity risks include both intentional and unintentional events at CAP or one of its third-party counterparties or service providers, that may result in a loss or corruption of

data, result in the unauthorized release or other misuse of confidential information, and generally compromise our Firm's ability to conduct its business. A cybersecurity breach may also result in a third-party obtaining unauthorized access to our clients' information, including social security numbers, home addresses, account numbers, account balances, and account holdings. Our Firm has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches. However, there are inherent limitations in these plans and systems, including that certain risks may not have been identified, in large part because different or unknown threats may emerge in the future. As such, there is no guarantee that such efforts will succeed, especially because our Firm does not directly control the cybersecurity systems of our third-party service providers. There is also a risk that cybersecurity breaches may not be detected.

- **Liquidity Risk:** The risk that exists when a security's limited marketability prevents it from being bought or sold quickly enough to avoid or minimize a loss. This risk is particularly relevant in the bond market, although it can also be a risk when transacting in small cap securities and certain other stocks.
- **Market and Timing Risk:** Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular company, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates.
- **Sector/Region Risk:** The risk that the strategy's concentration in equities or bonds in a specific sector or industry will cause the strategy to be more exposed to the price movements in and developments affecting that sector.
- **Event Risk:** The possibility that an unforeseen event will negatively affect a company or industry, and thus, increase the volatility of the security.

Risks associated with our equity strategies include, but are not limited to, the following:

- **Capitalization Risk:** Small-cap and mid-cap companies may be hindered as a result of limited resources or less diverse products or services. Their stocks have historically been more volatile than the stocks of larger, more established companies.
- **Exchange-Traded Fund ("ETF") and Mutual Fund Risk:** Investments in ETFs and mutual funds have unique characteristics, including, but not limited to, the ETF or mutual fund's expense structure. Investors of ETFs and mutual funds held within CAP client accounts bear both their CAP portfolio's advisory expenses and, indirectly, the ETF's or mutual fund's expenses. Because its investors share the expenses and costs of an underlying ETF or mutual fund, redemptions by other investors in the ETF or mutual fund could result in decreased economies of scale and increased operating expenses for such ETF or mutual fund. Additionally, the ETF or mutual fund may not achieve its investment objective. Actively managed ETFs or mutual funds may experience significant drift from their stated benchmark.
- **Market Risk:** When the stock market strongly favors a particular style of equity investing, some or all of CAP's equity strategies could underperform. The performance of clients' accounts could suffer when CAP's particular investment strategies are out of favor. For example, CAP's large-cap equity strategies could underperform when the market favors smaller capitalization stocks. CAP's strategies with exposure to small/mid-cap stocks could underperform when the market favors larger-cap stocks. Additionally, growth securities could underperform when the market favors value securities.
- **Sector Risk:** At times, a portfolio may have a significant portion of its assets invested in securities of companies conducting business in a related group of industries within an economic sector. Companies in the same economic sector may be similarly affected by economic, regulatory, political or market events or conditions, which make a portfolio more vulnerable to unfavorable developments in that economic sector than portfolios that invest more broadly. Generally, the more a portfolio diversifies its investments, the more it spreads risk and potentially reduces the risks of loss and volatility.

- **Alternative Risk:** Alternative investments include other additional risks. Lock-up periods and other terms obligate Clients to commit their capital investment for a minimum period, typically no less than one or two years and sometimes up to 10 or more years. Illiquidity is considered a substantial risk and will restrict the ability of a Client to liquidate an investment early, regardless of the success of the investment. Alternative investments are difficult to value within a Client's total portfolio. There may be limited availability of suitable benchmarks for performance comparison; historical performance data may also be limited.
- In some cases, there may be a lack of transparency and regulation, providing an additional layer of risk. Some alternative investments may involve the use of leverage and other speculative techniques. As a result, some alternative investments may carry substantial additional risks, resulting in the loss of some or all of the investment. Using leverage and certain other strategies will result in adverse tax consequences for tax-exempt investors, such as the possibility of unrelated business taxable income, as defined under the U.S. Internal Revenue Code.

