

Item 1: Cover Page

PART 2A OF FORM ADV

BROCHURE RULE

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Seed Money Consulting (“SMC” or “firm”) is a “Registered Investment Advisor” or “RIA” with Colorado’s Division of Securities. However, being registered does not imply a certain level of skill or training. This brochure provides more information on our qualifications and services. More information, including staff resumes and backgrounds, can be found on our website at www.seedmoneyconsulting.com.

This brochure provides information about the qualifications and business practices of Seed Money Consulting. If you have any questions about the contents of this brochure, please contact us at financial.services@seedmoneyconsulting.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Seed Money Consulting also is available on the SEC’s website at www.adviserinfo.sec.gov. Our firm’s name or CRD# 306209 can be used as a search term.

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Item 2: Material Changes

We updated our wrap fee price. We reduced our AUM starting fee from 150 basis points (or 1.5 percent per year) to 90 basis points (or 0.9 percent per year). See item 5.



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Item 4: Advisory Business

SMC was founded in December 2016 and first became registered as an investment advisor in September 2020. SMC is an independent, fee-based, financial services company. SMC's principal executive officer is Mr. Shahab Maslehati. The firm was founded and is owned by Shahab Maslehati. Mr. Maslehati serves as the firm's Chief Executive Officer and Chief Compliance Officer. More information on Mr. Maslehati is included in our Form ADV 2b Supplement.

Our services center on concepts found under the umbrella of objective financial planning. We do not accept third-party commissions or sell any financial products such as insurance policies, loans, or mutual funds. SMC's mission is to partner with clients to help secure financial safety and prosperity while adhering to laws, regulations, and our Code of Ethics. To accomplish this mission, we focus on service and education to promote awareness and encourage growth. We offer two advisory services to individuals – Financial Planning ("FP") and Investment Management ("IM"). We enter agreements to fulfill these services using a written Engagement Letter ("EL").

FP Overview - We administer FP concepts as supported by The American College and other standard setting organizations. The approach is tailored to the client's family circumstances. Our general approach is as follows:

- **Goal Setting and Risk Management** – We document your earnings, insurance coverages, savings, liabilities, and investments. These components are integrated into fully understanding your lifetime goals and responsibilities.
- **Budget and Forecast Model** – We incorporate your goals and responsibilities into a forward looking financial projection. The financial model provides snapshots of the clients financial plan considering various economic scenarios and assumptions.
- **Reporting** – We coordinate with clients through remote and in-person meetings. At a minimum, we annually issue confidential financial reports to the client. Frequency of reporting is set at engagement and depends on the client's financial complexity.

We provide FP services on a one-time basis as well as on an ongoing subscription. The EL outlines the terms and conditions of our service including our fees and payment schedules.

IM Overview – We provide discretionary IM advisory services that we collaborate with the client to ensure strategic suitability and transparency. As of the time of this disclosure, we had \$8 million Assets Under Management (AUM). We administer our fees using our wrap fee program. We manage your portfolio in accordance with a tailored and signed Investment Policy Agreement (IPA) with each client. Clients may impose restrictions on investing in certain securities or types of securities. While we follow the IPA to guide us in managing your account, a financial plan is recommended to better our understanding of your financial position and responsibilities. Our discretionary authority allows us to manage your account by placing buy or sell trades without contacting you before each trade. The trades are made in accordance with your IPA. Please see item 16 for more information. We do not accept the authority to vote client securities. Please see item 17 for more information.



Item 5: Fees and Compensation

We utilize two distinct billing methods for FP and IM. Our advisory engagements are tailored to the financial complexity of our clients. No subsequent supplement, modification or amendment of our fees will be effective or binding unless documented and approved with signature by both you and SMC.

The client has the right to rescind the EL with no fee or penalty within 7 calendar days of signing. After the initial 7 days, our services follow our normal billing and are cancelable with 30-days' written notice. Cancellation processed within the 30-days' notice requirement, will be pro-rated for completed work based on the number of calendar days whereas you retained our service prior to cancellation notice.

We reserve the right to negotiate fees (higher or lower) at the time of engagement, depending upon the nature of the engagement, complexity of services, time to be incurred, for pre-existing relationships, or other special situations and at our discretion. We reserve the right to re-evaluate fees at any time through the engagement and where fees are scheduled to increase due to changes in services, complexities, additional consultation needs, or other reasons, and will provide 30 days' notice to the client. We will provide a new or amended agreement to communicate these changes. The new SOW will go into effect with the client's approval and signature. We may also agree to waive fees (all or for a specified period) for family members or certain pre-existing relationships.

