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ADV Brochure

February 5, 2009

Secure Planning, Inc. is a Registered Investment Adviser with its principal office located at 42 Middle Street Portsmouth, NH 03801 and two branch offices located at 650 South Cherry Street, Suite 510, Denver, CO 80246 and 573 Main Street, Woburn, MA 01801. This brochure gives information about the investment adviser and its business for the use of clients. The material contained within this brochure has not been approved or verified by any government authority. The SEC file number for this investment adviser is 801-55630. This document takes the place of Form ADV, Part II and Schedule F.

Introduction/Other Business Activities

Secure Planning, Inc. ("SPI") is a registered investment advisor with the Securities and Exchange Commission ("SEC"). SPI is also a broker-dealer registered with the Financial Industry Regulatory Authority, and is a member of the Securities Investors Protection Corporation (SIPC). SPI is a corporate life, health and variable product agent for several insurance companies.

As a broker-dealer and corporate insurance agent, SPI offers investments and insurance products such as mutual funds, variable universal life insurance, disability insurance, long-term care insurance, term and whole life insurance.

As registered representatives, employees of SPI may receive separate yet typical compensation in the form of commissions for the purchase of securities products through their affiliated broker-dealer as well as for the sale of insurance products. This presents a conflict of interest to the extent that the Investment Advisor Representative recommends that a client invest in a security which results in a commission being paid to Investment Advisor Representative.

Investment Advisory Representative, Paul K. Whitcomb with SPI is also a licensed insurance agent with DB Warlick & Co. to sell insurance products. Mr. Whitcomb spends approximately 50% of his time on this type of business. There is no affiliation or compensation arrangement between DB Warlick & Co. and SPI. Clients of SPI are not obligated to utilize DB Warlick & Co. for insurance products. Mr. Whitcomb is a member of the Board of Directors of DB Warlick & Co.

Investment Advisory Representative, Edward J. Mallon on occasion will hold workshops/seminars for advisory clients of SPI. There is no charge to the client for attendance at these workshops/seminars and they are typically held in the Portsmouth, NH and Denver, CO offices.

Advisory Services, Types of Clients and Fees

SPI and its Investment Advisor Representatives ("IARs") provide investment advice to a variety of clients including individuals, trusts, estates, charitable organizations, pension and profit sharing plans and corporations. The majority of the services include recommending asset allocation programs as further described below.

Discretionary Authority

SPI generally has discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client. However, these purchases or sales will be subject to specified investment objectives, or limitations previously set forth by the client and agreed to by SPI the granting of such authority will be evidenced by the client's execution of an Investment Policy Statement containing all applicable limitations to such authority. All discretionary trades made by SPI will be in accordance with each client's investment objectives and goals.

SPI's services include reviewing the client's financial goals and objectives, recommending strategies to meet the desired goals and implementing a plan that has been designed specifically for the client. Additionally, the Investment Advisor Representatives provide on-going support to the client by monitoring the performance of the account(s) to ensure they continue to meet the client's needs. Types of services that may be offered to our clients include:

- Tax Planning
- Investment Advice
- Insurance Planning
- College Planning
- Estate Planning
- Specific Needs Planning
- Business Planning

SPI does offer advice on securities traded over the counter; warrants; corporate debt securities (other than commercial paper); certificates of deposit; municipal securities; investment company securities and US government Securities. SPI may offer advice on some of these types of holdings more than others, but will advise on any of these types of holdings if they meet the client's specific objectives, risk tolerance and time horizon.

SPI allows its IARs to send newsletters to their clients or prospective clients. These newsletters are prepared by the adviser and approved by SPI.

Hourly Fees

SPI charges hourly fees and fees per appointment for financial consultation, fees for providing financial plans, asset-based percentage fees and commissions. The hourly fees will range from \$150 to \$500. Fee schedules are set out in the itemized descriptions of services in this brochure. The advisors hourly fees will be negotiated and agreed upon by the parties in advance. Hourly fee-based clients are billed in advance, however, pre-payment of fees will not exceed \$500 per client, 6 months in advance.

