

FORM ADV**Part II - Page 1****Uniform Application for Investment Adviser Registration****OMB APPROVAL**

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Name of Investment Adviser: Lifetime Planning, Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
1200 Pasco Camarillo, #190	Camarillo	CA	93010	(805) 987-8938

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

Lifetime Planning, Inc.

SEC File Number:

801-68952

Date:

2/12/10**1. A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.

(See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | 70% |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | % |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | 10% |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | % |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | % |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | % |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | 10% |
| <input type="checkbox"/> | (8) | Provides a timing service | % |
| <input checked="" type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | 10% |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- | | | | |
|-----------|---|--|--------------------------------|
| B. | Does the applicant call any of the services it checked above financial planning or some similar term? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
|-----------|---|--|--------------------------------|

C. Applicant offers investment advisory services for: (check all that apply):

- | | | | | | |
|-------------------------------------|-----|--|-------------------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management | <input type="checkbox"/> | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges | <input checked="" type="checkbox"/> | (5) | Commissions |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> | (6) | Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients - Applicant generally provides investment advice to: (check those that apply)

- | | | | | | |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations |
| <input type="checkbox"/> | B. | Banks or thrift institutions | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/> | C. | Investment companies | <input type="checkbox"/> | G. | Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> | D. | Pension and profit sharing plans | | | |

FORM ADV**Part II - Page 3**

Applicant:

Lifetime Planning, Inc.

SEC File Number:

801- **68952**

Date:

5/12/08**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> J. Futures contracts on: |
| (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> D. Commercial paper | |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> G. Investment company securities | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (2) variable annuities | |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.**A.** Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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Applicant:

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SEC File Number:

801-68952

Date:

5/12/08**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

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Applicant:

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801- **68952**

Date:

4/20/09**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes



No



(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Refer to Schedule F for complete details

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Refer to Schedule F for complete details

Applicant:

Lifetime Planning, Inc.

SEC File Number:

801-68952

Date:

