

Part 2A of Form ADV: Firm *Brochure*

October 31, 2019

Zidel Financial, Inc.

Registered Investment Advisor

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This brochure provides information about the qualifications and business practices of Zidel Financial, Inc. If you have any questions about the contents of this brochure, please contact us at 970-409-4466. 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. Registration as an investment advisor does not imply a certain level of skill or training.

Additional information about Zidel Financial, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. Zidel Financial's CRD Number is 135047.

Item 2: Material Changes

There following are material changes to this Brochure since the Annual Amendment dated March 22, 2019:

- Item 1: Cover Page – Our business and mailing addresses have changed.

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Item 4: Advisory Business

Zidel Financial, Inc. provides financial planning and investment advice. Financial planning includes tax planning, insurance planning, retirement planning, and estate planning. **Zidel Financial does not provide legal or tax advice.** Financial planning services which analyze a client's financial situation and makes appropriate recommendations for strategies and methods of implementation of the strategies. The firm has provided these services since 2005, and Douglas Zidel is the principal and only owner of the firm.

Zidel Financial, Inc. implements asset allocation strategies using the following liquid asset classes: stocks, bonds, publicly-traded real estate investment trusts (REITs), commodities, and cash equivalents. The firm primarily uses a mix of open ended mutual funds, exchange-traded funds (ETFs), publicly-traded real estate investment trusts (REITs), stocks, preferred stocks, bonds, and certificates of deposit (CDs) to implement the asset allocation.

Zidel Financial, Inc. bases the appropriate asset allocation strategy based on individual client needs, determined by, including but not limited to the client's age/time horizon, income, expenses, assets, liabilities, risk tolerance, liquidity needs, and investment experience. Clients can impose certain restrictions on investments to exclude an asset class or investment in an industry that they find objectionable, or have a high concentration of their net worth in, for example.

Zidel Financial, Inc. does not provide "wrap-fee" programs (also known as "separately managed accounts"). For some clients, Zidel Financial, Inc. provides a service to the client by selecting and monitoring money managers on their behalf that do provide "wrap-fee" programs (see item 5, Fees and Compensation).

Zidel Financial, Inc. manages \$24,458,591 in discretionary and \$25,596,100 in non-discretionary account assets as of March 22, 2019.

Additionally, Zidel Financial advises, but does not manage, assets of \$6,692,657.

Item 5: Fees and Compensation

Zidel Financial, Inc. charges advisory fees for a percentage of assets under management. If a client cancels, any prepaid fees will be refunded on a pro-rated basis.

For some clients, Zidel Financial, Inc. provides a service to the client by selecting and monitoring money managers on their behalf. When we do so, the other money managers pay Zidel Financial a portion of the fees paid by the referred clients.

For some clients, Zidel Financial, Inc. charges an advisory fee based on assets under management as follows:

- Up to \$5,000,000.....0.50% of assets under management

Money market assets are excluded from the asset total for billing purposes (no asset charges). Fees are negotiable and certain clients receive a discount on the above management fee schedule. Clients can be able to obtain similar services elsewhere for less cost and can terminate the relationship at any time. 5

Advisory fees are deducted from the client's account by the custodian and are charged quarterly in advance. Advisory fees are based on account valuations of the market value of the assets in client's

account at the prior calendar quarter end, using the custodian's statements to determine valuation. For accounts opened or closed mid-quarter, the fee will be pro-rated to the day, for charges or refunds due.

Clients should carefully review and compare Zidel Financial's invoices and custodian statements to ensure accuracy.

Certain investments that we purchase for clients, such as mutual funds, fixed income products, and ETFs have their own fees, expenses, spreads, or concessions. For mutual funds and ETFs, fees are described in the prospectuses. Our fees are in addition to those fees and expenses, and these investments are included in the asset values that are the basis of clients' fee.

There will also be ticket/transaction charges from the brokerage/custodian for trades placed in accounts, and these charges are in addition to our fees.

