



**The Retirement Planning Specialists, LLC
Form ADV Part 2A – Disclosure Brochure
March 8, 2011**

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This brochure provides information about the qualifications and business practices of The Retirement Planning Specialists, LLC, which is a Securities and Exchange Commission registered investment advisor. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact Us at (303) 771-3088. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about The Retirement Planning Specialists, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

2. Material Changes

This brochure is a new document prepared in response to the 2010 amendments to Securities and Exchange Commission (SEC) Form ADV. As a result of the changes required by the SEC, it is materially different from previous filings by The Retirement Planning Specialists, LLC (RPS) and includes certain new information that Our previous filings did not require.

New disclosures in this document include those items previously not requested by the SEC, such as:

- Discussion of Our investment philosophy and investment strategy
- Disclosure of any disciplinary information
- Disclosure of material conflicts that may exist
- Disclosure of Our policy on voting securities
- Disclosure of financial information concerning RPS
- In addition, this new Form ADV Part 2A eliminates the check-the-box questions from pages one through six of the previous Form ADV Part II.

In future filings, this section of the brochure will address only those “material changes” that have been incorporated since Our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) at www.adviserinfo.sec.gov.

If you would like another copy of this brochure, please download it from the SEC website as indicated above or you may contact Sean Curley by phone at (303) 771-3088 or by email at SCurley@RPSpecialists.com.

We encourage you to read this document in its entirety.

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Advisory Brochure Supplement for Sean F. Curley

4. Advisory Business

The Retirement Planning Specialists, LLC (“We”, “Us”, “RPS”, or “the Firm”) is a fee-only, retirement-oriented financial consulting and investment management Firm located in Greenwood Village, Colorado. The Firm is a registered investment adviser registered with the Securities and Exchange Commission pursuant to the Investment Advisers Act of 1940.

We offer discretionary investment management services for a fee based on a percentage of assets under management. These services may include investment analysis, allocation of investments, quarterly portfolio statements, periodic rebalancing, and ongoing monitoring of and services related to your portfolio.

Our services, if agreed to by execution of a separate Financial Planning Agreement, may also include an analysis of your situation and assistance in identifying and implementing appropriate financial planning and investment management techniques to assist you in meeting specific financial objectives. Such services may include a written financial analysis and specific or general investment and/or planning recommendations. Such financial analysis may address any or all of the six areas of financial planning established by the National Endowment for Financial Education and endorsed by the Certified Financial Planner Board of Standards. The recognized areas of financial planning include: review of financial position, protection planning, investment planning, income tax planning, retirement planning, and estate planning.

Specific services that We may provide under Our Investment Management Agreement or Financial Planning Agreement include:

- Review of existing and proposed investment asset mixes to assist in meeting overall financial objectives. This would include a review of risk/return issues and a suggested plan of action consistent with your risk tolerance and overall financial objectives.
- Determination of appropriate income planning strategies for both pre- and post-retirement timeframes
- Calculation of pre-retirement savings and investing needs
- Assessment of overall financial position including net worth, cash flow, and debt
- Analysis of IRA-related issues including rollover, distribution, and inheritance planning options, and strategies designed to maximize the utilization of IRA assets
- Review and determination of life, disability and long-term care insurance needs
- Suggestions for minimizing federal and state income taxes

Portfolios are individually managed on a client-by-client basis, and you may impose restrictions on the securities and/or types of securities held in your portfolio. As of the date of this brochure, the Firm manages seventy-three million dollars on a discretionary basis.

5. Fees and Compensation

Asset Management Fees

We provide asset management and investment advisory services on a FEE-ONLY basis. We do not receive any compensation based on the sale of any securities or investment products. In no case are Our fees based on or related to the performance of your funds or investments.

The fee for account(s) We manage is a negotiated fee generally based on an annual percentage of assets that We manage for you, and will be established in writing prior to Our working together. We take several factors into account in establishing the fee including, but not limited to, the complexity of your situation, the size of your portfolio, the extent of anticipated activity in the account and other factors We may discuss. This fee will be established and agreed to in writing as part of Our Investment Management Agreement.

