D3 Financial Counselors LLC

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This brochure supplement provides information about the D3 Financial Counselors staff that supplements the D3 Financial Counselors brochure. Please contact us at (630) 271-0033 if you would like to receive a copy of this D3 Financial Counselors LLC's brochure, or if you have any questions about the contents of this brochure.

Additional information about registered investment advisors Donald Duncan, Adam Glassberg, Brett Spencer, Kirsten Simon and Michael Smith is available on the SEC's website at www.adviserinfo.sec.gov.

Donald D. Duncan, MBA CPA CFA™ CFP®

EDUCATION Donald Duncan has the following educational credentials:

2006: Personal Financial Specialist (PFS),

2001: Certified Financial Planner (CFP®),

1997: Certified Specialist in Estate Planning (CSEP),

1992: Chartered Financial Analyst (CFA),

1987: Master of Business Administration (MBA), DePaul University, Chicago, IL Marketing Major,

1985: Certified Public Accountant (CPA Registered),

1980: Bachelor of Science (BS), Illinois State University, Normal, IL Triple major in Finance, Operations Management and Human Resource Management.

BUSINESS EXPERIENCE Donald Duncan has the following business experience:

1997-Present: Owner and Managing Member of D3 Financial Counselors LLC

He is responsible for managing all aspects of clients' financial wellbeing, including portfolio management and financial planning.

1986- 1997: Vice President, Assistant Division Manager, Northern Trust Co.

He managed Northern Trust's Trust Department Cash Investment Management Division. He was responsible for all aspects of portfolio management for short term fixed income funds; including mutual funds, common funds, and collective funds. He had major emphasis on technology, human resource management, and systems engineering approaches to management. He had co-responsibility for over $70 billion in assets.

1989-1991: Director of Credit Research, Northern Trust Co.

He established initial credit research capability for fixed income investments within the Trust Department while also managing all aspects or short term municipal investments

1986-1997: Portfolio Management Technology Development and Systems Planning, Northern Trust.

He performed design, development and installation of portfolio management systems applications, focusing on analysis and controls for a $70 billion Cash Investment Management Division at Northern Trust Co.

1980-1986: Trust Operations Supervisor, Planning Officer, Strategic Planning Officer, Financial Analyst, Northern Trust Co.

PROFESSIONAL ORGANIZATIONS Donald Duncan is a member of the following:

CFA Institute (CFAI), CFA Society of Chicago (CFAC), American Institute of Certified Public Accountants (AICPA), Illinois CPA Society (ICPA), American Association of Individual Investors (AAII), Illinois Financial Planning Association (FPA), National Association of Personal Financial Advisors (NAPFA), and the Downers Grove Area Chamber of Commerce.

AGE Donald Duncan was born in 1956.

DISCIPLINARY INFORMATION

Donald Duncan has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITES

Donald Duncan is *not* involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Donald Duncan does *not* receive any other compensation from any non-client for the provision of advisory services.

SUPERVISION

Donald Duncan, Managing Member D3 Financial Counselors (630- 271-0033), is the designated principal for all D3 employees.

EDUCATION Adam Glassberg has the following education credentials:

2012: Certified Investment Management Analyst (CIMA®),

2011: Certified Financial Planner (CFP®),

2009: Certificate in Financial Planning, DePaul University, Chicago, IL,

2008: Bachelor of Science in Finance (BS), Eastern Illinois University, Charleston, IL:
Financial Planning Students Association & Student Investing Society.

BUSINESS EXPERIENCE Adam Glassberg has the following experience:

2015-Present: Financial Counselor and Co-Owner at D3 Financial Counselors LLC
He is responsible for review and implementation of financial plans. He co-manages client portfolios & takes part in all day-to-day portfolio management activities. He has oversight of several financial planning processes including annual financial plan updates, tax preparation, insurance reviews, and estate reviews. Other duties include staff management, business operations oversight, hourly consultations with clients, business development, and client servicing.

2013-2015: Senior Financial Planner & Co-Portfolio Manager at D3 Financial Counselors LLC
He was responsible for development and review of financial plans. He co-managed client portfolios & took part in all day-to-day portfolio management activities. He had oversight of several financial planning processes including annual financial plan updates, tax preparation, insurance reviews, and estate reviews. Other duties include hourly consultations with clients, business development and client servicing.

