

Part 2A of Form ADV: *Firm Brochure*

Goodrich & Associates, Inc.

Registered Investment Advisor
12 Bellwether Way, Ste. 215
Bellingham, WA 98225

Telephone: 360-671-0226

Web Address: www.raymondjames.com/goodrichassociates

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This brochure provides information about the qualifications and business practices of Goodrich & Associates, Inc.. If you have any questions about the contents of this brochure, please contact us at 360-671-0226 or at www.raymondjames.com/goodrichassociates. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Goodrich & Associates, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 116462.

Registration does not imply a certain level of skill or training

Item 2 Material Changes

The SEC adopted "Amendments to Form ADV" in July, 2010. This Firm Brochure, dated 03/16/2011 is our new disclosure document prepared according to the SEC's new requirements and rules. As you will see, this document is a narrative that is substantially different in form and content, and includes some new information that we were not previously required to disclose.

After our initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

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Item 4 Advisory Business

Firm Description

Goodrich & Associates, Inc., formerly known as Gaston Bay Advisory & Planning, Inc. founded in 1982, began conducting business in 1999. Current employees are: one Certified Financial Planner (CFP)® designee, three licensed Financial Advisors (FA) and Insurance Agents, one Registered Paraplanner (RP)®, two Long Term Care Insurance Agents and two Administrative Staff. The firm is

registered with the Securities and Exchange Commission (SEC) and State of Washington, as a Registered Investment Advisor (RIA).

Goodrich and Associates, Inc. provides fee based personal financial planning and investment advice to individuals, families, related entities and businesses. The advice given is based upon financial planning principles and techniques.

Investment transactions conducted by Financial Advisors of Raymond James Financial Services, that are also employees of Goodrich & Associates, Inc., will be exclusively through Raymond James Financial Services (RJFS), member of FINRA and SIPC. Financial Advisors are: Larry Goodrich, CFP®, President of Goodrich & Associates, Inc., Matt Goodrich, Vice President of Goodrich & Associates, Inc., and Rachel Montoya, Registered Paraplanner® of Goodrich & Associates, Inc.

At the clients request we may assist them in reviewing their existing life insurance policies or in purchasing life or long term care insurance. The licensed agents of Goodrich & Associates, Inc. are: Larry C. Goodrich, CFP ®, Matt Goodrich, Rosalee Goodrich and Rachel Montoya, RP ®.

We will endeavor to work with clients existing advisers. When requested by clients we may recommend other professionals (i.e. lawyers, accountants, insurance agents, real estate agents etc.).

Conflicts of interest will be disclosed to the client and managed in the best interest of the client.

Goodrich & Associates, Inc. financial planning and consulting fees are paid directly by the client.

PRINCIPAL OWNERS

Goodrich & Associates, Inc. is owned by Larry C. Goodrich, Rosalee P. Goodrich and Matthew M. Goodrich.

Types of Advisory Services

The primary type of advisory service offered by Goodrich & Associates, Inc. is financial planning. Clients can request investment recommendation advice as part of the financial planning relationship.

In performing its services, Goodrich & Associates, Inc. is not required to verify any information received from the client or from the client's other professionals. Each client is advised that it remains their responsibility to promptly notify us when there is any change in their financial or personal situations and/ or financial objectives for the purpose of reviewing, evaluating, or revising previous recommendations and/or services.

Basic Financial Planning

Services may include financial planning, implementation and ongoing asset management/monitoring. Financial planning may include identification of financial problems, cash flow and budget management, tax planning, risk exposure review, investment management, education funding, retirement planning, estate planning, insurance planning, charitable goals, small business planning issues, fringe benefits,

special needs planning or other issues specific to the client. A written evaluation of the client's current financial profile and goals is provided. Clients may request us to assist them in implementing recommendations of the plan. The agreement includes unlimited telephone support, meetings as required, on-going financial planning services, reminders of the specific courses of action that need to be taken, and quarterly, semi-annual or annual written portfolio reviews as negotiated with each client. More frequent reviews may occur but are not necessarily communicated to the client unless immediate changes are recommended.

Consulting and Special Services

Services may be undertaken that are not described above such as: financial planning presentations to client's families, accompanying clients to appointments with other professionals, presentations to private groups, etc.

Investment Management Services

Investment management is not normally provided as a stand-alone service. However, occasionally, members of a client's family or related organization can request investment management services as part of the client's overall financial planning objectives.