Clients can obtain similar services elsewhere for less cost and can terminate the relationship at any time. See Item 12, "Brokerage Practices" for more details.

Client, beneficiary, successor, or authorized representative can cancel the agreement with Zidel Financial at any time upon written notice to Zidel Financial. Cancellation will also occur if Zidel Financial is made aware of the death, disability, or incompetence of client.

Zidel Financial, Inc.'s President, Douglas Zidel also sells securities for sales commissions for those clients that are not in fee-based accounts, and insurance products for sales commissions.

Zidel Financial, Inc. only uses "no-load" mutual funds in advisory accounts for all new investments. Some mutual funds have service fees which are paid to Douglas Zidel. This is a conflict of interest, as it creates an incentive to use funds with higher service fees. To mitigate this of interest, Zidel Financial, Inc. uses those classes of mutual fund shares which carry the lowest service fee, or no service fee whenever possible (some classes such as "Institutional Class" have the lowest fee but large minimum purchases are required and are not be available to some investors). Some clients have existing positions in funds that pay service fees. These clients' positions will be moved to low or no service fee products when doing so is not disadvantageous to the client. Furthermore, low-cost ETFs are also used when practical, which do not have any service fees. Clients are never under any obligation to act upon recommendations or to effect the transaction through Zidel Financial, Inc.

Clients can obtain similar services elsewhere for less cost and can terminate the relationship at any time. Client can choose another broker/dealer and/or custodian and are under no obligation to use the firm(s) recommended by Zidel Financial, Inc. Also see "Brokerage Practices" section.

Zidel Financial, Inc. and/or Douglas Zidel receives approximately ten percent (10%) of total compensation from commissions from traditional brokerage products, insurance products, and/or service fees as described above.

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

Zidel Financial, Inc. does not have any accounts with "Performance-Based Fees," or in which we participate in the capital gains or capital appreciation of the assets of our clients.

Item 7: Types of Clients

Zidel Financial, Inc. generally provides investment advice to: individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

Zidel Financial, Inc. does not have a minimum account size at this time.

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

Zidel Financial, Inc. utilizes both fundamental and technical analysis to implement an asset allocation strategy based on Modern portfolio theory (MPT). The firm primarily uses a mix of open ended mutual funds, exchange-traded funds (ETFs), publicly-traded real estate investment trusts (REITs), stocks, preferred stocks, bonds, and certificates of deposit (CDs) to implement the strategy. Research is compiled from various sources including but not limited to: financial newspapers and magazines, business news programs, research materials prepared by others, corporate and municipal ratings services, annual reports, prospectuses, SEC filings, and company press releases.

Zidel Financial, Inc. utilizes long-term purchases primarily (securities held at least a year). On rare occasions, short-term purchases are made (securities held less than one-year). Short-term purchases do not include "trading" (securities sold within 30 days), Zidel Financial, Inc. does not have any advisory accounts that utilize a "trading" strategy.

Zidel Financial, Inc. implements asset allocation strategies using the following liquid asset classes: stocks, bonds, publicly-traded real estate investment trusts (REITs), commodities, and cash equivalents. There can be no assurance that asset allocation or any other investing strategy will result in desired performance or protect against loss.

Zidel Financial, Inc. does not guarantee the future performance of clients' accounts, nor do we promise any specific level of performance or that our investment decisions, strategies, or overall management of clients' account will result in a desired level of gain, or protect from loss. Investment decisions we make are subject to various market, currency, economic, political, and business risks, and could lose money.

Investing in securities involves risk of loss which clients should be prepared to bear. Risks include, but are not limited to:

- **General Investment Risk:** All investments come with the risk of losing money. Investing involves substantial risks, including complete possible loss of principal plus other losses and may not be suitable for many members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments you intend to invest in.
- **Loss of Value:** There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and government, economic or monetary policies.