5/12/08

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☐ ☒

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
Item of Form (identify)	Answer
Part II, Page 2, #1A	<p>Lifetime Planning, Inc. (the applicant) is an investment advisor registered with the SEC. The applicant offers advice to clients in the form of financial planning services, asset management services and referrals to third party money managers. These services are described in more detail below. Fees for advisory services will be disclosed to clients prior to any services being provided. The applicant will not require payment of more than \$1200 in fees more than six months in advance. In addition, fees charged will never be based on the capital gains or the capital appreciation of any client's account.</p> <p>The applicant's investment advisor representatives (IARs) are also licensed as registered representatives with Securities America, Inc. (SAI), a full service broker/dealer and member FINRA/SIPC. They may also be independently licensed as insurance agents with various insurance companies.</p> <p style="text-align: center;">FINANCIAL ADVISORS PROGRAM</p> <p>The applicant provides investment management services, including giving continuous advice to a client based on the individual needs of the client, through Securities America Advisors, Inc.'s (SAA) Financial Advisors Program (FAP) and/or LifeGuide Program (LifeGuide). SAA is an SEC registered investment advisor. SAA's FAP and/or LifeGuide are wrap-fee programs providing investment advisory services and execution of client transactions for which the specified fee (or fees) is not based directly upon transactions in a client's account. Under FAP and LifeGuide, the applicant will assist the client in establishing an FAP or LifeGuide Account (the Account) with SAA. All brokerage transactions in the Account will be processed by SAI and then cleared through National Financial Services LLC (NFS) pursuant to a clearing arrangement established by SAI with NFS. SAA has also entered into agreements with various insurance companies that allow for the management and valuation of client variable annuity accounts within SAA's FAP and/or LifeGuide. The custody of all funds and securities will be maintained by NFS, insurance companies or other custodians. At no time will SAA, SAI, the applicant or its investment advisor representative (IAR) act as custodian of the Account or have direct access to the client's funds and/or securities.</p> <p>The annual management fee charged for this service will be negotiated with each client, with 3% being the maximum management fee that may be charged to clients, unless the Account only has mutual funds and then the maximum will be 2.25%. SAA retains up to 20 basis points (0.20%) of the annual management fee for FAP accounts and up to 15% of the annual management fee for LifeGuide accounts.</p> <p>A complete description of FAP and related fees and charges are described in SAA's Financial Advisors Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an FAP Account is established. A complete description of LifeGuide and related fees and charges are described in SAA's LifeGuide Program Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time a LifeGuide Account is established.</p> <p style="text-align: center;">LIFETIME INVESTMENT MANAGEMENT PROGRAM</p> <p>The Genworth Program (Genworth) is sponsored by Genworth Financial Wealth Management, Inc., a registered investment advisor. Genworth has two components. The first is an Asset Allocation System Program that the applicant may use to manage client assets made up of model portfolios provided by a number of institutional investment strategists, which are based on the information, research, asset allocation methodology and investment strategies of these investment strategists.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
Item of Form (identify)	Answer
Part II, Page 2, #1A (continued)	<p>The second component is the private managed account program where the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>Genworth client fees are payable quarterly, in advance, based on the average assets under management during the previous quarter. Included, as part of the client fee paid to the applicant is an amount to be re-allowed to Genworth Financial Wealth Management, Inc., SAA, investment strategists and others as the Genworth Program fee.</p> <p>The maximum total advisory fees charged to the client may not exceed 2% annually. Fees for services are negotiable at the discretion of the applicant.</p> <p>The applicant does not act as custodians for any Genworth accounts. The custody of all funds and securities are maintained by NFS, Pershing or other custodians. Custodian fees may be charged separately from the Genworth client fees, internal mutual fund and variable annuity expenses are separate from fees charged by Genworth.</p> <p>A complete description of Genworth's Programs and related fees and charges are described in Genworth Financial Wealth Management, Inc.'s Schedule H Disclosure Brochure, which will be given to all clients prior to or at the time an account is established.</p> <p style="text-align: center;">INDEPENDENT MANAGED ASSETS PROGRAM</p> <p>The Independent Managed Assets Program (IMAP) is a program through which SAA selects, through its own due diligence, a group of money managers that are registered as investment advisors and sponsor turn-key wrap programs offering a wide range of advisory services including asset allocation, market timing and portfolio management. One or more of these money managers may be affiliated entities of SAA. The applicant may allow IARs to enter into solicitation agreements with third party investment advisors for which SAA Representatives may act as a solicitor. The applicant and its IARs solicit the services of the recommended money managers and sponsor turn-key wrap programs or offer third party money manager services on a consulting basis. A third party investment advisor manages client accounts in accordance with the disclosures set forth in the third party investment advisor's disclosure documents. The third party investment advisor typically assumes discretionary authority over the account. The applicant and its IARs do not manage or obtain discretionary authority over the assets in accounts participating in these programs. The applicant assists the client with the selection of a recommended money manager or turn-key wrap program based upon the individual needs of the client. IMAP clients execute an agreement directly with the outside money managers or program sponsors providing the recommended programs/services.</p> <p>Various investment strategies are used in the management of client accounts. The applicant is responsible for determining the management style based on each clients individual financial situation, goals and objectives. The applicant typically: gathers information from the client about the client's financial situation, investment objectives, risk tolerance and investment time horizon and any reasonable restrictions the client wants imposed on the management of the account; periodically reviews reports provided to the client and consults with the client; contacts the client at least annually to review with the client the client's financial situation; and objectives; communicates information to the third party investment advisor as warranted; and assists the client in understanding and evaluating the services provided by the third party investment advisor. Clients</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
Item of Form (identify)	Answer
Part II, Page 2, #1A (continued)	<p>must notify the applicant of any changes in their financial situation, investment objective or account restrictions. Clients may also directly contact the third party advisor managing the account.</p> <p>Client reports depend upon the money manager selected. The applicant is available to meet with the client on a regular basis. The applicant does not act as a custodian for any client account. Custody of all funds and securities are maintained by an outside custodian.</p> <p style="text-align: center;">MANAGED OPPORTUNITIES PROGRAM</p> <p>The applicant has established a relationship with SAA, a registered investment advisor, to participate in the Managed Opportunities Program (Managed Opportunities). Managed Opportunities is a wrap-fee program developed by SAA that provides clients with the opportunity to establish mutual fund portfolios, separate account portfolios and unified managed account portfolios developed by third party money managers that are registered as investment advisors (collectively referred to as sub-advisors). The applicant's representatives act as referral parties when referring clients into the mutual fund portfolios, separate account portfolios and unified managed account portfolios options in Managed Opportunities. One sub-advisor is Brecek & Young Advisors, Inc., an affiliated subsidiary of SAA. All other sub-advisors in this program are not affiliates of SAA or the applicant. In addition, SAA's Managed Opportunities is provided with administrative, web site, transaction order entry services and other services by Oberon Financial Technology, Inc (Oberon), a registered investment advisor and other sub-advisors. In addition, Managed Opportunities offers advisor directed portfolios through which the applicant will work with and advise clients in the selection of investments constituting a portion of Managed Opportunities.</p> <p>Client portfolios may be managed by SAA or other sub-advisors that SAA has established relationships with. The client will grant SAA and the sub-advisors limited discretionary authority with respect to the purchase and sale of securities in mutual fund portfolios, separate account portfolios and unified managed account portfolios and will grant the applicant discretionary authority with respect to the initial Managed Opportunities master account and advisor directed portfolios.</p> <p>The applicant will solicit the services of SAA through Managed Opportunities. the applicant will not refer a client to SAA unless SAA and the sub-advisors are registered or are exempt from registration as investment advisors in the client's state of residence. Clients will grant SAA the discretionary authority to select one or more sub-advisors to provide administrative, web site, performance reporting, transaction order entry and other services to SAA and clients. SAA currently has a relationship with Oberon, a registered investment advisor, to provide these services. Clients establishing Managed Opportunities accounts will receive Oberon's Disclosure Brochure in addition to SAA and the applicant's Disclosure Brochures.</p> <p>The applicant will be available to meet with clients on a continuous basis. Clients should be aware that the applicant will be paid solicitor/referral fees by SAA for recommending mutual fund portfolios, separate account portfolios and unified managed account portfolios to clients. SAA will also share fees with the sub-advisors. The amount of compensation the applicant receives for recommending one Managed Opportunities portfolio over another portfolio may vary. Therefore, a potential conflict of interest may exist because these circumstances may result in the applicant having a financial incentive to recommend one portfolio over another. However, portfolios will be selected and recommended to clients based on each individual client's needs, goals and objectives.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
Item of Form (identify)	Answer
Part II, Page 2, #1A (continued)	<p>A complete description of Managed Opportunities and related fees and charges are described in SAA's Managed Opportunities Schedule H Disclosure Brochure which will be given to all clients prior to or at the time a Managed Opportunities Account is established.</p> <p style="text-align: center;">FINANCIAL PLANNING SERVICES</p> <p>The applicant offers financial planning services to clients in the forms of consultations and written comprehensive or segmented plans. Financial planning services may include, but are not limited to, advice on insurance, tax issues, college planning, retirement and estate planning and investments.</p> <p><u>Consultations</u></p> <p>The applicant offers consultations concerning a client's specific situation and/or objectives. A non-negotiable \$200 hourly fee will be charged for this service. Fees for services are due after the consultation.</p> <p><u>Comprehensive Planning</u></p> <p>The applicant offers comprehensive financial planning services. Clients contracting for this service will receive a written financial plan that focuses on the client's current financial situation as well as his/her future goals and objectives. Prior to services being provided, the applicant will provide the client with an estimate of the number of hours needed to prepare a written plan. The estimated number of hours will then be multiplied by an hourly rate of \$200 to determine the fixed fee that the client will be charged. If the plan takes longer to prepare than originally estimated, the client will only be responsible for the fixed fee quoted and agreed upon in the client contract. The applicant will generally charge a maximum fee of \$3,000 for comprehensive planning services. One-half of the fee is due upon signing the client contract. The remainder of the fee will be due when the plan is presented or mailed to the client.</p> <p><u>Segmented Planning</u></p> <p>The applicant offers segmented planning for one or more topics that a client might desire. Clients contracting for this service will receive a written financial plan that focuses on client's desired topic(s). Prior to services being provided, the applicant will provide the client with an estimate of the number of hours needed to prepare a written plan. The estimated number of hours will then be multiplied by an hourly rate of \$200 to determine the fixed fee that will be charged. The applicant will charge a minimum fee of \$500 for segmented planning services. If the plan takes longer to prepare than originally estimated, the client will only be responsible for the fixed fee quoted and agreed upon in the client contract. One-half of the fee is due upon signing the client contract. The remainder of the fee will be due when the plan is presented or mailed to client.</p> <p><u>Annual Updates</u></p> <p>Typically, financial planning services terminate upon completion of the consultation or presentation of the financial plan. Clients who choose to implement the applicant's advice through one or more of the applicant's programs described in this disclosure document will receive quarterly or annual updates at no additional charge, unless the work to be done is unrelated to the work previously performed by the applicant. In this instance, the applicant may charge a fee.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.		IRS Empl. Ident. No.: 48-1294780				
Item of Form (identify)	Answer					
Part II, Page 2, #1A (continued)	<p>The applicant recommends that all clients have their financial plans reviewed and, if necessary, updated at least annually. If a client requests a review and update of a plan previously written by the applicant, client will be quoted a fixed fee ranging from \$300 - \$500 prior to meeting with the applicant. The applicant will provide the client with an estimate of the number of hours needed to review and update the plan. The fixed fee will be determined by multiplying the estimated number of hours by an hourly rate of \$200. If the plan takes longer to prepare than originally estimated, the client is only responsible for the fixed fee quoted. One-half of the fixed fee is due at the signing of the client contract with the remaining balance due when the plan is presented or mailed to the client.</p> <p><u>Premium Planning Services</u></p> <p>Premium Planning Services provide ongoing financial planning services for clients who want more frequent contact and a higher level of service than provided with an annual review of their progress for their financial plan. Premium Planning Service clients pay for these services on a monthly basis with the fees collected through automatic payments (ACH) from their bank accounts. Fees are billed at the end of the month for the prior month. Clients may discontinue Premium Planning Services at any time, however, if they do and later decide they wish to resume the firm's planning services, the client will need to have a new financial plan written.</p> <p>At the end of the one year period, the agreement can be automatically renewed on the same terms and conditions unless the Premium Planning Services fee schedules have been modified. If the fee schedule for any level of service has been changed, all clients using this level of service will be notified and allowed to change their plan level or discontinue services. The change in services will be effective as of the date the applicant receives notification of clients' decision.</p> <p>Clients desiring ongoing financial planning services can select from four levels of service. The applicant's advisor representatives will explain the services available and assist clients to select the level appropriate for them.</p> <p>Clients who have assets under management with the applicant with an aggregate value of more than \$1 million will receive Gold Level services without any monthly fee.</p> <p>The following is a description of the Premium Planning Service levels and their monthly costs.</p> <table border="1"> <thead> <tr> <th>Price</th> <th>Service Level Features</th> </tr> </thead> <tbody> <tr> <td> Bronze Service Level \$75 per month </td> <td> <u>Features</u> <ul style="list-style-type: none"> • Maintain current financial goals • Update goals and net worth statement annually • One or two face to face or telephone client service meetings per year • Provide access to Lifetime Planning, Inc.'s newsletters, educational programs and meetings • Review systematic savings programs and 401k allocations • For retirees, provide annual reviews of investment withdrawal rates & RMD requirements <u>Benefits</u> </td> </tr> </tbody> </table>		Price	Service Level Features	Bronze Service Level \$75 per month	<u>Features</u> <ul style="list-style-type: none"> • Maintain current financial goals • Update goals and net worth statement annually • One or two face to face or telephone client service meetings per year • Provide access to Lifetime Planning, Inc.'s newsletters, educational programs and meetings • Review systematic savings programs and 401k allocations • For retirees, provide annual reviews of investment withdrawal rates & RMD requirements <u>Benefits</u>
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Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.		IRS Empl. Ident. No.: 48-1294780
Item of Form (identify)	Answer	
Part II, Page 2, #1A (continued)	<ul style="list-style-type: none"> • Face to face meetings with your personal advisor • Knowing that progress is being made towards reaching your financial goals • Being educated on current financial issues in order to make good financial decisions • Having a plan to succeed <p>The Bronze Service Level is recommended for clients who want to come in and review their progress once or twice a year with their advisor. People early in their careers who want personal advice will often find the Bronze level to be a perfect match for their needs. Typical clients choosing this level have an income of at least \$75,000 and/or investment assets between \$50,000 and \$100,000.</p>	
	<p>Silver Service Level</p> <p>\$150 per month</p>	<p><u>Features</u></p> <ul style="list-style-type: none"> • Includes all services in Bronze level with these additional services or upgrades: • Annual in depth discovery process to update your financial situation • Develop and maintain a wealth building program for pre-retirees • Develop a lifetime income program for retired clients • Up to three telephone or face to face client service meetings per year • On demand performance statements for most investments • Consulting with client's other advisors regarding any financial matter • Estate planning and beneficiary designation reviews • Shredding service for client's personal documents <p><u>Benefits</u></p> <ul style="list-style-type: none"> • Face to face meetings with your personal advisor • Knowing that progress is being made towards reaching your financial goals • Being educated on current financial issues in order to make good financial decisions • Having a plan to succeed • Online access to immediate financial reports • Active communication with your other advisors to avoid mistakes • Peace of mind that goals are achievable <p>The Silver Level Service is recommended for clients who want a clear picture of their present financial status and a roadmap to achieve their financial goals. People choosing this level have already started saving for their retirement and other goals, but now want professional guidance. Typical clients choosing this level have an income of at least \$100,000 or investment assets between \$100,000 and \$500,000.</p>