ITEM 9 - DISCIPLINARY INFORMATION

We do not have any legal, financial or other "disciplinary" item to report.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

INSURANCE

Some of our IARs are also licensed insurance agents and sell various life insurance products, long-term care, and fixed annuities. Our IARs receive compensation (commissions, trails, or other compensation from the respective product sponsors) as a result of affecting insurance transactions for clients. A portion of the time IARs spend (generally 10%) is in connection with these insurance activities, representing 10% of the ongoing revenue for our IARs. The advisor has an incentive to recommend insurance and this incentive creates a conflict of interest between your interests and our Firm. Clients should note that they have the right to decide whether to engage our IARs' services. Further, clients should note they have the right to decide whether to act on the recommendations and the right to choose any professional to execute the advice for any insurance products through our IAR or any licensed insurance agent not affiliated with our Firm. We recognize the fiduciary responsibility to place your interests first and have established policies in this regard to avoid any conflicts of interest.

BROKER-DEALER

CAP is not a broker/dealer, but our Investment Adviser Representatives ("IAR") are registered representatives of LPL Financial, LLC ("LPL"), a full-service broker-dealer, member FINRA/SIPC, which compensates them for effecting securities transactions. They may earn sales commissions when placing securities transactions through LPL as registered representatives. Because the IARs are dually registered with LPL and CAP, LPL have certain supervisory and administrative duties pursuant to the FINRA Conduct Rule 3040 requirements. LPL and CAP are not affiliated companies. IARs of CAP spend a portion of their time in connection with broker/dealer activities.

As a broker-dealer, LPL engages in a broad range of activities normally associated with securities brokerage firms. Pursuant to the investment advice given by CAP or its IARs, investments in securities may be recommended for clients. If LPL is selected as the broker-dealer, LPL and its registered representatives, including IARs of CAP, may receive commissions for executing securities transactions.

You are advised that if LPL is selected as the broker-dealer, the transaction charges may be higher or lower than the charges you may pay if the transactions were executed at other brokers/dealers. You should note, however, that you are under no obligation to purchase securities through IARs of CAP or LPL.

Moreover, you should note that under the rules and regulations of FINRA, LPL has an obligation to maintain certain client records and perform other functions regarding certain aspects of the investment advisory activities of its registered representatives. These obligations require LPL to coordinate with and have the cooperation of its registered representatives that operate as, or are otherwise associated with, investment advisers other than LPL. Accordingly, LPL may limit the use of certain custodial and brokerage arrangements available to clients of CAP and LPL may collect, as paying agent of CAP, the investment advisory fee remitted to CAP by the account custodian. LPL may charge an administrative Fee to the Firm. This charge will not increase the advisory fee you have agreed to pay CAP.

IARs of CAP, in their capacity as registered representatives of LPL, or as agents appointed with various life, disability or other insurance companies, receive commissions, fee trails, or other compensation from the respective product sponsors and/or as a result of effecting securities transactions for clients. However, clients should note that they have the right to decide whether or not to purchase any investment products through CAP's representatives.

ITEM 11 - CODE OF ETHICS

Our Firm and persons associated with us are allowed to invest for their own accounts, or to have a financial investment in the same securities or other investments that we recommend or acquire for your account and may engage in transactions that are the same as or different than transactions recommended to or made for your account. This creates a conflict of interest. We recognize the fiduciary responsibility to act in your best interest and have established policies to mitigate conflicts of interest.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, and the prohibition against the use of inside information.

The Code of Ethics is designed to protect our clients to detect and deter misconduct, educate personnel regarding the Firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of CAP, safeguard against the violation of the securities laws, and establish procedures for personnel to follow so that we may determine whether their personnel are complying with the Firm's ethical principles.

We have established the following restrictions in order to ensure our Firm's fiduciary responsibilities:

- A director, officer, or employee of CAP shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No supervised employee of CAP shall prefer his or her own interest to that of the advisory client. Trades for supervised employees are traded alongside client accounts;
- We maintain a list of all securities holdings of anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of CAP;
- We emphasize the unrestricted right of the client to decline implementation of any advice rendered, except in situations where we are granted discretionary authority of the client's account;
- We require that all supervised employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices;
- Any supervised employee not in observance of the above may be subject to termination.

None of our associated persons may affect for himself/herself or for accounts in which he/she holds a beneficial interest, any transactions in a security which is being actively recommended to any of our clients, unless in accordance with the Firm's procedures.

You may request a complete copy of our Code by contacting us at the address, telephone, or email on the cover page of this Part 2; ATTN: Michael Edmondson, Chief Compliance Officer.