Fees are calculated and deducted from your account(s) on a quarterly basis and are billed in advance. The initial quarterly fee will be based upon the date when assets are received by Our custodian through the last day of the initial calendar quarter and will be deducted at the beginning of the subsequent quarter along with the subsequent quarter's fee. Thereafter, fees will be based on the market value of your account(s) on the last day of the previous calendar quarter and may be adjusted proportionally for additions to and withdrawals from the account, and will cover the period from the first day of the calendar quarter through the last day of the calendar quarter. The market value will be determined as reported by the custodian(s) of your funds. Fees are assessed on all assets under management, including securities, cash, and money market balances. Margin debit balances do not reduce the value of assets under management.

By signing Our investment management agreement, you are authorizing Us to deduct fees in accordance with Our Investment Management Agreement, unless other arrangements are made, and you will be required to authorize the custodian of your funds to pay such fees. However, We will have no other such authority to deduct other monies from your account(s), except to request that the custodian(s) disburse funds directly to you or your agents upon your specific instructions. Either you or We may terminate the client agreement at any time. If the agreement is terminated prior to the last day of a calendar quarter, a prorated portion of the fee paid for that quarter based on the number of days remaining will be refunded to you or your account.

In certain cases, We may allow accounts of members of the same household to be aggregated for purposes of determining Our agreed-upon advisory fee. We may allow such aggregation, for example, when We service or manage accounts on behalf of minor children of current clients, individual and joint accounts for a spouse, and other types of related accounts.

The agreement that you and We sign for investment advisory and/or management services shall remain in force unless explicitly terminated by you or us. Upon termination, Our management

fee will be pro-rated for the quarter in which the agreement was terminated and any unearned fees will be refunded to you. In the event of termination, you are responsible for monitoring the securities in your account(s), and We as investment adviser will have no further obligation to act or advise with respect to those account(s).

Financial Planning & Consulting Fees

In addition to providing asset management and investment advisory services on a fee-for-management basis, We also work with some clients on a consulting basis, providing limited engagement consulting and financial planning on an hourly or flat-fee basis.

The fee for the designated planning services can be determined in the following ways:

Fixed Fee: Under a fixed fee arrangement, you and We will agree to the scope of work and a flat-dollar cost of Our services in advance of any services being performed. We will determine the fee based on a variety of factors including, but not limited to, your net worth, the complexity of your financial situation and the issues to be analyzed, and any agreed upon deliverables. The type of fee and, in the case of a fixed fee, the amount of the fee must be agreed to by you and Us prior to the signing of the service agreement. We may require you to pay a portion of that fee upon signing the agreement. Any work for a fee that you pay in advance will be completed within six months of the date fee is paid, or sooner as agreed to by you and us. If the work is not completed in such time, We will refund any unearned fee.

Hourly Rate: Under an hourly rate agreement, We will provide consulting, analysis, and any deliverables agreed upon and Our fees will be based on the amount of time We spend providing such services and deliverables. This includes time spent meeting with you, time We spend researching and analyzing the agreed upon issues, as well as time We spend documenting or communicating with you about those issues. This includes Investment Advisor Representative time, in addition to Paraplanner and Administrative Support staff time.

Our hourly rates are as follows:

\$300/hour - Investment Advisor Representative
\$150/hour – Paraplanner
\$100/hour – Administrative Support

Custodial and Other Fees

For your protection, RPS does not accept custody of your funds, and all investments that We manage for you are held through outside custodians and/or broker-dealers. As a result, you may incur costs such as brokerage commissions, transaction fees, custodial fees, transfer taxes, wire transfer fees, and other fees and taxes charged by the custodians We use, and which are unrelated to the fees We charge. We do not receive any of these fees. Additionally, mutual funds, exchange traded funds, and any other investment products that We use in managing your portfolio also charge internal management fees, which are disclosed in those companies’

prospectuses and/or regulatory filings. We make every effort to minimize or eliminate these costs wherever possible.

6. Performance-Based Fees and Side-By-Side Management

RPS does not accept performance-based fees or participate in side-by-side management.

7. Types of Clients

RPS provides investment management and/or planning and consulting services primarily to individuals, trusts, estates and retirement plans (for both for-profit and non-profit organizations). Generally, Our initial required minimum value of family/household account is \$250,000; however, We may accept accounts for less than the minimum at Our discretion on client-by-client basis based on whether We believe We are well suited for a particular prospective client's present and future needs, with respect to what We may charge.