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Item of Form (identify)	Answer				
	<table border="1"> <tr> <td></td> <td> <p>Gold Service Level</p> <p>\$250 per month</p> </td> <td> <p><u>Features</u></p> <ul style="list-style-type: none"> Includes all services in Silver level with these changes or upgrades: Automatic annual updates to financial plan Unlimited client service meetings per year Advisor will meet annually face to face or via telephone with the client's other primary advisors Financial planning advice for immediate family members Annual family meeting for education on best strategies for maintaining and managing family wealth. Charitable planning where applicable Annual tax return review for uncovering tax savings strategies Customizable services can be added <p><u>Benefits</u></p> <ul style="list-style-type: none"> The highest level of personal attention Face to face meetings with your personal advisor A clear picture of your present financial status and a written plan to achieve your goals Knowing that progress is being made towards reaching your financial goals Being educated on current financial issues in order to make good financial decisions Online access to immediate financial reports Open communication with your other advisors to avoid mistakes Peace of mind that goals are achievable Help put your children on the right financial path <p>The Gold Service Level is recommended for clients that place a high importance on achieving their financial goals and objectives. Frequently at this level they want a strategy in writing with a personal advisor monitoring the plan. Often clients want us to coordinate advice from all of their financial professionals. Typically, clients choosing this level have a gross income of at least \$200,000 or investment assets in excess of \$500,000.</p> <p>Customizable plans requiring additional services may be negotiated on a contract basis.</p> </td> </tr> </table>			<p>Gold Service Level</p> <p>\$250 per month</p>	<p><u>Features</u></p> <ul style="list-style-type: none"> Includes all services in Silver level with these changes or upgrades: Automatic annual updates to financial plan Unlimited client service meetings per year Advisor will meet annually face to face or via telephone with the client's other primary advisors Financial planning advice for immediate family members Annual family meeting for education on best strategies for maintaining and managing family wealth. Charitable planning where applicable Annual tax return review for uncovering tax savings strategies Customizable services can be added <p><u>Benefits</u></p> <ul style="list-style-type: none"> The highest level of personal attention Face to face meetings with your personal advisor A clear picture of your present financial status and a written plan to achieve your goals Knowing that progress is being made towards reaching your financial goals Being educated on current financial issues in order to make good financial decisions Online access to immediate financial reports Open communication with your other advisors to avoid mistakes Peace of mind that goals are achievable Help put your children on the right financial path <p>The Gold Service Level is recommended for clients that place a high importance on achieving their financial goals and objectives. Frequently at this level they want a strategy in writing with a personal advisor monitoring the plan. Often clients want us to coordinate advice from all of their financial professionals. Typically, clients choosing this level have a gross income of at least \$200,000 or investment assets in excess of \$500,000.</p> <p>Customizable plans requiring additional services may be negotiated on a contract basis.</p>
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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
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Item of Form (identify)	Answer
	<p>Business Service Level</p> <p>\$425 per month</p> <p><u>Features</u></p> <ul style="list-style-type: none"> • Integrated personal and business planning • Customized planning and service options based on discovery process • Daily personal net worth statements for owner • Document vaulting • Comprehensive snapshot of financial accounts held at most U.S. institutions • Collaboration with other business advisors • On line performance reports • Annual employee survey • Annual meeting with all business advisors • Company retirement plan evaluation and oversight • Company health plan evaluation and oversight • Company life insurance review • Business continuation planning • Buy/sell planning • Asset protection planning <p><u>Benefits</u></p> <ul style="list-style-type: none"> • The highest level of personal attention • Secure and immediate access to essential business and personal information via the internet • Business structuring to minimize or eliminate tax obligations • Face to face meetings with your personal advisor • A clear picture of your present financial status and a written plan to achieve your goals • Knowing that progress is being made towards reaching your financial goals • Open communication with your other advisors to avoid costly mistakes • Provide cost effective competitive employee benefits • Establishing a continuity plan to help your business survive a personal emergency • Avoiding a disorderly transition by having your own written exit plan <p>The Business Level is recommended for entrepreneurs that place a high importance on achieving their financial goals, and protecting their company. Typically clients choose this level because they have challenges that need to be solved. Often they are looking for an advisor that they can trust to coordinate their needs with other professionals. Sometimes they are ready to take their business to the next level and are looking for an advisor to guide them.</p>