ITEM 12 - BROKERAGE PRACTICES

We have a relationship with LPL Financial (“LPL”) member FINRA/SIPC to act as custodian for your account. LPL is an independent and unaffiliated SEC-registered broker-dealer. LPL offers services to independent investment Advisors, including custody of securities, trade execution, clearance, and settlement of transactions. We may recommend establishing accounts with LPL to maintain custody of your assets and effect trades for your accounts. Some of the products, services and other benefits provided by LPL benefit us and may not benefit you or your account. Our recommendation/requirement that you place assets with LPL may be based in part on benefits LPL provides us, and not solely on the nature, cost or quality of custody and execution services provided by the custodian.

We are independently owned and operated and CAP is not affiliated with LPL. LPL provides us with access to their institutional trading and custody services. These services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors.

In the event you request us to recommend a broker/dealer custodian for execution and/or custodial services, we generally recommend your account to be maintained at LPL. We recommend establishing accounts with LPL to maintain custody of your assets and effect trades for your accounts. You have the right to decide whether or not to act upon any recommendations, and if you elect to act upon any recommendations, you have the right to act or not act on placing the transactions through any custodian we recommend. Our recommendation is generally based on the custodian’s cost and fees, skills, reputation, dependability, and compatibility with the client. You may be able to obtain lower commissions and fees from other brokers and the value of products, research and services given to us is not a factor in determining the selection of broker/dealer or the reasonableness of their commissions.

You may be able to obtain lower commissions and fees from other brokers and the value of products, research and services given to us is not a factor in determining the selection of custodian or the reasonableness of their commissions. LPL's execution quality may be different than other broker-dealers or custodians.

For our client accounts maintained in custody with one of these custodians, the custodians generally do not charge separately for custody but are compensated by account holders through 12b-1 fees and ticket charges.

The custodians we utilize make available to us other products and services that benefit us but may not benefit your accounts in every case, also known as soft dollars. Some of these other products and services assist us in managing and administering your accounts. These include software and technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from your account, and assist with back-office functions, recordkeeping and reporting.

Many of these services generally may be used to service all or a substantial number of our accounts. The custodians also make available to us other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the custodians may make available, arrange and/or pay for these services rendered to us by third parties. The custodians may discount or waive fees it 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 us

While as a fiduciary, we endeavor to act in your best interest, our recommendation that you maintain your assets in accounts at our recommended custodians may be based in part on the benefit to us or the availability of some

of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the custodian, which creates a conflict of interest. IARs endeavor at all times to put the interest of our clients first as a part of their fiduciary duty.

TRANSITION BENEFITS

LPL Financial provides various benefits and payments to Dually Registered Persons that are new to the LPL Financial platform to assist the representative with the costs (including foregone revenues during account transition) associated with transitioning his or her business to the LPL Financial platform (collectively referred to as "Transition Assistance"). The proceeds of such Transition Assistance payments are intended to be used for a variety of purposes, including but not necessarily limited to, providing working capital to assist in funding the Dually Registered Person's business, satisfying any outstanding debt owed to the Dually Registered Person's prior firm, offsetting account transfer fees (ACATs) payable to LPL Financial as a result of the Dually Registered Person's clients transitioning to LPL Financial's custodial platform, technology set-up fees, marketing and mailing costs, stationary and licensure transfer fees, moving expenses, office space expenses, staffing support and termination fees associated with moving accounts.

The amount of the Transition Assistance payments are often significant in relation to the overall revenue earned or compensation received by the Dually Registered Person at their prior firm. Such payments are generally based on the size of the Dually Registered Person's business established at their prior firm and/or assets under custody on the LPL Financial. Please refer to the relevant Part 2B brochure supplement for more information about the specific Transition Payments your representative receives.

Transition Assistance payments and other benefits are provided to associated persons of our Firm in their capacity as registered representatives of LPL Financial. However, the receipt of Transition Assistance by such Dually Registered Persons creates conflicts of interest relating to the Firm's advisory business because it creates a financial incentive for CAP's representatives to recommend that its clients maintain their accounts with LPL Financial. In certain instances, the receipt of such benefits is dependent on a Dually Registered Person maintaining its clients' assets with LPL Financial and therefore our Firm has an incentive to recommend that clients maintain their account with LPL Financial in order to generate such benefits.

Our Firm attempts to mitigate these conflicts of interest by evaluating and recommending that clients use LPL Financial's services based on the benefits that such services provide to our clients, rather than the Transition Assistance earned by any particular Dually Registered Person. Clients should be aware of this conflict and take it into consideration in making a decision whether to custody their assets in a brokerage account at LPL Financial.