2011-2013: Financial Planner at D3 Financial Counselors LLC
He was responsible for development and review of financial plans. He assisted with day-to-day portfolio management activities. He had oversight of several financial planning processes including annual financial plan updates, tax preparation, insurance reviews, and estate reviews. Other duties included hourly consultations with clients, information technology assistance, and client servicing.

2008-2011: Junior Financial Planner at D3 Financial Counselors LLC
He was responsible for development of financial plans, and assisted with several financial planning processes including annual financial plan updates, tax preparation, insurance reviews, and estate reviews. Other duties included information technology assistance, and client servicing.

2008: Accounting Intern at IoVest Development LLC
He established client database, and used queries to run numerous reports in Microsoft Access. He was responsible for account processing and reconciliation of bank accounts using QuickBooks Pro.

2006-2007 Accounting Intern at Heartland Bath and Kitchen Designs
He assisted with payroll, tax, and account processing. Produced job costing reports/analysis to determine which projects produced optimal net income.

PROFESSIONAL ORGANIZATIONS Adam Glassberg is a member of the following:

Illinois Financial Planning Association (FPA) and National Association of Personal Financial Advisors (NAPFA).

AGE Adam Glassberg was born in 1986.

DISCIPLINARY INFORMATION

Adam Glassberg has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITES

Adam Glassberg is *not* involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Adam Glassberg does *not* receive any other compensation from any non-client for the provision of advisory services.

SUPERVISION

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EDUCATION Michael Meyers has the following education credentials:

2006: Certified Financial Planner (CFP®),

2005: Certificate in Financial Planning, DePaul University, Chicago, Ill,

1984: Master of Business Administration (MBA), University of Chicago, Chicago, Ill,

Beta Gama Sigma business honorary society,

1969: Master of Science (MS) in Computer Science, University of Chicago, Chicago, Ill,

1967: Bachelor of Arts (BA) in Mathematics cum laude, Illinois of Illinois at Urbana-Champagne, Ill,

Pi Mu Epsilon mathematics honorary society.

BUSINESS EXPERIENCE Michael Meyers has the following business experience:

2007-Present: Chief Compliance Officer & Financial Planner, D3 Financial Counselors LLC

He is Chief Compliance Officer. He also assists D3Financial Counselors' clients across a wide area including developing financial plans, researching investment opportunities, client income taxes, etc.

2003-present: Farmington Central Academic Foundation.

He is Co-Treasurer & head of the Investments Committee for a foundation that awards scholarships to high school graduates.

2005-2013: AARP Tax-Aide

He assisted low income clients in preparation and filing of federal & state income taxes

1981- 2001: Director Product Management/Marketing, AT&T Network Systems/Lucent Technologies.

He was responsible for the development, product management & marketing of a number of major Lucent product lines with annual sales in excess of a billion dollars.

1967-1981: Software Engineer/Manager, AT&T Bell Laboratories.

He was responsibilities across the entire new product development cycle from new business development, through product development and deployment, to customer support across several of AT&T Network Systems major product lines.

PROFESSIONAL ORGANIZATIONS Michael Meyers is a member of the following:

Illinois Financial Planning Association (FPA).

AGE Michael Meyers was born in 1945.

DISCIPLINARY INFORMATION

Michael Meyers has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITES

Michael Meyers is *not* involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Michael Meyers does *not* receive any other compensation from any non-client for the provision of advisory services.

SUPERVISION

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Kirsten Simon MBA, CFP®

EDUCATION Kirsten Simon has the following education credentials:

2017: Certified Financial Planner (CFP®),

2014: Master of Business Administration, Finance emphasis (MBA), Murray State University, Murray, KY,

2013: Bachelor of Science in Finance, Financial Planning emphasis (BS), Murray State University, Murray, KY

BUSINESS EXPERIENCE Kirsten Simon has the following experience:

2015-Present: Junior Financial Planner at D3 Financial Counselors LLC

She is responsible for the development and review of financial plans. He assists in financial planning processes including annual financial plan updates, tax preparation, insurance reviews, estate reviews and portfolio management. Other duties include client servicing.