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	<p><u>Workshops</u></p> <p>Lifetime Planning, Inc. may provide educational and informational workshops to the general public as well as specific industry benefit plan participants. There are no fees for education and/or informational workshops. At no time will Lifetime Planning, Inc. or its associated persons provide individual advice to a company's employees. If the employee would like individualized advice they may set-up a consultation, at which time an agreement may be executed.</p> <p><u>Termination</u></p> <p>Either party may terminate services at any time by providing written notice. If services are terminated within five business days of executing the client contract, services will be terminated without penalty. After the initial five business days, termination will be effective 30 days after receipt of the termination notice. Clients may be responsible for payment of fees for time and effort expended by the applicant prior to the effective date of termination.</p> <p>GENERAL FEE DISCLOSURE INFORMATION</p> <p>The fees charged may be higher or lower than the cost of similar services offered through other registered investment advisors. At no time will fees of more than \$1200 be charged more than six months in advance. Fees for investment supervisory services may be more than the cost of purchasing the same services separately. Clients may be able to obtain similar services for a lesser fee from other advisors. The fees charged vary among investment supervisory services. The amount of compensation the applicant may receive in a particular program may be more than would be received if the client participated in other SAA programs or paid separately for investment advice, brokerage and other services. These circumstances may result in the applicant having a financial incentive to recommend one Investment Supervisory Service program. The factors to be considered by clients in determining the reasonableness of the fees charged include, but may not be limited to, the following:</p> <ol style="list-style-type: none">1. The fee charged for development of an asset allocation study and/or development of an investment strategy.2. Transaction and custody costs or other miscellaneous fees and taxes and/or charges, as well as commissions or mark ups and mark downs, on the purchase and/or sale of securities.3. The cost of producing a quarterly performance report covering the managed assets.4. The value of the consulting service provided by the applicant in designing and monitoring the client's managed assets.5. The cost of investment advice provided by SAA, the applicant.6. The cost of the additional administrative, marketing, asset management, and other support services that may be provided by SAA and (when applicable) any sub-advisors used in the management of a program account. <p>When the applicant uses the private managed account program, the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p> <p>Part II, Page 3, #3L</p> <p>When the applicant uses the private managed account program, the applicant introduces clients to investment managers who provide discretionary management of individual portfolios of equity and/or fixed income securities.</p>

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**Schedule F of
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Continuation Sheet for Form ADV Part II