TRADE ERRORS

We have implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with our fiduciary duty, it is our policy to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and we will absorb any loss resulting from the trade error if the error was caused by the firm. If the error is caused by the Custodian, the Custodian will be responsible for covering all trade error costs. If an investment gain results from the correcting trade, the gain will be donated to charity by the Custodian. Our Firm will never benefit or profit from trade errors.

BROKERAGE FOR CLIENT REFERRALS

CAP does not receive client referrals from any custodian or third party in exchange for using that custodian or third party.

AGGREGATION AND ALLOCATION OF TRANSACTIONS

We may aggregate transactions if we believe that aggregation is consistent with the duty to seek best execution for our clients and is consistent with the disclosures made to clients and terms defined in the client Investment Advisory Agreement. No advisory client will be favored over any other client, and each account that participates in an aggregated order will participate at the average share price (per custodian) for all transactions in that security on a given business day.

We will aggregate trades for ourselves or our associated persons with your trades, providing that the following conditions are met:

- Our policy for the aggregation of transactions shall be fully disclosed separately to our existing clients (if any) and the broker/dealer(s) through which such transactions will be placed;
- We will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek the best execution (which includes the duty to seek best price) for you and is consistent with the terms of our Investment Advisory Agreement with you for which trades are being aggregated.
- No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all our transactions in a given security on a given business day, with transaction costs based on each client's participation in the transaction.
- We will prepare a written statement ("Allocation Statement") specifying the participating client accounts and how to allocate the order among those clients.
- If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the allocation statement; if the order is partially filled, the accounts that did not receive the previous trade's positions should be "first in line" to receive the next allocation.
- Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment and the reason for difference of allocation is explained in writing and is reviewed by our compliance officer. Our books and records will separately reflect, for each client account, the orders of which aggregated, the securities held by, and bought for that account.
- We will receive no additional compensation or remuneration of any kind because of the proposed aggregation; and
- Individual advice and treatment will be accorded to each advisory client.

DIRECTED BROKERAGE

We do not routinely require that you direct us to execute transactions through a specified broker dealer. Additionally, we typically do not permit you to direct brokerage. We place trades for your account subject to our duty to seek best execution and other fiduciary duties.

ITEM 13 - REVIEW OF ACCOUNTS

Account reviews are performed at least annually by the Chief Compliance Officer of CAP. Account reviews are performed more frequently when market conditions dictate. Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria, reviewing target allocations of each asset class to identify if there is an opportunity for rebalancing, and reviewing accounts for tax loss harvesting opportunities.

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Clients receive written account statements no less than quarterly for managed accounts. Account statements are issued by the Client's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs. CAP may also send periodic or other

event-inspired reports based on market or portfolio activity. Reports will generally be provided in electronic format.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Our firm does not accept nor receive compensation for client referrals.

LEAD GENERATION

Our Firm pays for lead generation services through other third parties. We subscribe to SmartVestor, a lead-generation service for Registered Investment Advisors and other financial professionals. In exchange for these services, we pay a monthly fee. Lead generation firms provide an online search tool to the public that allows prospective clients to search for individual advisors within a selected state or region. These passive websites may enable prospective clients to contact an advisor via electronic mail, telephone, or other contact information. Clients who find our Firm this way do not pay more for their services than Clients referred in any other fashion. There is no direct solicitation of Clients for the IAR by the lead generation service.

OTHER PROFESSIONALS

Our Firm may be asked to recommend a financial professional, such as an attorney, accountant, or mortgage broker. In such cases, our Firm does not receive direct compensation for any referrals to individuals or firms in our professional network. Clients must independently evaluate these firms or individuals before engaging in business with them, and clients have the right to choose any financial professional to conduct business. Individuals and firms in our financial professional network may refer clients to our Firm. Again, our Firm does not pay any direct compensation in return for any referrals made to our Firm. Our Firm recognizes the fiduciary responsibility to place your interests first and has established policies to mitigate any conflicts of interest.

ITEM 15 – CUSTODY

We do not have physical custody, as it applies to investment advisors. Custody has been defined by regulators as having access or control over client funds and/or securities.

DEDUCTION OF ADVISORY FEES

For all accounts, our Firm has the authority to have fees deducted directly from client accounts. Our Firm has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients, or an independent representative of the client, will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address, and the way the funds or securities are maintained. Finally, at least quarterly, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative. You should carefully review those statements and are urged to compare the statements against reports received from CAP. When you have questions about your account statements, you should contact CAP or the qualified custodian preparing the statement.