Discretionary accounts are not accepted by Goodrich & Associates, Inc. or employees registered as Financial Advisors with Raymond James Financial.

A Tailored Relationship

Our Financial Plans are tailored to the unique requirements of each client. Client goals and objectives are clarified in meetings and via correspondence and are used in determining the recommended course of action. Goals and objectives are documented in the following: client relationship management system, Investment Policy Statement, and client files

Clients may request certain specific restrictions regarding planning strategies or specific investments. The restrictions will be stated in writing and signed by the client.

Managed Assets

As of December 31, 2010, Goodrich & Associates, Inc. employees licensed with Raymond James Financial Services manage approximately \$74,588,925 of client's assets on a non-discretionary basis and \$0 on a discretionary basis.

ITEM 5 FEES AND COMPENSATION

Goodrich & Associates, Inc. fees are based either on hourly charges, a flat project rate or retainer.

Basic Financial Planning

Initial financial planning fees are quoted on the basis of complexity of individual situations. Initial fees are determined at the onset and are based on a variety of factors.

The financial plan fees are billed on an hourly basis of \$50 to \$200/hour; or a fixed basis of \$800 to \$10,000.

An estimate of the Financial Plan fees will be quoted at the start of our Financial Planning relationship. We request a retainer before starting the plan; however advance payment will never exceed \$1,200 for work that will not be completed within six months. If fees are not paid in full when we are retained the balance of the fee will be due upon delivery of the plan.

Termination of the plan agreement must be in writing. Any fees paid will be prorated for work completed and the balance refunded to the client.

Consulting and Special Services

Special Services involving Principal Larry C. Goodrich, CFP® are billed at the rate of \$200-\$300/hour. Special services involving an associate planner (without the CFP designation) are billed at \$150/hour. Administrative staff time for special projects may be billed at \$50/hour. Estimates are provided and a deposit requested. Since the nature of the work often involve variables or circumstances unknown at the start of the agreement the actual cost may be the same, more, or less than estimated.

Investment Transaction

Transactions by employees of Goodrich & Associates, Inc. that are licensed Financial Advisors with Raymond James Financial Services are executed exclusively with Raymond James Financial Services.

Fee Billing

Fees are paid directly by the client and cannot be paid by direct debit of a brokerage account.

Other Compensation

Special situations may arise and unforeseen costs may bring about other fees. Fees will be disclosed to the client at that time and may be negotiated.

Past Due Accounts and Termination of Agreement

Goodrich & Associates, Inc. reserves the right to stop work on any account that is more than 60 days overdue. In addition, Goodrich & Associates, Inc. reserves the right to terminate any financial planning agreement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate to providing proper financial advice, per the judgment of Goodrich & Associates, Inc. Clients may terminate their agreement at any time by delivery of written notice.

Terminating clients will receive an itemized bill based on work completed. Any unused portion of fees collected in advance will be refunded within 30 days.

Compensation for Sales of Investment or Insurance Products

Goodrich & Associates, Inc.'s compensation is solely from fees paid directly by clients. Goodrich & Associate, Inc. does not receive commissions based on the client's purchase of any financial products.

Transactions by employees of Goodrich & Associates, Inc, that are licensed Financial Advisors with Raymond James Financial, receive compensation directly from Raymond James Financial.

Employees of Goodrich & Associates, Inc. registered as insurance agents are compensated by the insurance companies.

ITEM 6 Performance-Based Fees

Goodrich & Associates, Inc. does not use an investment performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive to recommend an investment that may carry an inappropriate degree of risk. Performance based fees are not in the best interest of our clients.

ITEM 7 Client Profile

Goodrich & Associates, Inc. generally provides investment advice to individuals, families, small businesses, trusts and estates. At the clients request advice may extend to others than those named. Client relationships vary in scope and length of service.

ITEM 8 Methods of Analysis, Investment Strategies and Risk of Loss

Security analysis methods at Goodrich & Associates, Inc. include fundamental analysis. We obtain information from various independent industry sources as well as utilize resources available exclusively with Raymond James Financial.

Primary Investment Strategies

Our primary investment methodology is Strategic Asset Allocation. Strategic Asset Allocation considers major asset classes: cash management, equity, fixed income and alternative investments and is coordinated with the Investment Policy Statement (IPS) which defines the clients risk tolerance.

The investment strategy for a specific client is based upon the objectives, income needs, risk tolerance and taxes provided by the client during consultations. The client may change these objectives at any time. The client's goals and objectives are carefully noted during meetings and via correspondence. Each client's portfolio is constructed specifically for that client. We do not use model portfolios.