Methods of Analysis, Sources of Information, and Investment Strategies

SPI uses the Modern Portfolio Theory and the Efficient Market Philosophy to create and manage portfolios. These portfolios are rebalanced typically on a quarterly basis. SPI may make the asset allocation based on the conditions of the economy or market.

In order to obtain this information, SPI uses software that allows the adviser to review different asset classes, the performance of specific funds and widely accepted indexes going back for fifteen years or longer. In addition, the internet, financial newspapers and magazines are used as resources as well as research material, annual reports and filings with the Securities and Exchange Commission.

Educational Standards and Background

All employees involved in giving investment advice to clients must have a bachelor's degree or its equivalent and have passed the Series 65 or Series 7 and 66 securities examination administered by the Financial Industry Regulatory Authority. Equivalent Professional Designations such as CFP, CFA will also be considered.

The following lists each investment advisor and their background:

Name: Edward J. Mallon
Year of Birth: 1944
Formal Education: Pace University, NY - BBA, Accounting
Baruch College, NY
College of Financial Planning – Certified Financial Planner(CFP®)
American College Chartered Life Underwriter (CLU)
Business Background: Secure Planning, Inc. Portsmouth, NH-President 1990-present
Registered Representative, Investment Advisor Representative

Name: Paul Kent Whitcomb
Year of Birth: 1945
Formal Education: University of Kentucky, KY - BBA, Business
Business Background: Secure Planning, Inc. Portsmouth, NH-1998 to present
Registered Representative, Investment Advisor Representative
DB Warlick & Co., July 1986 to present, Insurance Agent
Jefferson Pilot, Concord, NH-1982 to 1998
Registered Representative

Name: Lisa A. Dugan
Year of Birth: 1968
Formal Education: University of New Hampshire, NH - BA, Communications
College of Financial Planning – Certified Financial Planner (CFP®)
Business Background: Secure Planning, Inc. Portsmouth, NH-1998 to present
Registered Representative, Investment Advisor
Putnam Investments, Andover, MA –1997 to 1998
Trainer/ Registered Representative

Name: Robert Charles Salzer
Year of Birth: 1958
Formal Education: New Hampshire College, NH New England School of Banking
Business Background: Secure Planning, Inc. Portsmouth, NH-2003 to present
Registered Representative, Investment Advisor Representative
Commonwealth Financial Network, 1999 to 2002
Registered Representative

Name: Kimberly J. Hovland
Year of Birth: 1956
Formal Education: University of Colorado at Denver- BA, Political Science
Business Background: Secure Planning, Inc. Denver, CO-1997 to present
Registered Representative, Investment Advisor Representative
Chubb Securities Corporation, 1991 to 1997
Registered Representative

Investment Advisory Services/Asset Allocation Programs

The following section describes the programs available to investment advisory representatives of Secure Planning, Inc.

SEI Asset Management Program

SPI has an agreement with SEI Investment Management Corporation, SEI Investments Distribution Company, and SEI Trust Company (collectively “SEI”) whereby SPI’s advisory representatives may offer to clients asset allocation programs.

The advisory representative assists the client in selecting a specific allocation portfolio appropriate for the client by discussing the various levels of risk and helping the client complete a questionnaire which details the client’s annual income, net worth and long term goals and objectives. The client agrees with the specific allocation and the advisory representative instructs SEI to purchase and sell no-load mutual funds pursuant to the investment objectives and rebalancing parameters selected by the client. SEI shall serve as custodian. SEI will provide account statements, quarterly performance reports and an annual tax report.

All fees paid to SPI for investment advisory services are separate and distinct from the expenses charged by mutual funds to their shareholders and the product sponsor in the case of variable insurance products. These fees and expenses are described in each fund’s or variable product’s prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the sponsor also imposes sales charges, a client may pay an initial or deferred sales or surrender charge. A client could invest in these products directly, without the services of SPI. In that case, the client would not receive the services provided by SPI which are designed, among other things, to assist the client in determining which products or services are most appropriate to each client’s financial condition and objectives. Accordingly, the client should review both the fees charged by the product sponsor and the fees charged by SPI to fully understand the total fees to be paid.