Please refer to Item 5 for more information about the deduction of adviser fees.

ITEM 16 – INVESTMENT DISCRETION

For discretionary accounts, prior to engaging CAP to provide investment advisory services, you will enter a written Agreement with us granting the Firm the authority to supervise and direct, on an on-going basis, investments in accordance with the client's investment objective and guidelines. In addition, you will need to execute additional documents required by the Custodian to authorize and enable CAP, in its sole discretion, without prior consultation with or ratification by you, to purchase, sell, or exchange securities in and for your accounts. We are authorized, in our discretion and without prior consultation with you to: (1) buy, sell, exchange and trade any stocks, bonds or other securities or assets and (2) determine the amount of securities to be bought or sold, and

(3) place orders with the custodian. Any limitations to such discretionary authority will be communicated to our Firm in writing by you, the client.

The limitations on investment and brokerage discretion held by CAP for you are:

- For discretionary accounts, we require that we be provided with the authority to determine which securities and the amounts of securities to be bought or sold.
- Any limitations on this discretionary authority shall in writing as indicated on the investment advisory Agreement, Appendix B. You may change/amend these limitations as required.

In some instances, we may not have discretion. We will discuss all transactions with you prior to execution or you will be required to make the trades if in an employer-sponsored account.

ITEM 17 – VOTING CLIENT SECURITIES

We will not vote proxies on your behalf. You are welcome to vote proxies or designate an independent third-party at your own discretion. You designate proxy voting authority in the custodial account documents. You must ensure that proxy materials are sent directly to you or your assigned third party. We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies. You can contact our office with questions about a particular solicitation by phone at 678-519-5733.

ITEM 18 – FINANCIAL INFORMATION

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.



Capital and Planning, LLC
Michael Edmondson, CFP®

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March 18, 2024

This brochure supplement provides information about Michael Edmondson and supplements the Capital and Planning, LLC brochure. You should have received a copy of that brochure. Please contact Michael Edmondson if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Michael Edmondson (CRD# 2552747) is also available on the SEC's website at www.adviserinfo.sec.gov.

PRINCIPAL EXECUTIVE OFFICER – MICHAEL EDMONDSON, CFP®

Year of birth: 1971

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

EDUCATIONAL BACKGROUND:

- The University of Texas, Bachelor of Economics, 1994
- Oglethorpe University, Certified Financial Planner™ Board of Standards Certification Program, 2003

BUSINESS EXPERIENCE:

- Capital and Planning, LLC; Investment Advisor Representative; 04/2022 – Present
- LPL Financial LLC; Registered Representative; 05/2017 – Present
- Independent Advisor Alliance; Investment Advisor Representative; 05/2017 – 8/2022
- Wells Fargo Advisors; Investment Advisor Representative/Registered Representative; 09/2007 – 05/2017
- UVEST Financial Services; Investment Advisor Representative/Registered Representative; 9/1998 – 5/2017
- Edmonstone & MacMillan, LLC; President; 01/2017 – Present

PROFESSIONAL DESIGNATIONS:

- CERTIFIED FINANCIAL PLANNER™ (CFP®) ¹

¹ CERTIFIED FINANCIAL PLANNER (“CFP®”) DESIGNATION MINIMUM QUALIFICATIONS

I am certified for financial planning services in the United States by the Certified Financial Planner Board of Standards, Inc. (“CFP Board”). Therefore, I may refer to myself as a CERTIFIED FINANCIAL PLANNER™ professional or a CFP® professional, and I may use these and the 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.

CFP® professionals have met the 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 the 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 requirements through other qualifying credentials. CFP Board implemented the bachelor’s degree or higher requirement in 2007 and the financial planning development capstone course requirement in March 2012. Therefore, a CFP® professional who first became certified before those dates may not have earned a bachelor’s or higher degree or completed a financial planning development capstone course.
- 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 the CFP Board’s Code and Standards. This includes a commitment to the 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.

ITEM 3 - DISCIPLINARY INFORMATION

Michael Edmondson has no material legal or disciplinary events requiring disclosure. He has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority imposing a penalty of more than \$2,500; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked. FINRA’s BrokerCheck® (<https://brokercheck.finra.org/>) may have additional information regarding the disclosure history of Mr. Michael Edmondson that is not included in this brochure supplement.