FP Fees – We offer one-time financial plans as well as financial planning on a subscription service. The one-time financial are generally \$750 and adjusted up or down based on the client's complexity. The planning includes two 1-hour planning sessions, a base-case financial plan, and a "stress test" financial plan. We provide all financial plans in a written document.

IM Fees – To participate in our discretionary IM service, you are required to authorize our firm to directly deduct our fees from your custodian account using our wrap fee program. Our wrap fee is a unified fee which covers our management fee and certain eligible transaction charges that you otherwise would incur. We pay the eligible transaction charges on your behalf. The custodian reports all fees to the client in its online system. The client can always access account transactions and monthly statements online at any time. Please see the wrap fee brochure for more detail regarding our wrap fee program.

We offer ad-hoc Investment Management strategy meetings outside of normal IPA updates for IM clients only. There is no limit to the number of sessions to discuss in-depth investment strategies including economic and company specific questions. These sessions are offered for 1 hour or 1.5 hours at a rate of \$150 and \$200 per session. These are paid in advance and first-come, first-served basis.

We identified cross selling as a conflict of interest because we have an incentive to recommend other services which could increase revenues from the relationship. To mitigate this conflict, we only make this recommendation when it is in the client's best interest. The client also always has the right to decide whether to act on our recommendation. If the client chooses to accept the recommendation, they may hire a professional of their choosing.



Item 6: Performance-Based Fees and Side-by-Side Management

We do not charge performance-based fees or engage in “side-by-side” portfolio management services.

Item 7: Types of Clients

We provide advisory services only to individuals. We do not require account balance minimums to engage our advisory. We encourage clients to proactively budget and allocate investment monies commensurate with their financial plan. We reserve the right to decline to provide services to any person at our sole discretion for any reason.

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

Our FP services include the review of account types (qualified or nonqualified), asset allocations, and investment vehicles in accordance with your financial plan. We may make recommendations regarding these areas but do not provide individual company investment recommendations.

Our IM services include administering active and discretionary investment strategies. We tailor our investment strategies to the clients time horizons, goals, and risk tolerance. Please see our wrap fee program appendix for investment management strategy details.

Item 9: Disciplinary Information

Neither SMC or SMC’s principal owner and CEO has never been subject to legal or disciplinary events material to a client’s or prospective client’s evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

SMC offers other financial industry services other than our advisory services. These services are offered based on a separate engagement from our advisory services (i.e. FP and IM). The services include tax preparation and business consulting (“CFO In-a-Box”). On average, our staff spends approximately 40 to 80 hours a month on these activities. A description of these activities are as follows:

Tax Preparation and e-filing: We offer tax preparation services to individuals, business, trusts and estates. We prepare Federal and State Income Tax filings using the IRS e-filing system. Our base fee is \$437 for individuals and \$687 for business then adjusted for complexity. Our fees are always prior agreed and disclosed with written EL prior to commencement of our work.

Business Consulting: Business consulting services, called, “CFO In-a-Box” are offered to more complex financial situations involving the management of a closely held business. Our services are tailored to the size and scale of the company. Our areas of work include controller (e.g. bookkeeping, compliance, payroll), treasury (e.g. budgeting, forecasting, capital planning), corporate governance (e.g. policies and procedures, strategic planning, internal controls), and audit and review program (e.g. risk universe and assessment, audit planning). This arrangement is governed by an Independent Contractor Agreement



(ICA) and Statement of Work (SOW). The SOW is prior agreed and itemized including job duties by month for the annual cycle.

The fact that we provide these other services also results in a cross-selling conflict of interest. To mitigate this conflict, we only make recommendations for other services when it is in the client's best interest. The client also always has the right to decide whether to act on our recommendation. If the client chooses to accept the recommendation, they may hire a professional of their choosing.

Item 11: Code of Ethics, Participation of Interest in Client Transactions and Personal Trading

SMC is registered with State of Colorado's Division of Securities. Our Code of Ethics was developed through the adoption of federal and state standards as well as academic and industry standards such as The American College, The CFP Board, PCAOB, and Better Business Bureau. Our Code of Ethics are available upon request in electronic format. Our personnel are regularly trained on our Code of Ethics and certify their compliance. SMC practices client-focused services and conduct ourselves as true professionals and experts in our field.

- Client-focused selling, as defined by the American College, is a sales philosophy that rejects high pressure, hard sell methods and supports the counselor model of an advisor, which is deeply embedded within the financial planning process.
- A professional is a person engaged in a field that requires (1) specialized knowledge not generally understood by the public, (2) a threshold entrance requirement, (3) a sense of altruism, and (4) a code of ethics.
- Education-based interactions to ensure our clients grow from our interactions during and after our engagements are complete.
- We practice full transparency and confidentiality to safeguard client information while providing frank and honest perspectives regarding the duties we are engaged to perform.
- Full integrity to uphold the fiduciary standards outlined herein.