- **Interest Rate Risk:** Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer term debt securities are usually more sensitive to interest rate changes.
- **Credit Risk:** Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.
- **Foreign Exchange Risk:** Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

Zidel Financial, Inc. does not specialize in any one particular type of security. All recommendations are tailored to individual client needs.

Item 9: Disciplinary Information

In August, 2012, the Florida Office of Financial Regulation determined that Zidel Financial had not timely filed required financial statements for 2009, 2010, and 2011. Under a Stipulation and Consent Agreement dated August 9, 2012, Zidel Financial paid administrative fines of \$3,000 neither admitting nor denying the findings.

In July, 2016, the Florida Office of Financial Regulation determined Zidel Financial:

1. Did not send invoices to customers at the time of fee deduction from customer accounts between January 1, 2014 and July 25, 2014, thereby creating custody of client funds; and
2. Did not timely update Form ADV to include the previous regulatory action by the State of Florida for failing to timely file required financial statements, and also because of the invoice and custody issue, had not correctly indicated custody of client funds on Form ADV Part 1A, Item 9.A.

Under a Stipulation and Consent Agreement dated July 5, 2016, Zidel Financial paid administrative fines of \$13,500 neither admitting nor denying the findings.

Item 10: Other Financial Industry Activities and Affiliations

Douglas Zidel, the President of Zidel Financial, Inc. is affiliated with LaSalle St. Securities, a broker/dealer, as a Registered Representative.

Douglas Zidel, the President of Zidel Financial, Inc. is a licensed insurance agent in Colorado, Florida, Oklahoma, California, and New York.

When acting as a registered representative ("stock broker") or insurance agent, Douglas Zidel receives commission payments for the sale of financial products. This creates a conflict of interest because Mr. Zidel is be paid more in commission than he would for an advisory fee, creating an incentive to recommend products with a commission. To mitigate this conflict of interest, clients shall be fully and clearly notified when a commission-based transaction is recommended. Additionally, clients are never under any obligation to act upon recommendations or to effect transactions through Mr. Zidel.

For some clients, Zidel Financial, Inc. provides a service to the client by selecting and monitoring money managers on their behalf that do provide "wrap-fee" programs. This creates a conflict of interest because the other money managers can buy or sell investments which Zidel Financial is doing the opposite. To mitigate this conflict of interest, Zidel Financial selects and monitors outside money managers it recommends to avoid any conflicts between the accounts. Zidel Financial does receive a portion of advisory fees from clients in wrap fee accounts.

To avoid other conflicts of interest, Douglas Zidel,

- Does not recommend any securities issued/underwritten by firms or issuers with which he has a relationship with, and
- Does not receive or pay any compensation for any referrals.

In all cases, Mr. Zidel is bound to a fiduciary standard of care, which means he must put client interests first, and timely disclose all conflicts of interest.

See Item 5, "Fees and Compensation," for additional details.

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

Zidel Financial, Inc. has a Code of Ethics in place which requires:

- Avoiding conflicts, or even the appearance of conflicts between the interests of its clients and the firm.
- Keeping information confidential and secure.
- Not taking any action which violates any law, regulation, or any policy of the affiliated companies the applicant is associated with.

A copy of the Code of Ethics is available upon request.

On occasion, Douglas Zidel buys or sells securities that he also recommends to clients. This creates a conflict of interest, because Mr. Zidel could receive a better price on a security than a client. In order to mitigate this conflict of interest, Mr. Zidel will not trade for himself in the same security on the same day as for a client. When this is unavoidable (e.g. client requests a trade subsequent to his own trade, or a limit order executes) the client shall receive the same or more favorable execution price. In addition, he always places client interests before his own interests.