SPI will provide investment advisory services and portfolio management services but will not provide custodial or other administrative services. At no time will SPI accept or maintain custody of a client’s funds or securities except for authorized fee deduction. Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Advisors fee is separate and distinct from the custodian and execution fees.

The SPI advisory representatives explain to the client the different funds offered through SEI’s approved list of third party Mutual Funds, Individual Stocks and Bonds. The advisory representative will construct a customized asset allocation program from this approved list to meet the client’s investment objectives. Alternatively, the advisory representative may select an SEI model portfolio if it better meets the needs of the client. Additionally the advisory representative will provide the client with the prospectus for each of the Mutual Funds selected and explain the rebalancing guidelines utilized in the management of the portfolio. All dividends and interest are reinvested in accordance with the asset allocation policy. The client is notified at the time of signing the Agreement that if quarterly rebalancing is suspended, any rebalancing is done by SPI.

As outlined below, clients who choose to participate in this Investment Advisory program are subject to the following fees:

Market Value Of Assets Breakpoint	Maximum Fee
Up to \$500,000	1.50%
Next \$500,000	1.00%
Next \$1,000,000	0.85%
Next \$3,000,000	0.75%
Next \$2,000,000	0.65%
Over \$7,000,000	0.55%

These fees are paid quarterly in arrears. Fees are based upon the value of the account as of the last day of each quarterly period. The initial quarterly fee is assessed by pro-rating from the date of inception during the present quarter. In calculating the initial quarterly fee, SPI considers the inception date to be the date(s); an account’s assets first become available for SPI to manage. It is SPI policy, not to allocate and invest assets until a substantial portion of the assets are received by the custodian. The clients are invested

into a money market fund during this period. This is done to reduce transaction costs. If a client desires to have all assets invested as received it will be done upon their individual request.

Fees may be negotiable for large personal accounts, institutional accounts and non-profit accounts.

SPI standard agreement with its clients has a provision whereby the client authorizes fees to be paid directly from the client's account at the custodian. However, SPI is willing to manage a client's account if the client wishes to pay SPI's fees directly.

Clients may terminate their relationship with SPI once notice is given in writing.

Account Closure Fee: In the event a client closes an account at SEI charges an account closure fee of \$75.00 will be applied to all accounts closed and leaving the SEI Private Trust Company. This fee will be assessed to the client account payable at the time of account closure and will be redeemed from the client money market funds. In the event that the client does not own any money market funds, SPI must provide standing instructions as to which fund to redeem for payment of this fee.

TD Waterhouse

SPI also has an agreement with TD Waterhouse Institutional Services ("TDW") to provide asset allocation programs to clients. Currently, SPI utilizes TDW's asset allocation programs on a limited bases, however, will recommend this program to clients if appropriate for the client's financial circumstances. When SPI recommends this program it will follow the process outlined below.

Upon reviewing the client's financial history, through the use of a client questionnaire detailing the client's annual income, total net worth, tax bracket, risk tolerance and long term goals and objectives, the investment adviser together with the client chooses an asset allocation portfolio for the client. The client, by signing an Asset Management Program Account Agreement ("Agreement"), directs the investment adviser to initiate the instructions with TDW. The SPI adviser then purchases or sells the chosen funds, which are in accordance with the investment objectives of the asset allocation portfolio chosen. The client is also made aware that TDW will maintain physical custody of the assets.

The investment advisor provides the client with prospectuses for each mutual fund under the asset allocation policy chosen. The investment adviser explains to the client that monthly statements will be furnished by TDW. Rebalancing and reallocation may occur from time to time in the client's account in order to maintain the specific allocation strategy, as indicated in the asset management account policy. When such action is deemed necessary, the appropriate changes are made by the advisory representative.