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Part II, Page 3, #4A(5), #4B(8) & #4C(7)	Model mutual fund and variable annuity asset allocation portfolio programs, provided by a number of institutional investment managers and strategists, may be used when managing client assets.	
Part II, Page 4, #5	The applicant requires its advisor representatives to be employed full-time in financial planning or financial services and to pursue a training program that leads to licensing and/or certification as a registered representative, investment advisor or Certified Financial Planner™ (CFP®).	
Part II, Page 4, #6	<p>David Michael Smith Born 1944 BA, California State University at Fresno, 1966. CFP® licensee, 1983. Owner of David M. Smith & Associates, Registered Investment Advisor, 1989-2002. President and Investment Advisor Representative of Lifetime Planning, Inc. since 2003. Registered Principal with Securities America, Inc. since 1991.</p> <p>William Matthew Walters Born 1949 BS, U.S Naval Academy, Annapolis, 1974. CFP® licensee, 1989. Investment Advisor Representative of Lifetime Planning, Inc. since 2003. Registered Representative of Securities America, Inc. since 1991.</p> <p>Eric S. Smith Born 1972 BA, University California at San Diego, 1995. JD, Pepperdine University, 1997. CFP® licensee, 2002. Investment Advisor Representative of David M. Smith & Associates, 1999-2002. Secretary/Treasurer and Investment Advisor Representative of Lifetime Planning, Inc., since 2003. Registered Representative of Securities America, Inc. since 1999. Contract counsel for County of San Diego, 1998. FINRA (previously known as NASD) arbitrator since March 2005.</p> <p>Robert S. Harrell Born 1974 BS, California State University, Northridge, 2001. Investment Advisor Representative of Lifetime Planning, Inc. since 2005. Registered Representative of Securities America, Inc. since October 2005. Registered Representative of ICM, 2002 - 2005. Registered Representative of Sun America Securities, Inc. from 2002 to 2005.</p>	
Part II, Page 5, #9	<p>As registered representatives, associated persons of the applicant sell securities to any client for commissions. This could present a potential conflict of interest since the associated person could receive fees and commissions if the client chooses to implement recommendations of the associated person in their capacity as registered representatives. Clients are free to select any broker/dealer they wish to implement recommendations.</p> <p>David Smith, Eric Smith and William Walters are CFP® certificants. As such, they are held to the standard of fiduciary duty when dealing with clients and potential clients. This means that they must inform clients and potential clients of all material facts regarding financial services and insurance products when they present to them. They are obligated to disclose all relevant information regarding conflicts of interest and costs of these services and products that clients need to know to be fully informed before contracting for them.</p> <p>There is an additional obligation of CFP® cerificants (planner/advisor) when they wear different hats when presenting different services and products to clients and prospective clients. In some situations they move out of their role as planner/advisors who are paid for their advice and planning</p>	

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Item of Form (identify)	Answer	
Part II, Page 5, #9 (continued)	<p>services, and into the role of a sales person. The firm's planners/advisors are also licensed to sell securities as registered representatives or insurance agents for commission. When presenting investments and insurance as registered representatives or insurance agents, planner/advisors must clearly define their role as salesperson or agent at the beginning of such presentation and make it clear that they will receive commissions or fees if clients or future clients buy the investments or insurance.</p> <p>For example, a planner/advisor may recommend a certain type of insurance policy with a particular amount of coverage in a financial plan he was paid a fee for completing. If he then presents a policy proposal from an insurance company where he is a licensed agent, he must disclose that he represents the insurance company in this representation and will receive insurance commission if the client buys the policy. A CFP® certificant cannot assume that a financial planning or investment advisory client knows when the planner/advisor is stepping out of his role as paid advisor and talking with his clients as a sales person or insurance agent. He must tell them.</p> <p>In summary, a planner/advisor must keep the client's interests paramount in his communication with clients and potential clients and make sure through statements, explanation and repetition that the client or potential client fully understands what he/she is being shown and how the planner will be paid for this transaction. This may sound familiar as once stated far more simply, "Treat the other person as you yourself would like to be treated."</p> <p>In their separate capacities as registered representatives, the applicant associated persons sell securities to any client for commissions. This could present a potential conflict of interest if the client elects to implement the associated persons' recommendations and also selects them to execute those transactions. In this case, the associated persons could receive both fees as advisor representatives and commissions as registered representatives. As registered representatives, they could also receive compensation from mutual fund sales loads, 12(b)-1 distribution fees, variable annuity sales commissions or trail commissions. The 12(b)-1 distribution fees, sales charges and other fee arrangements will be disclosed upon the client's request and are typically described in the applicable fund and/or annuity prospectus. Any fees or other compensation received by the associated persons in their separate capacities as registered representatives will be received to the extent permitted by applicable law.</p> <p>Because of these compensation arrangements, a conflict of interest could exist in connection with the associated persons recommending particular investments for a client's account. Clients have sole discretion whether to implement any or all of the associated persons' recommendations. In addition, clients are free to select any broker/dealer they wish to implement recommendations.</p> <p><u>Trade Errors</u></p> <p>If a client chooses to implement transactions through the applicant associated persons, steps are taken to supervise trades and to prevent trade errors. The associated persons will implement trades in their separate capacities as registered representatives of SAI. SAI has execution and clearing arrangements with Fidelity Capital Markets (FCM), a division of NFS.</p> <p>FCM will be contacted immediately about any trade error except those in mutual fund trades. SAI's Trade Department will be contacted to report and correct any error in a mutual fund trade. Trading errors are usually corrected after the trade settles and may take five to seven business days to finalize.</p>	

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Item of Form (identify)	Answer
Part II, Page 5, #9 (continued)	<p>If SAI, FCM, the applicant or other associated persons are responsible for making a trade error in the clients account the error will be corrected and the clients account will be restored to where it would have been had the trade error not occurred. Any profit from the trade correction will be retained by SAI or FCM. Neither the client nor the associated person will retain the profit from a trade correction.</p> <p><u>Agency Cross Transactions</u></p> <p>the applicant's associated persons are prohibited from engaging in agency cross transactions, meaning they cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.</p> <p>the applicant and its associated persons may buy or sell securities for their own accounts that are recommended to clients. They may also recommend the purchase or sale of different securities for different clients at different times. This could result in contrary advice being given or action taken on behalf of clients and in the personal accounts of the applicant and its associated persons.</p> <p><u>Insider Trading Policy</u></p> <p>The applicant is and shall continue to be in compliance with <i>The Insider Trading and Securities Fraud Enforcement Act of 1988</i>. To prevent conflicts of interest, the applicant has developed policies and procedures that include personal investment and trading policies for its associated persons, employees and their immediate family members:</p> <ul style="list-style-type: none">• Associated persons will not prefer their own interests to that of the client• Associated persons will not purchase or sell any security for their personal accounts prior to implementing transactions for client accounts• Associated persons will not buy or sell securities for their personal accounts when those decision are based on information obtained as a result of their employment, unless that information is also available to the investment public upon reasonable inquiry• Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider"• Associated persons are discouraged from frequent personal trading• Associated persons are generally prohibited from serving as board members of publicly-traded companies unless an exception has been granted by the applicant principal officer and/or Chief Compliance Officer <p>To the extent an associated person or the applicant maintains an outside account, the associated person must make arrangements to send quarterly statements to the Registered Investment Advisor (RIA) complete an annual certification concerning their personal securities activities and provide additional information about personal trading activities as may be required under the Insider Trading Policy and Code of Ethics. Any associated persons not observing the applicant policies may be subject to sanctions up to and including termination.</p>