Item 12: Brokerage Practices

Zidel Financial, Inc. will recommend a broker/dealer and clearing firm to our advisory clients. The broker/dealer and clearing firm recommendation will be based on the broker's costs, skills, reputation, dependability and compatibility with the client, and not upon a financial arrangement between Zidel Financial, Inc. and the broker. This creates a conflict of interest because Douglas Zidel does commission-based and insurance business with this broker/dealer. To mitigate this conflict of interest, clients shall be fully and clearly notified when a commission-based or insurance transaction is recommended. Additionally, clients are never under any obligation to act upon recommendations or to effect transactions through Mr. Zidel. Clients can choose another broker/dealer and/or custodian and are under no obligation to use the firm(s) recommended by Zidel Financial, Inc. Clients can obtain similar services elsewhere for less cost and can terminate the relationship at any time. A client's own choice of brokerage is done at their own risk in the event that client pays higher brokerage costs and/or fails to obtain the most favorable execution of the client's transaction, thereby costing the client more money.

- Lowest cost is not the only factor in determining best execution, but whether the transaction represents the best qualitative execution considering the full range of a broker-dealer's services, including execution capability, commission rates, and responsiveness;
- Clients can choose another broker/dealer; and
- In all cases, Mr. Zidel is bound to a fiduciary standard of care, which means he must put client interests first.

Also see "Fees and Compensation" section.

Zidel Financial, Inc. does not receive any services other than trade execution from a broker-dealer or a third party in connection with client securities transactions. Zidel Financial purchases, from its own funds, research and other products and services to assist in trade execution.

In most cases, Zidel Financial, Inc. does not have the opportunity aggregate trades for client accounts, due to the necessity to receive client permission prior to executing each trade. Aggregating trades can reduce transaction costs and obtain more favorable prices for clients.

Zidel Financial, Inc. and/or Douglas Zidel does not receive "client referrals" from any firm it recommends or does business with.

Item 13: Review of Accounts

Zidel Financial, Inc. reviews advisory accounts no less than annually; the calendar is the triggering factor. There are no different levels of review. Separately managed accounts are reviewed when Zidel Financial, Inc. receives their statements, either monthly or quarterly.

Douglas Zidel conducts reviews of all client accounts on a portfolio analysis basis. Positions in accounts are reviewed to ensure they are still consistent with client objectives, risk tolerance, and market conditions.

Zidel Financial, Inc. does not prepare regular client reports. Clients receive statements from their broker/dealers and/or custodians, mutual fund company, and/or money manager, as appropriate.

Item 14: Client Referrals and Other Compensation

Zidel Financial, Inc. and/or Douglas Zidel does not receive any compensation for referrals to any entity, financial or otherwise.

Zidel Financial, Inc. and/or Douglas Zidel does not offer any compensation for referrals from any entity, financial or otherwise.

Item 15: Custody

Zidel Financial, Inc. does not have “physical custody” (hold) any client funds or securities. Since Zidel Financial deducts fees from accounts it is deemed to have “constructive custody” of accounts.

Custodians will send monthly or quarterly statements directly to our clients. Clients should carefully review all statements and report any discrepancies immediately to Zidel Financial, Inc. and/or the custodian.

Item 16: Investment Discretion

Zidel Financial, Inc. accepts discretionary authority to manage securities accounts on behalf of clients. Zidel Financial, Inc. does not allow clients to place limitations on this authority (e.g. not purchasing certain stocks). Clients grant Zidel Financial, Inc. the authority to exercise discretionary authority in their advisory agreement.

Item 17: Voting Client Securities

Zidel Financial, Inc. does not have authority to vote proxies on behalf of clients. We will advise clients as to how to vote proxies, if requested to do so. Clients can contact the firm via phone, facsimile or electronic mail if they have any questions about proxies. The custodian will send clients all proxy material for securities held in clients' accounts. However, we will not advise on actions for clients to take in legal proceeding involving securities in client accounts, including bankruptcies and class actions.

Clients retain all authority and responsibility to vote proxies solicited for clients' accounts.