As outlined below, clients who choose to participate in this Investment Advisory program are subject to the following fees:

Market Value Of Assets Breakpoint	Maximum Fee
Up to \$500,000	1.50%
Next \$500,000	1.00%
Next \$1,000,000	0.85%
Next \$3,000,000	0.75%
Next \$2,000,000	0.65%
Over \$7,000,000	0.55%

These fees are paid monthly in arrears. Fees are based upon the value of the account as of the last day of each month. The initial monthly fee is assessed by pro-rating from the date of inception during the present month. In calculating the initial monthly fee, SPI considers the inception date to be the date(s); an account's assets first become available for SPI to manage. It is SPI policy, not to allocate and invest assets until a substantial portion of the assets are received by the custodian. The clients are invested into a money market fund during this period. This is done to reduce transaction costs. If a client desires to have all assets invested as received it will be done upon their individual request.

Fees may be negotiable for large personal accounts, institutional accounts and non-profit accounts.

SPI standard agreement with its clients has a provision whereby the client authorizes fees to be paid directly from the client's account at the custodian. However, SPI is willing to manage a client's account if the client wishes to pay SPI's fees directly.

Clients may terminate their relationship with SPI once notice is given in writing.

Brinker Capital

SPI has an agreement with Brinker Capital ("BC") to provide asset allocation programs to clients. Upon reviewing the clients' financial history, through the use of a client questionnaire detailing the clients' annual income, total net worth, tax bracket, risk tolerance and long-term goals and objectives, the adviser, together with the client chooses one of the following asset allocation programs.

Destinations Asset Allocation Service:

Destinations is an asset allocation service through which BC allocates the client's assets among no-load mutual funds based on information prepared by the client with the assistance of the advisory representative. The SPI advisory representative obtains the financial data necessary to determine the investment allocation. BC shall, through a separate agreement with Fidelity Investment Advisors Group (Fidelity), arrange for custody of the client account. The client will not be charged for Fidelity's custodial services. Fidelity shall provide the client with account statements and confirmations. In addition, BC will provide the client with a monthly statement in any month in which there is activity in the clients account.

In consideration for such service, BC receives a fee, billed quarterly in advance, based on the account asset value at the time the account is established and thereafter on the first business day of each calendar quarter.

SPI receives a portion of the fee for assisting the client in completing the questionnaire, developing the initial policy recommendation and managing the ongoing client relationship.

BC has full discretion to select various mutual funds offered through Fidelity Investment Advisor Group, which offers an array of Fidelity and non-Fidelity no load mutual funds.

Account Minimum Requirements: The minimum Destinations account shall be \$100,000, provided that BC shall have the discretion to accept accounts with a minimum of \$50,000. BC shall have the further discretion to terminate any Destinations account, which falls below \$50,000.

As outlined below, clients who choose to participate in this Investment Advisory program are subject to the following fees:

<u>Assets Under Management</u>	<u>Fee Charged by Brinker Capital To Client</u>	<u>Secure Planning, Inc. Participation</u>
*\$50,000-\$99,999	.2%	1.3%
**\$100,000-\$249,999	.2%	1.3%
Next \$500,000	.2%	.8%
All other Assets	.2%	.65%

*For each account registration with market values less than \$100,000, BC charges an additional annual fee of \$200, payable in four equal installments with the quarterly Fee payments.

** Once assets under management reach \$100,000, the annual fee drops to 1.5% on all assets from \$1 to \$249,999. The fee schedule then becomes tiered once assets under management reach \$250,000.

These fees are paid quarterly in advance. The initial fee payment is prorated for the period remaining in the initial quarter. All subsequent quarterly fee payments will be paid on the first business day of each calendar quarter. In calculating the fee, the initial fee shall be based on the cash actually invested. All subsequent fee

calculations shall be based on the net asset value of the account on the first business day of each calendar quarter.

Clients may terminate their relationship with SPI once notice is given in writing. Any pre-paid funds will be refunded on a pro-rata basis upon termination.

Client Account Minimums

The account minimums for each program are outlined above, where applicable.