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

Overall Investment Approach

The primary approach We generally use to manage client assets is based on the work of professors Eugene Fama at University of Chicago Booth School of Business and Kenneth French at Dartmouth, as well as the work of other academic researchers. This approach is based on the underlying tenet that securities markets are fundamentally efficient (i.e., that most known information about a security is "priced into" that security at any moment, and that when "the market" is wrong about the price of security, it is difficult to know whether it is overpriced or underpriced). Additionally, their research, and that of others, indicates that over longer holding periods, potential returns are generally commensurate with levels of risk and that to the degree an investor desires greater potential return, they generally must accept a higher level of risk. Conversely, investors who desire less risk must generally be willing to accept lower potential returns.

The characteristics that Fama and French have specifically identified as adding to potential portfolio returns are: Equity Exposure (i.e., owning equities – stocks – at large), Value Exposure (i.e., owning stocks that are underpriced or out of favor), and Small Cap Exposure (i.e., owning stocks that are smaller than the average stocks in the marketplace). All of these characteristics have been shown historically to increase both risk and potential return.

Our approach, therefore, is to construct broadly diversified portfolios, customized for each individual client, to be commensurate with their willingness to accept potential volatility and their desire for potential returns. We use most major asset classes – cash, fixed income vehicles (bonds and/or bond funds), domestic and international stocks – large and small, value and growth – in constructing portfolios.

We use the approach outlined above as an underlying structure around which to build an individualized portfolio, generally using low cost mutual funds and exchange traded funds whenever possible. The portfolios We construct are determined based on each client's needs, portfolio restrictions, if any, and stated financial goals and risk tolerance. In order to do this, We will work with you to obtain necessary information regarding your financial condition, investment objectives, liquidity requirements, risk tolerance, time horizons, and any restrictions you may have on investing. This enables Us to determine the portfolio best suited for your specific investment objective and needs. Once your investment portfolio has been designed and put into place, We provide ongoing portfolio review and management. We generally review portfolios at least annually, although in some cases, more frequently based on changes in a client's stated condition or objectives, or changes in economic and market conditions.

We will also rebalance your portfolio, as we believe appropriate and/or agreed upon, to meet your long-term financial objectives. We will execute such rebalances and trades as We believe appropriate, and do so on a discretionary basis.

We may also adjust or modify Our implementation of the approach described above if We believe it to be in your best interest or in response to your request to do so based on your specific situation and concerns.

You should know that past performance is not a guarantee of future results and that certain market and economic risks exist that may adversely affect your portfolio's performance that could result in loss of principal.

Market and Other Risk Factors

Specific risk factors that may adversely impact your portfolio include, but are not limited to:

Equity Market Risk – Overall stock market risks may affect the value of the investments in your equity investments. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets

International Market and Credit Risks – Investments in overseas stocks and bonds, especially those in emerging markets, may be riskier than investments in the U.S. due to a variety of factors including currency fluctuation, policy risk, political instability and other factors.

Small and Mid-Cap Company Risk – Investments in small and mid-cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in smaller volumes than securities of larger companies. In addition, small and mid-cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger capitalization companies.

Interest Rate Risk – Fixed income securities and stocks may increase or decrease in value based on changes in interest rates. If interest rates increase, the value of such securities may decrease. On the other hand, if interest rates fall, the value of such securities may increase.

Credit Risk – There is a risk that issuers and counterparties will not make payments on the securities they issue. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security which may affect liquidity and Our ability to sell the security.

Real Estate Risk – Real Estate Investment Trusts (REITS), although not a direct investment in real estate, are subject to the risks associated with investing in real estate. The value of these securities will rise and fall in response to many factors including economic conditions, the demand for rental property and changes in interest rates.

9. Disciplinary History

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the Firm or the integrity of the firm's management in this item.

The Retirement Planning Specialists, LLC has no legal or disciplinary events of any kind to report.

10. Other Financial Industry Activities and Affiliations

As a convenience to clients, Sean Curley, the firm's managing member, holds a Colorado insurance license, and he or the Firm may receive compensation for insurance-related activities. However, We spend limited time on this activity and receive only a nominal portion of Our revenues (less than 2%) from insurance-related activities.

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

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of all personnel. This Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflict of interest. The Code of Ethics is designed to protect you and Our other clients by: deterring misconduct; educating personnel regarding the firm's expectations and laws governing their conduct; reminding personnel that they are in a position of trust and must act with complete propriety at all times and guard against violation of the securities laws; and establishing procedures for personnel to follow so that We may determine whether personnel are complying with the firm's ethical principles. We will be happy to provide you with a copy of Our Code of Ethics upon request.