SMC's employees are carefully screened and held to our Code of Ethics and Anti-Fraud provisions. Owners and employees are required to annually complete a Standards of Conduct form which certifies no conflicts of interest and no legal and disciplinary events have taken place since the prior certification. The Code of Ethics requires SMC personnel to disclose such events immediately and not wait until the time of certification.

SMC personnel may invest in the same publicly-traded companies as our clients. Client account transactions are not contingent on personal trading of SMC personnel or vice-versa.

Our trading activity adheres to our internal policies and procedures. The alignment of SMC personnel trading on their own personal behalf is coincidental and not material to our investment decisions or the market place in general. We use certain methods to ensure equitable trading between client accounts, such simultaneous execution using block trading, if appropriate. We monitor our personnel's trading activity. The activity will not be allowed to disadvantage or front-run client accounts.



Item 12: Brokerage Practices

For FP, we will provide a recommendation for a broker dealer when needed. We generally recommend a discount broker readily available to individual investors.

For IM, we selected Shareholder Services Group (SSG) as the required third-party custodian. We complete ongoing due diligence to support the our custodian and brokerage selection. We adhere to internal policies to protect against preferential treatment to any particular client or set of clients.

SSG does not supervise SMC, its agents or activities. SMC does not direct client transactions to a particular broker-dealer in return for soft dollar benefits. While we are not affiliated with the brokerage firm, we receive soft dollar benefits from SSG such as its trading platform and reporting processes. These benefit all client accounts. SSG does not provide research services. SMC's selection of its brokerage does not result in requiring clients to pay higher than those charged by other broker-dealers in return for soft dollar benefits. Our receipt of these soft dollar benefits are a conflict of interest which incents SMC to require clients to use SSG as their sole custodian. We believe that our requirement of using SSG as their custodian is appropriate for our clients based on the services SSG provides and the fees SSG charges. Other than these soft dollar benefits, we do not receive compensation for client referrals to SSG. SMC does not receive client referrals from SSG. For more information regarding our IM brokerage practices, please see our wrap fee appendix.

Item 13: Review of Accounts

We regularly interact with our clients through formal and ad-hoc meetings. We establish the frequency of formal meetings during the EL writing phase. Clients are authorized to call ad-hoc meetings with their advisor at any time. We allow ad-hoc meetings free of charge. During our meetings, we gather updates to all areas under our oversight. We also complete a survey of other review areas which may have a material impact on our currently engaged oversight areas. We encourage clients to ask questions. SMC regularly reviews client accounts per the firm's policies and procedures. Upon the expiration of our EL at the end of the 12-month period, clients may choose to renew for the subsequent 12-months, pause services, or not renew an engagement with our firm.

Item 14: Client Referrals and Other Compensation

Other than the soft dollar benefits we receive from the required custodian, SSG, as discussed in item 12 and in our wrap fee appendix, SMC does not have any arrangement whereas a person who is not a client provides an economic benefit to our company for providing investment advice or other advisory services. We do not compensate any third party for client referrals. We do not barter our services in exchange for referrals or any other benefit.



Item 15: Custody

For FP, we do not accept prepayments and only accept payment in arrears. For IM, SMC does not accept or maintain physical custody of client funds or securities. For more information regarding our IM custody practices, please see our wrap fee appendix.

Item 16: Investment Discretion

For FP, we do not accept investment discretionary authority. We do not trade securities on your behalf.

For IM, we require discretionary authority to manage securities accounts on behalf of clients. Our discretionary authority includes buying, selling, and trading assets held within your account. Please see our wrap fee appendix for more information.

Item 17: Voting Client Securities

We do not accept the authority to vote client securities. Your custodian administers the voting process. Clients are always encouraged to contact our office with any questions, including matters regarding voting proxy statements. The cost of our availability is included in our overall engagement proposals; therefore, no additional cost is incurred by the client for contacting the SMC office.

Item 18: Financial Information

Our firm is not subject to any financial condition that would limit the ability to provide advisory services. The entity "Seed Money Consulting, LLC" nor the principal have not been subject of a bankruptcy petition at any time during the past ten years, or ever. SMC does not accept or require prepayment for our services.

Item 19: Requirements for State-Registered Advisers

SMC's principal executive officer is Mr. Shahab Maslehati. The firm was founded and is owned by Shahab Maslehati. Mr. Maslehati serves as the firm's Chief Executive Officer and Chief Compliance Officer. More information on Mr. Maslehati is included in our Form ADV 2b Supplement.