AGE Kirsten Simon was born in 1991.

DISCIPLINARY INFORMATION

Kirsten Simon has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITES

Kirsten Simon is *not* involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Kirsten Simon does *not* receive any other compensation from any non-client for the provision of advisory services.

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Michael H. Smith, MS, MBA, CFP®, AWMA®, CRPC®

EDUCATION Michael H. Smith has the following educational credentials:

2016: Master of Science Personal Financial Planning (MSPFP), College for Financial Planning, Centennial, CO

2014: Accredited Wealth Management Advisor (AWMA®)

2008: Chartered Retirement Management Counselor (CRPC®)

2007: Certified Financial Planner (CFP)

1992: Master of Business Administration (MBA), Keller Graduate School of Management, Chicago, Illinois Finance concentration

1986: Bachelor of Science in Marketing (BS) University of Illinois at Chicago, Marketing

BUSINESS EXPERIENCE

2016- Present: Senior Financial Planner & Assistant Portfolio Manager at D3 Financial Counselors, LLC

2013-2016: Wealth Management Advisor at Fifth Third Private Bank

He served as primary trusted advisor on a team providing comprehensive wealth management to corporate executives, professionals and small business owners with investable assets over $2 million.

2004-2013: Senior Investment Counselor, T. Rowe Price Associates

He managed 85-100 high net worth client relationships, developed financial plans including asset allocation, retirement planning, investment analysis, college planning, and estate and tax planning strategies.

2002-2004: Investment Counselor, T. Rowe Price Associates

He consulted and managed client relationships within mass affluent market; educated prospects and clients through personal client meetings, workshops, and seminars.

2001-2002: Account Executive, T. Rowe Price Associates

He managed client relationships; answered client inquires, completed transactions and trades, and collaborated with internal CFPs to help deliver financial planning solutions to clients.

1996- 2001: Director of Sales, UPS Capital

He structured and negotiated asset based lines of credit to CFOs/ Presidents of middle market companies. Managed corporate sales efforts within a six state Midwest region.

1994- 1996: Major Account Executive, United Parcel Service

He was responsible for managing the top 50 accounts in the North Central Region. Managed all aspects of client relationship from delivering world-class client service to managing client profitability.

1989-1994 Marketing Supervisor, United Parcel Service

He managed the marketing plans for numerous corporate and district marketing initiatives that included all marketing activities from developing the marketing plan, leading focus groups and client questionnaires to direct mail and creating local advertising campaigns.

1988-1989 Account Executive, United Parcel Service

He was responsible for the profitability and client satisfaction for the districts smaller accounts.

1986- 1988: Marketing Supervisor, Dean Foods

He was an Account Executive managing the marketing and sales efforts of mid-size corporate accounts.

PROFESSIONAL ORGANIZATIONS

Illinois Financial Planning Association (FPA), Chicago Estate Planning Council (CEPC), Du Page Estate Planning Council (DEPC), National Association of Personal Financial Advisors (NAPFA)

AGE Michael Smith was born in 1961

DISCIPLINARY INFORMATION

Michael H. Smith has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITIES

Michael H. Smith is not involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Michael H. Smith does not receive any other compensation from any non-client for the provision of advisory services.

SUPERVISION

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Brett Spencer MS, CFP®, CEPA

EDUCATION Brett Spencer has the following education credentials:

2016: Certified Exit Planning Advisor (CEPA)

2014: Certified Financial Planner (CFP®),

2012: Master of Science in Personal Financial Planning (MS), Texas Tech University, Lubbock, TX,

2010: Bachelor of Science in Personal Financial Planning (BS), University of Illinois, Urbana-Champaign, IL

BUSINESS EXPERIENCE Brett Spencer has the following experience:

2015-Present: Financial Planner at D3 Financial Counselors LLC

He is responsible for the development and review of financial plans. He assists in financial planning processes including annual financial plan updates, tax preparation, insurance reviews, estate reviews and portfolio management. Other duties include hourly consultations with clients, information technology assistance, and client servicing.