We do not buy securities for ourselves from, or sell securities We own, to any client, nor do We effect securities transactions for compensation for any client as a broker or an agent. We do allow employees to invest for their own accounts or have a financial interest in the same securities or other investments that We recommend or acquire for Our clients, and employees may engage in transactions that are the same as or different than transactions recommended to or made for clients. Such transactions are permitted if effected, pre-cleared and reported in compliance with Our policy on personal securities transactions. We recognize Our fiduciary responsibility to place your interests first and foremost, and have established policies in this regard to avoid any potential conflicts of interest. Reports of personal transactions in securities by Our personnel are reviewed by the firm's designated compliance officer quarterly or more frequently if required.

12. Brokerage Practices

BROKER SELECTION & BEST EXECUTION

We select the custodian(s) to use based on the reasonableness of their compensation based on the range and quality of their services including execution capability, trading expertise, accuracy of execution, commission rates, research, reputation and integrity, fairness in resolving disputes, financial responsibility, and responsiveness. We have controls in place for monitoring execution in Our clients' accounts, including reviewing trades for best execution.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Because We do not maintain custody of client assets, We maintain relationships with various qualified custodians, all of which are members of FINRA/SIPC, to act as custodians for client accounts. The primary custodian we use to hold client assets is TD Ameritrade. We place all trades for Our clients subject to Our fiduciary duty and Our duty to seek best execution.

However for reasons of convenience and costs, We are more likely to place trades through Our primary custodian(s) rather than through other broker-dealers. The execution quality of these custodians may be better or worse than that available through other broker-dealers.

We do not have any commitments or understandings to trade or place assets with specific custodians or to generate a specified level of brokerage commission with a particular custodian in order to receive brokerage or research services. As a matter of policy and practice, We do not utilize research or research-related products obtained from broker-dealers, or other third parties, on a soft dollar commission basis, although the custodians We use may provide unsolicited proprietary research (research created or developed by them) to us, including a wide variety of reports, charts, publications or proprietary data on economic and political strategy, credit analysis, or stock and bond market conditions and projections. This research is used for all client accounts.

In addition to Our relationship with the various custodians We use, We also outsource tasks such as daily database reconciliation, quarterly performance reporting and statement delivery, and advisory fee billing to Orion Advisor Systems in Omaha, Nebraska, with which We have no other relationship.

See Item 14, Client Referrals and Other Compensation, for a discussion of the products and services that the custodians we use may make available to us.

Order Aggregation

Most trades We place on behalf of clients are mutual funds and/or exchange-traded funds where trade aggregation does not yield any client benefit.

13. Review of Accounts

Once your portfolio has been designed and your investments have been initially allocated, We provide ongoing portfolio review and management services, and review accounts at least annually, although in some cases, more frequently based on changes in your stated condition or objectives, or changes in economic and market conditions. We will rebalance your portfolio, as We believe appropriate, to maintain consistency with the overall approach you and We agree to, and We will do this on a discretionary basis. Meetings to discuss investment accounts and other matters will be scheduled on a mutually agreed upon basis.

In addition to statements you will receive from your account custodian(s), RPS also provides quarterly written reports to clients with at least \$100,000 under management, although We may provide such reports to clients with less than that at Our discretion. These written reports generally contain a list of assets, investment results, fees, and other data related to your accounts. We urge you to carefully review these reports and compare the statements that you receive from the custodian(s) of your accounts to the reports that We provide.

14. Client Referrals and Other Compensation

RPS does not have any arrangement whereby it compensates or receives compensation from another party for client referrals.

The custodians We use may make available to Us other products and services that benefit the Firm but may not benefit client accounts. Some of these other products and services assist Us in managing and administering client accounts. These include software and technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment so Our fees may be deducted from client accounts, and assist with other back-office functions, recordkeeping and clients reporting. Many of these services may be used to service all or a substantial number of Our client accounts. The custodians also make available to Us other services intended to help Us manage and further develop Our business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Our custodian(s) may make available, arrange and/or pay for these services rendered to Us by third parties. The custodians we use may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Us. As a fiduciary, We endeavor to act in

your best interests at all times, however Our recommendation that you place assets with these custodians may be based in part on such benefits.

15. Custody

We do not provide custodial services to Our clients, and We do not take custody of your funds. The assets We manage for you and Our other clients are held with registered broker-dealers or other investment providers that are recognized as “qualified custodians.” You will receive statements directly from those custodians, monthly or quarterly, depending on the type of account(s) you have. We urge you to carefully review those statements and compare the custodian statements to the periodic reports that We provide to you.