Item 18: Financial Information

Zidel Financial, Inc. is compliant with applicable financial reporting requirements, does not custody any client assets, and does not have any financial condition which is reasonably likely to impair the firm's ability to meet contractual commitments to clients.

Item 19: Requirements for State-Registered Advisers

Douglas Zidel is the President of Zidel Financial, Inc. In August, 2012, the Florida Office of Financial Regulation determined that Zidel Financial had not timely filed required financial statements for 2009, 2010, and 2011. Under a Stipulation and Consent Agreement dated August 9, 2012, Zidel Financial paid administrative fines of \$3,000 neither admitting nor denying the findings.

In July, 2016, the Florida Office of Financial Regulation determined Zidel Financial:

1. Did not send invoices to customers at the time of fee deduction from customer accounts between January 1, 2014 and July 25, 2014, thereby creating custody of client funds; and
2. Did not timely update Form ADV to include the previous regulatory action by the State of Florida for failing to timely file required financial statements, and also because of the invoice and custody issue, had not correctly indicated custody of client funds on Form ADV Part 1A, Item 9.A.

Under a Stipulation and Consent Agreement dated July 5, 2016, Zidel Financial paid administrative fines of \$13,500 neither admitting nor denying the findings.

Principal Executive Officer and Manager

Douglas Zidel is the President of Zidel Financial, Inc. Please refer to the Form ADV Part 2B Brochure Supplement included below in this document for detailed information about Mr. Zidel's education and business background, outside business activities, and other compensation.

Other Business Activities

Zidel Financial, Inc. does not participate in any business activities other than investment advice, financial planning, and portfolio management described in Item 4, and other financial industry activities described in Item 10.

Part 2B of Form ADV: Brochure Supplement

**Douglas Zidel
Zidel Financial, Inc.**

**620 E Main St #6
Frisco CO 80443**

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Frisco CO 80443**

Phone: 970-409-4466

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March 27, 2019

This brochure provides information about **Douglas Zidel** that supplements the Zidel Financial, Inc. Brochure. You should have received a copy of that brochure. Please contact the office listed above if you did not receive Zidel Financial, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Douglas Zidel is available on the SEC's website at www.adviserinfo.sec.gov. Douglas Zidel's CRD Number is 1449410.

Educational Background and Business Experience

Douglas Zidel, born 1963.

Educational Background: Two degrees from the University of Colorado at Boulder, Colorado

- Bachelor of Science, Small Business Management 1985
- Bachelor of Science, Marketing, 1985

Business Background:

Entered the Financial Services business in 1985.

Licensed as a Registered Representative since 1986.

Licensed Insurance Agent with the State of Florida since 1993, also licensed to sell Insurance in Colorado, Oklahoma, California, and New York.

President of Zidel Financial, Inc. since 1995.

Licensed as a General Securities Principal since 1995.

Registered Representative with LaSalle St. Securities, LLC since 2001.

Investment Advisor Representative with Zidel Financial, Inc. since 2005.

Co-Founder, Global Telecom Testing, LLC in 2009.

Disciplinary Information:

Douglas Zidel has no legal or disciplinary events to disclose. See Requirements for State Advisers (below) for information regarding Zidel Financial.

Other Business Activities:

Douglas Zidel receives approximately twenty-five percent (20%) of total compensation from commissions from traditional brokerage accounts and/or insurance products, and is affiliated with LaSalle St. Securities, a broker/dealer as a registered representative. No commission-based products are sold in Advisory accounts. Some “no-load” mutual funds pay distribution or service (“trail”) fees, and this creates a conflict of interest since an incentive is built in for the Advisor to recommend these products. In order to mitigate that conflict of interest, every effort is made to not use and/or minimize the use of these funds in Advisory accounts.

Douglas Zidel is a licensed insurance agent in Colorado, Florida, Oklahoma, California, New York, and Nevada.