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Item of Form (identify)	Answer	
Part II, Page 5 #9 (continued)	<p><u>Code of Ethics Summary</u></p> <p>According to the <i>Investment Advisers Act of 1940</i>, an investment advisor is considered a fiduciary and has a fiduciary duty to clients. The applicant has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the <i>Investment Advisers Act of 1940</i> that reflects fiduciary obligations and those of its supervised persons and requires compliance with federal securities laws. The applicant's Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment advisor representatives are classified as supervised persons. The applicant requires its supervised persons to consistently act in their clients best interests in all advisory activities. the applicant imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to their clients. The standard of conduct required is higher than ordinarily required and encountered in commercial business.</p> <p>This section is only intended to provide current and potential clients with a description of the applicant Code of Ethics. If current or potential clients wish to review the Code of Ethics in its entirety, clients requesting a copy in writing will be provided a copy promptly.</p>	
Part II, Page 5, #10	<p>SAA's recommended minimum investment amount for establishing and maintaining an FAP Account is \$25,000 and \$50,000 for establishing and maintaining a LifeGuide Account. Exceptions may be granted to these minimums upon request.</p> <p>The minimum investment required for Genworth asset allocation system program accounts is generally \$50,000 and \$250,000 for private managed accounts program. Exceptions may be granted to the minimums at the discretion of Genworth and the applicant.</p> <p>As a general rule, SAA requires a minimum of \$50,000 to establish and maintain Managed Opportunities mutual fund portfolios, \$100,000 for separate account portfolios, \$250,000 for unified managed account portfolios and \$50,000 for advisor directed portfolios. All minimums are negotiable at the discretion of the applicant and SAA.</p>	
Part II, Page 5, #11A	<p>The applicant has a minimum fee of \$500 for segmented financial planning services, and a minimum fee of \$300 for annual updating services.</p> <p>At a minimum, managed accounts are reviewed on a quarterly basis and may be reviewed sooner depending on market activity, major client events or at the client's request.</p> <p>The applicant recommends that financial planning clients have their plan reviewed on an annual basis. Clients that choose to implement financial planning advice through one or more of the applicant's programs described in this disclosure document will receive quarterly or annual reviews and updates on their financial plan at no additional charge. However, if clients request additional work or request work that is unrelated to that previously performed by the applicant, then the client may be charged an additional fee.</p> <p>The applicant's advisor representatives review all accounts.</p> <p>SAA reviews the performance information in Managed Opportunities accounts to determine its accuracy. Performance information provided by SAA is believed to be accurate but cannot be</p>	

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Item of Form (identify)	Answer	
Part II, Page 5, #11B	<p>guaranteed. Fund and other securities values and other information are obtained from third parties. Managed Opportunities accounts are reviewed as needed by SAA supervisors, SAI principals and the applicant's representatives. Triggering factors for reviews may include material market, economic or political events, changes in clients' personal or financial situations or performance of the accounts in general. the applicant urges clients to compare performance reports you receive from the applicant with account statements you receive directly from the custodian. Inquiries or concerns regarding your account including performance reports should be directed to the applicant.</p> <p>Clients will receive statements at least quarterly from the investment company, broker/dealer, clearing firm or money manager where their account is maintained.</p> <p>Clients participating in FAP receive annual performance reports and year to date performance reports when they come in for client service meetings.</p> <p>Clients participating in the Genworth Programs will receive monthly account statements, transaction ledgers and quarterly reports showing the investment performance of their account from Genworth.</p> <p>Clients participating in Managed Opportunities will be able to view daily and quarterly performance reports on a web site prepared on behalf of SAA by Oberon which will describe the performance, holdings and other activity in clients' Managed Opportunities accounts. During any month in which there is activity in Managed Opportunities accounts, clients will receive monthly statements from the account custodian or clearing firm showing the activity in clients' accounts as well as positions held in the accounts at month end. Clients will also receive a confirmation of each purchase and sale transaction that occurs within Managed Opportunities accounts, unless clients provide SAA with written authorization to suppress confirm delivery. If there is no activity in the account, clients will receive statements no less than quarterly from the account custodian or clearing firm.</p> <p>Clients are encouraged to make appointments with the applicant to review their reports, answer questions and to discuss any changes or rebalancing the applicant thinks is warranted.</p>	
Part II, Page 6, #12A(1), 12A(2) & 12A(4)	<p>Upon receiving written authorization from the client, the applicant may manage client assets on a limited discretionary basis in FAP and in the Managed Opportunities advisor directed portfolios program. When it does, discretionary authority is limited in that the applicant will not have the authority to withdraw funds and/or securities from client accounts except when written authorization has been provided to have fees automatically deducted from a client's account and paid directly to the applicant.</p> <p>The applicant offers clients model portfolios composed by a group of independent investment strategists in the Genworth asset allocation system program. The independent investment strategists have no direct relationship with the applicant or the clients, make no analysis of the clients' circumstances or objectives and do not tailor the models portfolios to any specific client's needs. The applicant assists the client in selecting the model portfolio(s) that best suit the client's objectives. The client then specifically directs the account to be invested in accordance with the chosen model portfolio. When the client selects the model portfolio, the client further directs that the account be automatically adjusted to reflect any adjustment in the model portfolio by the investment strategist. This client authorization would result in the purchase and sale of certain mutual funds or transfers between variable annuity sub-accounts without further authorization by the client at such time as the investment strategist changes the composition of the selected model</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
Lifetime Planning, Inc.	801-68952	12/20/10