2014-2015: Planner Advisor at Balasa Dinverno Foltz LLC

He was responsible for the development of financial plans and managing workflows among a team to ensure clients were serviced at a high level. He was responsible for analyzing financial planning updates, tax planning, insurance planning, estate planning and portfolio management. Other duties included investment research, portfolio management and client servicing.

2012-2014: Planning Associate at Plancorp LLC

He was responsible for development of financial plans. He was responsible for analyzing financial planning updates, tax planning, insurance planning, estate planning and portfolio management. Other duties included assisting in the marketing efforts of the firm.

2011: Intern at Francis Financial LLC

He assisted in portfolio analysis and management. He also assisted in the marketing efforts of the firm.

PROFESSIONAL ORGANIZATIONS Brett Spencer is a member of the following:

Illinois Financial Planning Association (FPA).

AGE Brett Spencer was born in 1988.

DISCIPLINARY INFORMATION

Brett Spencer has *never* been subject to any disciplinary action.

OTHER BUSINESS ACTIVITES

Brett Spencer is *not* involved in any other investment-related business or occupation.

ADDITIONAL COMPENSATION

Brett Spencer does *not* receive any other compensation from any non-client for the provision of advisory services.

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Explanation of Professional Designations

Certified Financial Planner (CFP)

The Certified Financial Planner (CFP) designation is a professional certification mark for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board). To receive authorization to use the designation, the candidate must meet education, examination, experience and ethics requirements, and pay an ongoing certification fee.

To earn the CFP designation, candidates must meet several requirements—the first of which is to have a bachelor's degree or higher from an accredited U.S. college or university. As a first step to the present CFP certification criteria, students must master a list of nearly 100 topics on integrated financial planning. The topics cover major planning areas such as: *General Principles of Finance and Financial Planning, Insurance Planning, Employee Benefits Planning, Investment and Securities Planning, State and Federal Income Tax Planning, Estate Tax, Gift Tax, and Transfer Tax Planning, Asset Protection Planning, Retirement Planning, and Estate Planning.* Students are required to complete course training in the above listed topic areas in order to sit for the 10 hour CFP Board Certification Examination. After passing the examination, the candidate must then demonstrate to have three years full-time or equivalent part-time experience in the financial planning field. In addition, the candidate must be approved by the CFP Board during initial certification, which also involves an extensive background check—including an ethics, character and criminal check.

The final components are the ethics and continuing education requirements. CFP certificants are required to adhere to the CFP Board Code of Ethics and Professional Responsibility and to the Financial Planning Practice Standards. Registered investment advisors have a fiduciary duty to care for investments. The CFP Board has the right to enforce them through its Disciplinary Rules and Procedures. To maintain certification, license holders are also required to complete certain continuing education requirements on an on-going basis in addition to paying a licensing fee every two years.

Chartered Financial Analyst (CFA)

The Chartered Financial Analyst (CFA) designation is an international professional certification offered by the CFA Institute financial analysts. Candidates must complete a series of three six-hour exams, possess a bachelor's degree from an accredited institution (or have equivalent education or work experience) and have 4 years of qualified, professional work experience. CFA charterholders are also obligated to adhere to a strict Code of Ethics and Standards governing their professional conduct.

The CFA is a qualification for finance and investment professionals, particularly in the fields of investment management and financial analysis of stocks, bonds and their derivative assets. The program focuses on portfolio management and financial analysis, and provides a generalist knowledge of other areas of finance. Specific topic areas: Ethical and Professional Standards, Quantitative Methods (such as the time value of money, and statistical inference), Economics, Financial Reporting and Analysis, Corporate Finance, Analysis of Investments (stocks, bonds, derivatives, venture capital, real estate, etc.), Portfolio Management and Analysis (asset allocation, portfolio risk, performance measurement, etc.)