When acting as a registered representative (“stock broker”) or insurance agent, Doug Zidel receives commission payments for the sale of financial products. This creates a conflict of interest because Mr. Zidel is be paid more in commission than he would for an advisory fee, creating an incentive to recommend products with a commission. To mitigate this conflict of interest, clients shall be fully and clearly notified when a commission-based transaction is recommended. Additionally, clients are never under any obligation to act upon recommendations or to affect transactions through Mr. Zidel.

To avoid other conflicts of interest, Douglas Zidel:

- Does not recommend any securities issued/underwritten by firms or issuers with which he has a relationship with, and

- Does not receive or pay any compensation for any referrals.

In all cases, Mr. Zidel is bound to a fiduciary standard of care, which means he must put client interests first, and timely disclose all conflicts of interest.

Additional Compensation:

Douglas Zidel does not receive any additional compensation for providing advisory services other than those discussed above and in ADV Part 2A, Item 5.

Mr. Zidel holds a promissory note from previous outside business activity with Global Telecom Testing, and continues to receive payments on that note. His business with Global Telecom was not related to financial advisory activities.

Supervision:

As President of Zidel Financial, Inc., Mr. Zidel is responsible for all firm activities and financial advice. As Chief Compliance Officer of Zidel Financial, Inc., Mr. Zidel is responsible for the implementation and administration of the firm's compliance program and regulatory requirements

Since Mr. Zidel is a licensed Registered Representative with LaSalle St. Securities, he is also supervised by that firm for all accounts, whether they are held there or not.

Requirements for State-Registered Advisors:

Douglas Zidel is the President of Zidel Financial, Inc. In August, 2012, the Florida Office of Financial Regulation determined that Zidel Financial had not timely filed required financial statements for 2009, 2010, and 2011. Under a Stipulation and Consent Agreement dated August 9, 2012, Zidel Financial paid administrative fines of \$3,000 neither admitting nor denying the findings.

In July, 2016, the Florida Office of Financial Regulation determined Zidel Financial:

1. Did not send invoices to customers at the time of fee deduction from customer accounts between January 1, 2014 and July 25, 2014, thereby creating custody of client funds; and
2. Did not timely update Form ADV to include the previous regulatory action by the State of Florida for failing to timely file required financial statements, and also because of the invoice and custody issue, had not correctly indicated custody of client funds on Form ADV Part 1A, Item 9.A.

Under a Stipulation and Consent Agreement dated July 5, 2016, Zidel Financial paid administrative fines of \$13,500 neither admitting nor denying the findings.

Part 2B of Form ADV: Brochure Supplement

**Andria Pyn
Zidel Financial, Inc.**

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Frisco CO 80443**

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Frisco CO 80443**

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March 22, 2019

This brochure provides information about **Andria Pyn** that supplements the Zidel Financial, Inc. Brochure. You should have received a copy of that brochure. Please contact the office listed above if you did not receive Zidel Financial, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Andria Pyn is available on the SEC's website at www.adviserinfo.sec.gov. Andria Pyn's CRD Number is 6639890.

Educational Background and Business Experience

Andria Pyn, born 1992.

Educational Background: Bachelor of Science degree from The Ohio State University in Columbus, Ohio

- B.S. - Strategic Communication (2015)

Business Background:

Interned as a Human Resources Rep with Columbus Food League in 2014.

Entered the Financial Services business in 2016.

Investment Advisor Representative with Zidel Financial, Inc. since 2018.

Disciplinary Information:

Andria Pyn has no legal or disciplinary events to disclose.

Other Business Activities:

Andria Pyn has no business activities outside Zidel Financial.

Additional Compensation:

Andria Pyn does not receive any additional compensation for providing advisory services.

Supervision:

Douglas Zidel, President of Zidel Financial, Inc., supervises Andria Pyn's advisory activities.

Requirements for State-Registered Advisors:

Andria Pyn has not been involved in any arbitration, self-regulatory organization, civil, or administrative proceeding.

Andria Pyn has not been the subject of a bankruptcy petition.