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Lifetime Planning, Inc.	IRS Empl. Ident. No.: 48-1294780
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Item of Form (identify)	Answer
Part II, Page 6, #12B	<p>portfolio. The applicant has no authority to cause any purchase or sale of securities in any client account, to change the model portfolio or to direct the account to be invested in any manner other than as previously authorized by the client.</p> <p>The applicant's advisor representatives are registered representatives of SAI, a full service broker/dealer, member FINRA/SIPC. When selling securities products in this separate capacity, the advisor representatives may earn commissions.</p> <p>The applicant and its advisor representatives recommend SAI for securities sales and for custodial arrangements and securities transactions with no sales charges for wrap accounts. The applicant may also use referred investment managers or advisors who use other brokerage and/or custodial companies. Clients wishing to implement the applicant's advice are free to select any broker they wish and are so informed. If clients wish to have the applicant's advisor representatives implement the advice in their capacity as registered representatives, their broker/dealer, SAI, will be used. SAI has a wide range of approved securities products for which it performs due diligence in selecting. SAI's registered representatives are required to adhere to these products when implementing securities transactions through SAI. Commissions charged for these products may be higher or lower than commissions clients may be able to obtain if transactions were implemented through another broker/dealer.</p> <p><u>Best Execution</u></p> <p>Although the applicant does not allow directed brokerage, it must still use reasonable diligence to make certain that best execution is obtained for clients when implementing any transactions. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions surrounding the transaction execution is in the best interests of clients. Associated persons will look at a number of factors besides prices and rates including, but not limited to:</p> <ul style="list-style-type: none"> • Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with existing systems of the applicant, ease of monitoring investments) • Products and services offered (e.g. investment programs, back office services, technology, regulatory compliance assistance, research and analytic services) • Financial strength, stability and responsibility • Reputation and integrity • Ability to maintain confidentiality <p>The applicant will exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any client transaction by considering the back office services, technology and pricing of services offered.</p> <p>The applicant will perform periodic reviews to determine that the relationship with SAI, FCM and NFS is still in the best interests of its clients.</p> <p><u>Soft Dollar</u></p> <p>Investment advisors may direct portfolio brokerage commissions to a particular broker/dealer in return for services and research used in making investment decisions in client accounts. The</p>

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Item of Form (identify)	Answer	
Part II, Page 6 #12B (continued)	<p>commissions used to acquire these services and research is known as “soft dollars.” Section 28(e) of the <i>Securities Exchange Act of 1934</i> provides a “safe harbor” that allows an investment advisor to pay more than the lowest available commission for brokerage and research services if it determines in good faith that the commission paid was reasonable in relation to the brokerage and research services provided.</p> <p>Although the applicant doesn’t allow directed brokerage, it may still receive products and services from SAI, SAA (an affiliated investment advisor of SAI), or other program sponsors and product issuers. These products and services may be used for both research and non-research purposes and allows the applicant to supplement, at no cost, its own research and analysis activities. These products and services can include, but are not limited to:</p> <ul style="list-style-type: none"> • Reports, publications and data on matters such as the economy, industries, sectors and individual companies or issuers, statistical information, account and law interpretations, political analyses, legal developments affecting portfolio securities, technical market actions, credit analyses, risk management and analyses of corporate responsibility issues • On-line news services and financial and market database services • Information management systems integrating quotation and trading, performance management, accounting, recordkeeping and document retrieval and other administrative matters • Meetings, seminars, workshops and conferences with representatives of issuers, program sponsors and/or other analysts and specialists <p>Research obtained with soft dollars is not necessarily utilized for the specific account that generated the soft dollars. The applicant does not attempt to allocate the relative costs or benefits of research among clients because it believes that, in the aggregate, the research it receives benefits all clients and assists the applicant in fulfilling its overall duty to clients.</p> <p>These arrangements may be deemed to create a conflict of interest to the extent that the applicant would have to pay for some or all of the research and/or services with “hard dollars” if it were unable to obtain the research and services in exchange for commissions in connection with client transactions. Client trades will always be implemented based on the goals and objectives of the client and not on any research, products or other incentives available.</p>	
Part II, Page 6, #13A	<p>The applicant’s advisor representatives sell securities and insurance products in their separate capacities as registered representatives and independent insurance agents. They may earn sales commissions when selling these products. Some of the advice offered by the advisor representatives involves investments in mutual fund products. Load and no-load mutual funds may pay annual distribution charges sometimes referred to as 12(b)-1 fees. Advisor representatives may receive a portion of the 12(b)-1 fee from some investment companies in their separate capacities as registered representatives. Clients should be aware that these 12(b)-1 fees come from fund assets, and thus, indirectly from client assets. The receipt of these fees could represent an incentive for registered representatives to recommend funds with 12(b)-1 fees or higher 12(b)-1 fees over funds with no fees or lower fees, therefore creating a potential conflict of interest.</p> <p>From time to time, the applicant may receive expense reimbursement for travel and/or marketing expenses from distributors of investment and/or insurance products. Travel expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors. Marketing expense reimbursements are typically the result of</p>	

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Part II, Page 6, #13A (Conti.)	<p>informal expense sharing arrangements in which product sponsors may underwrite costs incurred for marketing such as advertising, publishing and seminar expenses. Although receipt of these travel and marketing expense reimbursements are not predicated upon specific sales quotas, the product sponsor reimbursements are typically made by those sponsors for whom sales have been made or it is anticipated sales will be made.</p> <p>The applicant or SAA may invest a portion of client's assets in mutual funds , variable annuities or Exchange Traded Funds (ETFs) and charges an investment management fee on client's assets invested in these securities. Therefore, clients may pay two levels of fees for the management of their assets, one directly to the applicant or SAA and one indirectly to the managers of the mutual funds or variable annuities held in their portfolios.</p> <p>The applicant uses the support services of SAA and Genworth Financial Wealth Management, Inc., registered investment advisor, when managing client assets in Genworth Program. When doing so, SAA and Genworth Financial Wealth Management, Inc. will receive a portion of the fees charged to the client.</p> <p>The applicant may select and monitor third party money managers to manage client assets, including money managers in SAA's IMAP. When soliciting for money managers, the applicant will receive a portion of the fees paid to the money manager. SAA may also receive a portion of the fee or a marketing override for fees paid to IMAP approved money managers.</p> <p>The applicant does not have a related person that is an investment advisor; however, the applicant may have relationships with nonaffiliated investment advisors.</p> <p>The applicant may refer clients to SAA, a registered investment advisor firm, through Managed Opportunities. SAA will work with Oberon, a registered investment advisor, and other sub-advisors when managing client assets. the applicant will not refer clients to SAA unless SAA, Oberon, and other sub-advisors are registered or exempt from registration as investment advisors in each client's state of residence. SAA will pay the applicant a portion of client fees for referrals. In addition, SAA will share fees with Oberon and other sub-advisors.</p> <p>The applicant has established relationships with other investment advisors through which the applicant will act as a solicitor referring clients to the other investment advisors management programs. When acting in this solicitor/referral capacity, the applicant will receive a portion of the fee paid to the other investment advisors by the client.</p>
Part II, Page 6, #13B	<p>The applicant enters into agreements with solicitors (referring parties) to refer clients to the applicant. If a referred client enters into an investment advisory agreement with the applicant, a cash referral fee is paid to the referring party which is based upon a percentage of the client advisory fees that are generated. The referral agreements between any referring party and the applicant will not result in any charges to clients in addition to the normal level of advisory fees charged. The referral agreements between the applicant and referring parties are in compliance with regulations as set out in 17 CFR Section 275.206(4)-3.</p> <p style="text-align: center;">OTHER BUSINESS ACTIVITIES AND MATERIAL ARRANGEMENTS</p> <p>Although the principal business of the applicant is providing investment advice, its advisor representatives are engaged in other activities. They are registered representatives and may also be</p>