16. Investment Discretion

RPS manages money on a discretionary basis. When you open an account through Our firm, you will be required to execute an Investment Advisory Agreement and limited power of attorney that, among other things, grants Us authority to manage your assets on a discretionary basis, meaning We have the authority to select the identity and amount of securities to be bought or sold in your accounts, as well as the timing of such transactions. In all cases, however, We exercise that discretion in a manner consistent with the stated investment objectives that you and We agree to, whether those objectives are agreed to verbally or in writing. You must communicate any limitations to such authority to us in writing upon engagement, and such limitations will only be effective prospectively from the date received.

The custodians We recommend generally do not charge separately for custodial services but are compensated through commissions and/or other transaction-related fees for securities trades executed in your account(s). We do not receive any portion of those fees.

17. Voting Client Securities

RPS does not vote proxies on behalf of clients. You, therefore, retain the responsibility for receiving and voting proxies for any and all securities maintained in your account(s).

Proxies will be mailed directly to you by the custodian(s) that maintain your account(s). Additionally, We do not take action with respect to any securities or other investments that become the subject of any legal proceedings, including bankruptcies. Should you have any questions about a particular solicitation, please contact Us.

18. Financial Information

In certain circumstances, registered investment advisers are required to provide you with financial information or disclosures about their financial condition in this section. RPS is not aware of any financial commitment that may impair its ability to meet its contractual and fiduciary commitments to you, and neither the Firm nor any of its managing members has ever been the subject of a bankruptcy proceeding.

Advisory Brochure Supplement for Sean F. Curley

Educational Background and Business Experience

Since 2001, Sean Curley has been the managing member of the Retirement Planning Specialists, LLC, a registered investment advisory firm, providing investment advice and financial planning services to clients on a full-time basis. Prior to that, he was a founder and co-managing member of The IRA Specialists, LLC and its predecessor, Foland, Curley & Associates, LLC.

Concurrently, he had been a Registered Principal, Registered Representative, and Investment Advisor Representative affiliated with LPL Financial from July 1997 through March 2010, and before that had been a Registered Representative and Investment Advisor Representative with American Express Financial Advisors from 1994 through June of 1997.

Additionally, he has held the Certified Financial Planner (CFP) designation since 1997. The CFP designation is administered by the Certified Financial Planner Board of Standards, Inc. To earn the credential, each CFP candidate must have a bachelor's degree (or higher) from an accredited college or university and three years of full-time personal financial planning experience. Additionally, candidates must pass the comprehensive CFP Certification examination and complete a CFP-board registered education program or hold an accepted designation, degree or license. Every two years, CFP certificants must complete a minimum of 30 hours of continuing education. More information regarding the CFP designation can be found at <http://www.cfp.net>.

Prior to his engagement with American Express Financial Advisors in 1994, Sean Curley was a Senior Government Systems Analyst for American Management Systems in Fairfax, VA and Lakewood, CO from June 1986 through December of 1993.

He graduated with honors from the Pennsylvania State University in 1986 with a bachelors degree in Computer Science.

Disciplinary Information

Sean Curley has never been the subject of or involved in any professional disciplinary proceeding or administrative action.

Other Business Activities

In addition to providing investment advisory and financial planning services, Sean Curley holds a Colorado insurance license as a convenience to clients, and may act as an insurance broker. He or the Firm may receive compensation for insurance-related activities. He spends limited time on such activities, and the Firm receives only a nominal portion of its revenues (less than 2%) from such activities.

Additional Compensation

Sean Curley or the Firm may receive compensation from various insurance-related activities as outlined in the previous item. He spends limited time on such activities, and the Firm receives only a nominal portion of its revenues (less than 2%) from such activities.

Supervision

Sean Curley is the managing member of The Retirement Planning Specialists, LLC, and is subject to the Firm's Code of Ethics and, a copy of which is available upon request. He is directly responsible for all of the Firm's activities. Additionally, he is subject to the professional guidelines of the Board of Certified Financial Planners, as well as various federal and state securities laws administered by the U.S. Securities and Exchange Commission and the Colorado Division of Securities. As needed, the Firm engages outside consultants and/or counsel on matters of compliance with the relevant laws and administrative directives issued by various industry regulators.