Members of CFA Institute must: Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets; Place the integrity of the investment profession and the interests of clients above their own personal interests; Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; Practice and encourage others to practice in a professional and ethical manner that will reflect credit on ourselves and the profession. Promote the integrity of, and uphold the rules governing, capital markets; Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals

Certified Public Accountant (CPA)

Certified Public Accountant (CPA) is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for

certification as a CPA. The exam sections are as follows: Auditing and Attestation covers knowledge of planning the engagement, internal controls, obtaining and documenting information, reviewing engagements and evaluating information, and preparing communications. Financial Accounting and Reporting covers knowledge of concepts and standards for financial statements, typical items in financial statements, specific types of transactions and events, accounting and reporting for governmental agencies, and accounting and reporting for non-governmental and not-for-profit organizations. Regulation covers knowledge of ethics and professional responsibility, business law, Federal tax procedures and accounting issues, Federal taxation of property transactions, Federal taxation – individuals, and Federal taxation – entities. Business Environment and Concepts covers knowledge of business structures, economic concepts, financial management, information technology, and planning and measurement.

The Uniform CPA Exam tests primarily understanding and the ability to apply authoritative literature—such as auditing and accounting standards, the Uniform Commercial Code, and the Internal Revenue Code—that are universally adopted by all US jurisdictions or are federal in nature.

The primary functions CPAs fulfill relate to assurance services, or public accounting. In assurance services, also known as financial audit services, CPAs attest to the reasonableness of disclosures, the freedom from material misstatement, and the adherence to the applicable generally accepted accounting principles (GAAP) in financial statements. State requirements for the CPA qualification can be summed up as the *Three Es*—Education, Examination and Experience.

CPAs are required to take continuing education courses in order to renew their license. Requirements vary by state but the vast majority requires 120 hours of CPE every 3 years with a minimum of 20 hours per calendar year. As part of the CPE requirement, most states require their CPAs to take an ethics course during every renewal period. Again, ethics requirements vary by state but the courses range from 2–8 hours.

Certified Specialist in Estate Planning (CSEP)

The Certified Specialist in Estate Planning® (CSEP) program consists of a curriculum of core and elective courses specifically designed to enhance and expand practical knowledge. Candidates must complete all six core courses, as well as two electives, and pass a related exam for each. The courses offered in the Certified Specialist in Estate Planning® program vary in level of knowledge from basic to advanced and consist of the following:

Core Courses: A Complete Guide to the Administration of Trusts and Estates, Mastering the Fundamentals of Estate Planning, Federal Estate and Gift Tax Returns, Fiduciary Income Tax Return, The Complete Trust Workshop, Post Mortem Estate Planning.

Electives (select two): Advanced Estate Planning and Valuation Issues for the Closely Held Business Owner, Advanced Concepts in Estate Planning, Advanced Form 1041 Practice Workshop, What You Need to Do Now in Estate Planning, Estate and Business Succession Planning Using Life Insurance, The Top 50 Mistakes Practitioners Make and How to Fix Them: Estate Planning and Administration

Personal Financial Specialist (PFS)

The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. A PFS credential holder is required to adhere to AICPA's Code of Professional Conduct, and is encouraged to follow AICPA's Statement on Responsibilities in Financial Planning Practice. To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

Certified Investment Management Analyst (CIMA®)

The CIMA® certification, issued by the Investment Management Consultants Association (IMCA), is focused on advanced investment consulting. The CIMA® professional integrates a complex body of investment knowledge to provide objective investment advice and guidance to individuals and institutions. CIMA®s analyze portfolios' profits, losses, and rates of return. Today, the financial services industry recognizes the CIMA® certification as the standard for advanced investment consulting. The CIMA® credential communicates to clients and peers that the consultant has completed a rigorous process reflecting a high level of competency, professionalism, and investment expertise.

Master of Business Administration (MBA)

The Master of Business Administration (MBA) is a graduate degree designed to help people run businesses. The MBA program core courses focus on areas of business such as accounting, finance, marketing, human resources and operations management.

Certified Exit Planning Advisor (CEPA)

The CEPA Program integrates business exit strategy into business, personal, and financial goals of the business owner. The process consists of three major components, referred to as the "three legs of the stool": 1) Maximizing business value 2) Personal financial planning, and 3) Life after business planning. The process teaches that exit strategy is business strategy. It is about building, harvesting, and preserving family wealth for generations to come and integrating best in class business practices into daily operations. The Methodology focuses on enterprise value and is a revenue producing model for professional advisors that is justifiable with growth of overall enterprise value.