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	<p>independently licensed insurance agents. In these separate capacities, they can earn commissions when selling securities and insurance products.</p> <p>Clients needing long term care, health, disability or life insurance may be referred to life and health insurance agents who are not affiliated with the applicant. SAI maintains a restricted approved list of mutual funds, direct participation programs and insurance products available to its registered personnel. Clients' investment selection may be limited to those particular investment products on such list. Clients are under no obligation to implement plans or purchase investments or insurance through the applicant, its advisor representatives or SAI. Clients are free to select any broker/dealer or insurance agent they wish to implement recommendations.</p> <p>David M. Smith and Eric S. Smith spend approximately 15% of their time on investment brokerage services and 5% on life insurance sales. William M. Walters spends approximately 75% of his time on investment brokerage services and 24% on life insurance sales. Robert S. Harrell spends 40% of his time on investment brokerage services and 10% for life insurance sales.</p> <p>The applicant may have relationships with non-affiliated investment advisors. the applicant may use the services of SAA, a registered investment advisor, through FAP and/or LifeGuide when managing assets and, when doing so, SAA will receive a portion of the fees.</p> <p>The applicant has established a relationship with Hanson McClain Retirement Network an affiliated company of Hanson McClain Retirement Planning, a registered investment advisory firm. The associated persons of Hanson McClain Retirement Network (which are also associated persons of Hanson McClain Retirement Planning) will provide consultation and marketing support services to the applicant and its "associated persons". The applicant will pay Hanson McClain Retirement Planning a portion of the fees earned from the clients, if clients are obtained by the applicant as a result of the consultation and marketing support provided by the associated persons of Hanson McClain Retirement Network.</p> <p>Robert Harrell has a referral relationship with ICM Lending, a mortgage broker. Mr. Harrell may refer clients needing assistance with mortgage or real estate matters to ICM Lending. At a minimum, Mr. Harrell will provide administrative services including data gathering, helping complete the loan application, preparation and communication with the client. For providing these administrative services, ICM Lending will pay Mr. Harrell a referral fee for the mortgage business generated. Clients are under no obligation to utilize the services of ICM Lending.</p> <p style="text-align: center;">PROXY VOTING</p> <p>The applicant and its advisor representatives will not vote proxies on behalf of clients. Clients are instructed to read through the information provided with the proxy document and make a determination based on the information. Upon request from the client, the advisor representatives may provide clarifications based on their understanding of issues presented in the proxy materials. Clients are responsible for all proxy voting decisions.</p> <p style="text-align: center;">PRIVACY POLICY</p> <p>The applicant is committed to safeguarding the confidential information of each of its clients. The applicant holds all personal information provided to the firm in the strictest confidence. These records include all personal information collected from clients in connection with any of the</p>

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	<p>services provided by the applicant. The applicant has not disclosed such information to non-affiliated third parties, except as described in this Privacy Policy, or as required by law, and does not anticipate doing so in the future. If the applicant were to anticipate such a change in firm policy, the applicant would be prohibited under the law from doing so without advising client first. The applicant uses financial and health information provided by the client to help them meet their personal financial goals while guarding against any real or perceived infringements on the client's rights of privacy. The applicant's policy, with respect to personal information about the client, is contained in the privacy policy below.</p> <ul style="list-style-type: none"> • The applicant limits employee and agent access to information only to those who have a business or professional reason for knowing, and only to non-affiliated parties as permitted by law. (For example, federal regulations permit the applicant to share a limited amount of information about the client with a brokerage firm in order to execute securities transactions on their behalf. Other examples would be so that the applicant could discuss the client's financial situation with their accountant or lawyer.) • The applicant maintains a secure office and computer environment to ensure that client information is not placed at unreasonable risk. • The categories of non-public personal information collected from a client depend upon the scope of the client engagement. It will include information about the client's personal finances, information about the client's health to the extent that it is needed for the planning process, information about transactions between the client and third parties and information from consumer reporting agencies. • For unaffiliated third parties that require access to client personal information, including financial service companies, consultants and auditors, the applicant also requires strict confidentiality in agreements with them and expects them to keep the information private. Federal and state regulators also may review firm records as permitted under law. • The applicant does not provide the client's personally identifiable information to mailing list vendors or solicitors for any purpose. • Personally identifiable information about the client will be maintained during the time they are clients, and for the required time thereafter that such records are required to be maintained by federal and state securities laws, and consistent with the Certified Financial Planner Board of Standards, Inc. (CFP Board) Code of Ethics and Professional Responsibility. After this required period of record retention, all such information will be destroyed. <p>The applicant may also share client personally identifiable information with the CFP Board as part of complying with the CFP Board's Code of Ethics and Professional Responsibility. If clients prefer that the applicant not disclose their non-public personal information to the CFP Board, they can simply opt out of this disclosure by visiting the firm's web site at www.lifetimplanning.biz and sending an email.</p> <p>State law prohibits the applicant from sharing any client's personal health information with a third party without the client's permission. If the applicant makes an application to a life insurance company on the client's behalf, the applicant will ask for written permission to share the necessary health information with the insurance company or companies in question.</p>	

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