Risk of Loss

Risks are part of all financial instruments. Our basic investment approach (Strategic Asset Allocation and use of an Investment Policy Statement) helps define the particular risks associated with our clients' reaching their stated objectives. Some of the risks are: loss of principal, market value fluctuation, inflation risk, interest-rate fluctuation, lack of income risk, lack of liquidity and lack of diversification.

ITEM 9 Disciplinary Information

Legal and Disciplinary

Goodrich & Associates, Inc. and its representatives have not been involved in any legal or disciplinary events.

ITEM 10 Other Financial Industry Activities and Affiliations

Activities

Goodrich & Associates business is Financial Planning and Investment Advisory. The firm does not participate in any other industry business activities.

Affiliations

Employees of Goodrich & Associates, Inc. that are separately registered as Financial Advisers with Raymond James Financial Services (RJFS), an affiliate of Raymond James Financial Inc. (RJF), a broker-dealer firm, can effect securities transactions for which they will receive separate, yet customary compensation.

Clients will be made aware of the receipt of additional compensation received by these employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations.

ITEM 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

The employees of Goodrich & Associates, Inc. have committed to a Code of Ethics. The key points are: putting the clients' interest first, objectivity, confidentiality, fairness and suitability, honesty and integrity, regulatory compliance and disclosure of conflicts of interest. CFP® and Registered Paraplanner® designees are also held to a Code of Ethics as outlined by the CFP® Board of Standards. The firm will provide a Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Employees of Goodrich & Associates, Inc. may at times buy or sell investments that are also held by clients.

The Chief Compliance Officer of Goodrich & Associates, Inc. is Larry C. Goodrich. Larry, or his designee Matt Goodrich, reviews all employee trades in their positions as Co-Branch Managers of Raymond James Financial, as required by security industry regulations. The personal trading reviews ensure that the personal trading of employees was not based on inside information.

ITEM 12 Brokerage Practices

Goodrich & Associates, Inc. has selected Raymond James Financial Services, an affiliate of Raymond James Financial Inc., as an affiliated broker-dealer firm. Goodrich & Associates, Inc. does not receive fees or commissions from this arrangement, although Goodrich & Associates, Inc. may benefit from electronic delivery of client information, electronic trading platforms and other services provided by the custodian for the benefit of clients. Goodrich & Associates, Inc. has access to services provided by Raymond James such as research, continuing education, practice management advice, as well as providing regulatory oversight of security transactions. These benefits are standard in a relationship with Raymond James, and are not in return for client recommendations or transactions.

Soft Dollars

Goodrich & Associates, Inc. does not receive soft dollar benefits from Raymond James Financial Services for recommending clients.

ITEM 13 Review of Financial Plans

The frequency of reviews is based upon the needs of the client as stated in the Financial Planning Agreement. Reviews may be quarterly, semi-annually, annually or as requested by the client.

Account reviews are typically conducted by Larry C. Goodrich, CFP®, Matt Goodrich, Financial Advisor and Rachel Montoya, Registered Paraplanner®.

Review Triggers

Account reviews are performed more frequently when market conditions dictate or at the client's request.

Regular Reports

Written reports are given to clients based on their negotiated frequency of reviews. The reports may consist of an individualized letter summarizing the results of the review and our general thoughts on the economy, a statement of holdings from our Asset Allocation software or other such portfolio reports, asset allocation analysis, tax-related information, updates to financial plan reports and other information as needed.

ITEM 14 Client Referrals and Other Compensation

Goodrich & Associates, Inc. receives referrals from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other sources. The firm does not pay for referrals.

Referrals to Other Professionals

Goodrich & Associates, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

ITEM 15 Custody

Goodrich & Associates, Inc. does not hold any client assets in any form. All assets are held at qualified custodians (i.e. banks, brokerage firms, etc.) who provide account statements directly to clients at their address of record. Clients are encouraged to carefully review any statements provided by custodians.

ITEM 16 Investment Discretion

Goodrich & Associates, Inc. does not provide discretionary investment services.

ITEM 17 Voting Client Securities

Goodrich and Associates, Inc. does not vote proxies on behalf of clients.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions.

ITEM 18 Financial Information

Goodrich & Associates, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commits to clients. A balance sheet is not required to be provided because Goodrich & Associates, Inc. does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client, six months or more in advance.