ITEM 4 - OTHER BUSINESS ACTIVITIES

Michael Edmondson has outside business activities as follows:

- Licensed Insurance Agent
- Registered Representative of a Broker/Dealer
- President of Edmonstone & MacMillan, LLC dba Rum Dog Rum and Craft Distributors

Less than 10% of his time is spent on the above practices and from time to time, may offer Clients services from these activities. These practices represent conflicts of interest because they give Michael Edmondson an incentive to recommend products and or services based on the commission or fee amount received. This conflict is mitigated by disclosures, procedures, and CAP’s fiduciary obligation to place the best interest of the Client first. Moreover, Clients are not required to purchase or engage Michael Edmondson for any products or services offered as Clients have the option to purchase them through another person or entity of their choosing.

ITEM 5 - ADDITIONAL COMPENSATION

Michael Edmondson receives commissions on insurance and securities sales but does not receive any performance-based fees. He does not receive any additional compensation for performing advisory services other than what is disclosed in Item 5 of Part 2A.

ITEM 6 - SUPERVISION

Michael Edmondson is the Chief Compliance Officer of CAP. They supervise and oversee all activities conducted through the firm and maintain policies and procedures to guide their activities. Michael Edmondson reviews all Firm policies and procedures annually for their adequacy and the effectiveness of their implementation.

Michael Edmondson can be reached at 678-519-5733.



Capital and Planning, LLC
Justin Florence

2242 Mt. Zion Road Jonesboro, GA 30236

Phone: 678-519-5733

Email: jflorence@capitalandplanning.com

www.capitalandplanning.com

March 18, 2024

This brochure supplement provides information about Justin Florence and supplements the Capital and Planning, LLC brochure. You should have received a copy of that brochure. Please contact Justin Florence if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Justin Florence (CRD# 4370448) is also available on the SEC's website at www.adviserinfo.sec.gov.

INVESTMENT ADVISOR REPRESENTATIVE – JUSTIN FLORENCE

Year of birth: 1977

ITEM 2 - EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

EDUCATIONAL BACKGROUND:

- Attended Georgia Southern University, 1997
- Attended University of North Georgia, 1998
- Attended Oglethorpe University, 2000

BUSINESS EXPERIENCE:

- Capital and Planning, LLC; Investment Advisor Representative; 07/2023 – Present
- LPL Financial LLC; Registered Representative; 07/2004 – Present
- Edward Jones; Advisor; 07/2001 – 07/2004

ITEM 3 - DISCIPLINARY INFORMATION

Justin Florence has no material legal or disciplinary events requiring disclosure. He has not been party to a) a criminal or civil action in a domestic, foreign or military court; b) an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or any foreign financial regulatory authority imposing a penalty of more than \$2,500; c) a self-regulatory proceeding; or d) any other proceeding in which a professional attainment, designation, or license was revoked. FINRA's BrokerCheck® (<https://brokercheck.finra.org/>) may have additional information regarding the disclosure history of Mr. Justin Florence that is not included in this brochure supplement.

ITEM 4 - OTHER BUSINESS ACTIVITIES

Justin Florence has outside business activities as follows:

- Licensed Insurance Agent
- Registered Representative of a Broker/Dealer
- Buckhead Brokerage Group, an independent insurance agency for non-variable insurance
- SES Wealth Management, personal S-Corp.

Approximately 10% of his time is spent on the above practices and from time to time, may offer Clients services from these activities. These practices represent conflicts of interest because it gives Justin Florence an incentive to recommend products and or services based on the commission or fee amount received. This conflict is mitigated by disclosures, procedures, and CAP's fiduciary obligation to place the best interest of the Client first. Moreover, Clients are not required to purchase or engage Justin Florence for any products or services offered as Clients have the option to purchase them through another person or entity of their choosing.

ITEM 5 - ADDITIONAL COMPENSATION

Justin Florence receives commissions on insurance and securities sales but does not receive any performance-based fees. He does not receive any additional compensation for performing advisory services other than what is disclosed in Item 5 of Part 2A.

ITEM 6 - SUPERVISION

Justin Florence is supervised through a compliance program designed to prevent and detect violations of the federal and state securities laws. Supervision is conducted by the Chief Compliance Officer, Michael Edmondson, who is responsible for administering the policies and procedures. Mr. Edmondson reviews those policies and procedures annually for their adequacy and the effectiveness of their implementation. All policies and procedures of the firm are followed.

Michael Edmondson can be reached at 678-519-5733.