Client Account Reviews/Reports

Accounts are monitored on an ongoing basis. Edward J. Mallon, Lisa A. Dugan, Paul K. Whitcomb, Robert C. Salzer and Kim J. Hovland all Investment Advisory Representatives with SPI will review their own client accounts. The number of client accounts varies between each Investment Advisory Representative. Currently, Mr. Mallon has 525 client accounts; Ms. Dugan has 21 client accounts; Mr. Whitcomb has 12 client accounts; Ms. Hovland has 9 client accounts and Mr. Salzer has 122 client accounts. The triggering factors would be SPI becomes aware of a change in client's investment objective, a change in market conditions, change of employment, re-balancing of assets to maintain proper asset allocation and any other activity that is discovered as the account is reviewed. The client will receive written statements no less than quarterly from the trustee or custodian, as referenced above for each program. In addition, the client will receive other supporting reports from Mutual Funds, Asset Managers, Trust Companies or Custodians, Insurance Companies, Broker/Dealers and others who are involved with client accounts.

The client is encouraged to notify the Advisor and Investment Advisor Representative if changes occur in his/her personal financial situation that might adversely affect his/her investment plan.

Asset Allocation Accounts are re-balanced on a quarterly basis and re-optimized when deemed necessary by the Advisor or by third-party money manager for those participating in the Asset Management Program. Re-balancing is accomplished by reallocating assets to original asset targets and re-optimizing involves setting new target asset category percentages.

Additional Compensation

SPI will recommend the above mentioned programs to clients for execution and/or custodial services. SPI will recommend any of the above mentioned programs based on criteria such as, but not limited to, reasonableness of commissions charged to the client, services made available to the client, and reasonableness of the program to meet the client's specific financial needs.

As a result of SPI recommending client's to any of these programs, SPI may receive research services or other products or services as a result of recommending any of the asset allocation programs mentioned above. For example, SPI holds a "client appreciation" day every year in Portsmouth, NH where SEI and other vendors may pay a portion or all of the expenses associated with that event. Similar events may be held in our other offices or locations in Denver, CO or Woburn, MA and subsidized by any of the above mentioned program providers. SPI will follow procedures that ensure compliance with Section 28(e) of the Securities Exchange Act of 1934. SPI is disclosing this potential conflict of interest to its clients.

CUSTOMER PRIVACY NOTICE

Secure Planning, Inc. (SPI) is concerned about your privacy. In order to issue and service high quality financial products and services, we collect personal information about you. Within Secure Planning, Inc. we restrict access to nonpublic personal information about you to those employees who need to know that information to provide our products or services or to otherwise conduct our business. We maintain physical, electronic, and procedural safeguards that comply with federal and state regulations to safeguard all your nonpublic personal information. We do not sell your information to third parties. Our privacy procedures apply even after you stop having any customer relationship with Secure Planning, Inc.

COLLECTING INFORMATION

To conduct our business, we may collect nonpublic personal information about you from: (1) applications or other forms, such as name, address, Social Security number, assets and income, employment status and dependent information; (2) your transactions with us, our affiliates, or with others, such as account activity, payment history, and products and services purchased

HOW WE TREAT THE INFORMATION

On occasion, we may disclose your nonpublic personal information to affiliated or nonaffiliated third parties for the purpose of (1) effecting, administering, or enforcing a transaction requested by you; (2) processing or servicing a financial product or service requested by you, (3) maintaining or servicing your account, (4) marketing financial products or services; or (5) other purposes determined by the firm to be permitted by law. We may also disclose all of the information described above to third parties with whom we contract for services. Examples of these third parties are: financial service providers, such as third party administrators, broker-dealers, insurance agents and brokers, investment companies, registered representatives, investment advisors, companies that perform marketing services on behalf of Secure Planning, Inc., or to other financial institutions with whom we have joint marketing agreements, and certain non financial companies and individuals, such as consultants and vendors.

Code Of Ethics

SPI has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser. In addition, the Code of Ethics governs personal trading by each employee of SPI deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of SPI are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the adviser or its affiliates. SPI collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. SPI maintains a code of ethics and they will provide a copy to any client or prospective client upon request.

Proxy Voting

SPI will not vote, nor advise clients how to vote, proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Also, SPI cannot give any advice or take any action with respect to the voting of these proxies. The client and SPI agree to this by contract.

Business Continuity Plan

A copy of SPI's Business Continuity Plan Disclosure Document will be provided to the Client at the time of account opening as well as when material changes to the plan occur. SPI also posts its business continuity plan on its website. A copy of this document may be obtained at any time upon request.

